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

2009

Department of the Treasury
Internal Revenue Service

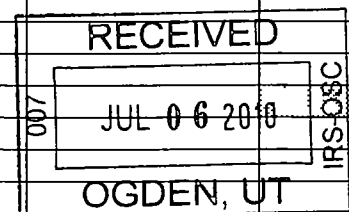
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LINN FOUNDATION	A Employer identification number 31-1728452
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 7820 HANGER CUTOFF ROAD	B Telephone number 713-344-9303
	City or town, state, and ZIP code FORT WORTH, TX 76135	C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,652,374.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	238,277.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,696.	30,696.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<16,069.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	315,446.			
	7 Capital gain net income (from Part IV, line 2)		3,801.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<597.>	<597.>		STATEMENT 3	
12 Total. Add lines 1 through 11	252,307.	33,900.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,550.	1,275.		1,275.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	686.	686.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,236.	1,961.		1,275.
	25 Contributions, gifts, grants paid	75,900.			75,900.
26 Total expenses and disbursements. Add lines 24 and 25	79,136.	1,961.		77,175.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	173,171.				
b Net investment income (if negative, enter -0-)		31,939.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1.		
	2 Savings and temporary cash investments	372,021.	47,710.	47,710.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	1,123,311.	1,616,939.	1,602,793.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	<2,047.>	217.	217.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	870.	1,654.	1,654.	
16 Total assets (to be completed by all filers)	1,494,156.	1,666,520.	1,652,374.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	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 type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,494,156.	1,666,520.		
30 Total net assets or fund balances	1,494,156.	1,666,520.		
31 Total liabilities and net assets/fund balances	1,494,156.	1,666,520.		

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	1,494,156.
2 Enter amount from Part I, line 27a	2	173,171.
3 Other increases not included in line 2 (itemize) ▶ TAX EXEMPT DIVIDENDS	3	156.
4 Add lines 1, 2, and 3	4	1,667,483.
5 Decreases not included in line 2 (itemize) ▶ INCOME TAXES	5	963.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,666,520.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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)
b	SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e	315,446.	311,645.	3,801.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			
b			
c			
d			
e			3,801.

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	3,801.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2008	58,769.	1,546,570.	.038000
2007	42,297.	1,405,052.	.030104
2006	32,844.	925,866.	.035474
2005	20,646.	642,627.	.032128
2004	17,976.	384,617.	.046737

2	Total of line 1, column (d)	2	.182443
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	.036489
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,278,631.
5	Multiply line 4 by line 3	5	46,656.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	319.
7	Add lines 5 and 6	7	46,975.
8	Enter qualifying distributions from Part XII, line 4	8	77,175.

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	319.
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	319.
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	319.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	840.
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	840.
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	521.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 320. Refunded <input type="checkbox"/>	11	201.

Part VII-A Statements Regarding Activities

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

N/A

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ TODD E. HANSLIK Telephone no ▶ 713-344-9303 Located at ▶ 5847 SAN FELIPE, SUITE 200, HOUSTON, TX ZIP+4 ▶ 77057			
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 N/A			

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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 2009?	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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 ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009) 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 2009?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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
 Organizations relying on a current notice regarding disaster assistance check here N/A

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
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

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.

(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
ROGER LINN 7820 HANGER CUT OFF RD FORT WORTH, TX 76135	DIRECTOR 0.00	0.	0.	0.
LOIS LINN 7820 HANGER CUT OFF RD FORT WORTH, TX 76135	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 ▶	0.

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	1,190,502.
b	Average of monthly cash balances	1b	107,601.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,298,103.
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	1,298,103.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,472.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,278,631.
6	Minimum investment return. Enter 5% of line 5	6	63,932.

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	63,932.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	319.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	319.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	63,613.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	63,613.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	63,613.

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	77,175.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	77,175.
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	5	319.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	76,856.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				63,613.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			74,377.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 77,175.				
a Applied to 2008, but not more than line 2a			74,377.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,798.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				60,815.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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))

SEE STATEMENT 9

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

NONE

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 of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

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

LINN FOUNDATION

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 CATALYST CAPITAL PARTNERS III	P		
b POWERSHARES DB PRECIOUS METALS	P		
c POWERSHARES DB PRECIOUS METALS	P		
d APPLE		09/29/08	09/30/09
e BANK OF AMERICA CORP		04/29/05	04/16/09
f BANK OF AMERICA CORP		11/06/06	04/16/09
g BANK OF AMERICA CORP		01/12/07	04/16/09
h BANK OF AMERICA CORP		06/01/07	04/16/09
i BANK OF AMERICA CORP		08/06/07	04/16/09
j BROADCOM		10/10/06	09/30/09
k CVS CORP		06/07/05	11/10/09
l CVS CORP		11/06/06	11/10/09
m CVS CORP		08/06/07	11/10/09
n CVS CORP		05/20/08	11/10/09
o EBAY		11/06/06	12/15/09

(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 23,272.			23,272.
b 227.			227.
c 151.			151.
d 4,573.		3,221.	1,352.
e 2,111.		8,708.	<6,597.>
f 812.		4,036.	<3,224.>
g 433.		2,132.	<1,699.>
h 433.		2,066.	<1,633.>
i 758.		3,311.	<2,553.>
j 5,671.		5,716.	<45.>
k 6,544.		5,158.	1,386.
l 5,548.		5,761.	<213.>
m 1,280.		1,617.	<337.>
n 711.		1,080.	<369.>
o 11,874.		16,817.	<4,943.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			23,272.
b			227.
c			151.
d			1,352.
e			<6,597.>
f			<3,224.>
g			<1,699.>
h			<1,633.>
i			<2,553.>
j			<45.>
k			1,386.
l			<213.>
m			<337.>
n			<369.>
o			<4,943.>

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
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) If (loss), enter "-0-" in Part I, line 8 }	3

LINN FOUNDATION

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 EBAY		01/12/07	12/15/09
b EBAY		08/06/07	12/15/09
c EBAY		05/20/08	12/15/09
d EMERSON ELECTRIC		02/10/05	03/24/09
e EMERSON ELECTRIC		11/06/06	03/24/09
f EMERSON ELECTRIC		01/12/07	03/24/09
g EMERSON ELECTRIC		08/06/07	03/24/09
h EXXON (TRANS IN)		12/26/06	11/10/09
i EXXON (TRANS IN)		12/26/06	11/10/09
j INTEL CORP		01/07/00	03/24/09
k POWERSHARES DB - PRECIOUS METALS		02/07/08	05/28/09
l POWERSHARES DB - PRECIOUS METALS		05/20/08	05/28/09
m PRAXAIR		12/27/04	03/24/09
n PRAXAIR		11/06/06	03/24/09
o PROCTOR & GAMBLE		12/27/04	03/24/09

(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 1,696.		2,221.	<525.>
b 1,018.		1,471.	<453.>
c 792.		1,093.	<301.>
d 5,996.		7,425.	<1,429.>
e 2,155.		3,272.	<1,117.>
f 691.		1,098.	<407.>
g 967.		1,660.	<693.>
h 16,645.		6,740.	9,905.
i 12,303.		3,811.	8,492.
j 300.		447.	<147.>
k 12,910.		12,937.	<27.>
l 2,152.		2,150.	2.
m 11,631.		7,616.	4,015.
n 323.		306.	17.
o 6,634.		7,989.	<1,355.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<525.>
b			<453.>
c			<301.>
d			<1,429.>
e			<1,117.>
f			<407.>
g			<693.>
h			9,905.
i			8,492.
j			<147.>
k			<27.>
l			2.
m			4,015.
n			17.
o			<1,355.>

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
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) If (loss), enter "-0-" in Part I, line 8 }	3

LINN FOUNDATION

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	PROCTOR & GAMBLE		11/06/06	03/24/09
b	PROCTOR & GAMBLE		01/12/07	03/24/09
c	PROCTOR & GAMBLE		06/01/07	03/24/09
d	SECTOR SPDR - BEN INT ENERGY		08/19/04	04/16/09
e	SECTOR SPDR - BEN INT ENERGY		11/06/06	04/16/09
f	SPDR - S&P HOMEBULIDERS		04/25/08	10/26/09
g	SPDR - S&P HOMEBULIDERS		05/20/08	10/26/09
h	TARGET CORP		08/19/04	04/16/09
i	TARGET CORP		03/17/06	04/16/09
j	TARGET CORP		08/10/06	04/16/09
k	TARGET CORP		11/06/06	04/16/09
l	TARGET CORP		01/12/07	04/16/09
m	TARGET CORP		06/01/07	04/16/09
n	UNITED TECH		06/13/05	03/24/09
o	UNITED TECH		11/06/06	03/24/09

	(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	2,876.		3,894.	<1,018.>
b	1,392.		1,909.	<517.>
c	2,088.		2,861.	<773.>
d	26,128.		20,691.	5,437.
e	6,757.		8,334.	<1,577.>
f	9,089.		13,544.	<4,455.>
g	5,333.		7,800.	<2,467.>
h	7,557.		8,845.	<1,288.>
i	1,132.		1,531.	<399.>
j	1,415.		1,640.	<225.>
k	808.		1,168.	<360.>
l	1,415.		2,042.	<627.>
m	1,415.		2,129.	<714.>
n	6,170.		7,574.	<1,404.>
o	2,468.		3,868.	<1,400.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,018.>
b			<517.>
c			<773.>
d			5,437.
e			<1,577.>
f			<4,455.>
g			<2,467.>
h			<1,288.>
i			<399.>
j			<225.>
k			<360.>
l			<627.>
m			<714.>
n			<1,404.>
o			<1,400.>

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
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) If (loss), enter "-0-" in Part I, line 8 }	3

LINN FOUNDATION

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 UNITED TECH		01/12/07	03/24/09
b AON		04/16/09	07/15/09
c BANK OF AMERICA CORP		05/20/08	04/16/09
d EMERSON ELECTRIC		05/20/08	03/24/09
e FREEPORT MCMORAN		03/24/09	09/30/09
f FREEPORT MCMORAN		03/24/09	12/15/09
g INTEL CORP		05/07/08	03/24/09
h INTEL CORP		05/20/08	03/24/09
i ISHARES IBOXX		02/02/09	11/10/09
j PROCTOR & GAMBLE		05/20/08	03/24/09
k ST JUDE		04/16/09	10/13/09
l TAIWAN SEMICONDUCTOR		03/24/09	11/03/09
m TARGET CORP		05/20/08	04/16/09
n UNITED TECH		05/20/08	03/24/09
o PWERSHARES DB PRECIOUS METLS - ADJ		05/20/08	05/28/09

(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 1,645.		2,511.	<866.>
b 12,134.		12,957.	<823.>
c 1,732.		5,812.	<4,080.>
d 553.		1,140.	<587.>
e 5,066.		3,036.	2,030.
f 10,212.		5,263.	4,949.
g 12,066.		18,716.	<6,650.>
h 675.		1,099.	<424.>
i 20,989.		20,023.	966.
j 1,856.		2,639.	<783.>
k 12,190.		12,956.	<766.>
l 14,053.		12,481.	1,572.
m 2,021.		2,714.	<693.>
n 1,440.		2,609.	<1,169.>
o 2,160.			2,160.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<866.>
b			<823.>
c			<4,080.>
d			<587.>
e			2,030.
f			4,949.
g			<6,650.>
h			<424.>
i			966.
j			<783.>
k			<766.>
l			1,572.
m			<693.>
n			<1,169.>
o			2,160.

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	3,801.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CATALYST CAPITAL PARTNERS III			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
23,272.	0.	0.	0.	23,272.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB PRECIOUS METALS			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
227.	0.	0.	0.	227.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB PRECIOUS METALS			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
151.	0.	0.	0.	151.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
APPLE	4,573.	3,221.	0.	0.	09/29/08	09/30/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BANK OF AMERICA CORP	2,111.	8,708.	0.	0.	04/29/05	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BANK OF AMERICA CORP	812.	4,036.	0.	0.	11/06/06	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BANK OF AMERICA CORP	433.	2,132.	0.	0.	01/12/07	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BANK OF AMERICA CORP	433.	2,066.	0.	0.	<1,633.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	06/01/07	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BANK OF AMERICA CORP	758.	3,311.	0.	0.	<2,553.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	08/06/07	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BROADCOM	5,671.	5,716.	0.	0.	<45.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	10/10/06	09/30/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CVS CORP	6,544.	5,158.	0.	0.	1,386.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	06/07/05	11/10/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CVS CORP	5,548.	5,761.	0.	0.	<213.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	11/06/06	11/10/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CVS CORP	1,280.	1,617.	0.	0.	<337.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	08/06/07	11/10/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CVS CORP	711.	1,080.	0.	0.	<369.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	05/20/08	11/10/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EBAY	11,874.	16,817.	0.	0.	<4,943.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	11/06/06	12/15/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EBAY	1,696.	2,221.	0.	0.	<525.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	01/12/07	12/15/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EBAY	1,018.	1,471.	0.	0.	<453.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	08/06/07	12/15/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EBAY	792.	1,093.	0.	0.	<301.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	05/20/08	12/15/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EMERSON ELECTRIC	5,996.	7,425.	0.	0.	<1,429.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	02/10/05	03/24/09

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EMERSON ELECTRIC			11/06/06	03/24/09
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,155.	3,272.	0.	0.	<1,117.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EMERSON ELECTRIC			01/12/07	03/24/09
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
691.	1,098.	0.	0.	<407.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EMERSON ELECTRIC			08/06/07	03/24/09
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
967.	1,660.	0.	0.	<693.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON (TRANS IN)			12/26/06	11/10/09
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,645.	17,492.	0.	0.	<847.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON (TRANS IN)	12,303.	12,929.	0.		12/26/06	11/10/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	<626.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTEL CORP	300.	447.	0.		01/07/00	03/24/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	<147.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB - PRECIOUS METALS	12,910.	12,937.	0.		02/07/08	05/28/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	<27.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB - PRECIOUS METALS	2,152.	2,150.	0.		05/20/08	05/28/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRAXAIR	11,631.	7,616.	0.	0.	12/27/04	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRAXAIR	323.	306.	0.	0.	11/06/06	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PROCTOR & GAMBLE	6,634.	7,989.	0.	0.	12/27/04	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PROCTOR & GAMBLE	2,876.	3,894.	0.	0.	11/06/06	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PROCTOR & GAMBLE	1,392.	1,909.	0.	0.	<517.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	01/12/07	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PROCTOR & GAMBLE	2,088.	2,861.	0.	0.	<773.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	06/01/07	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTOR SPDR - BEN INT ENERGY	26,128.	20,691.	0.	0.	5,437.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	08/19/04	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SECTOR SPDR - BEN INT ENERGY	6,757.	8,334.	0.	0.	<1,577.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	11/06/06	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SPDR - S&P HOMEBUILDERS	9,089.	13,544.	0.	0.	<4,455.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SPDR - S&P HOMEBUILDERS	5,333.	7,800.	0.	0.	<2,467.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TARGET CORP	7,557.	8,845.	0.	0.	<1,288.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TARGET CORP	1,132.	1,531.	0.	0.	<399.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TARGET CORP	1,415.	1,640.	0.	0.	<225.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	08/10/06	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TARGET CORP	808.	1,168.	0.	0.	<360.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	11/06/06	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TARGET CORP	1,415.	2,042.	0.	0.	<627.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	01/12/07	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
TARGET CORP	1,415.	2,129.	0.	0.	<714.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	06/01/07	04/16/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UNITED TECH	6,170.	7,574.	0.	0.	<1,404.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	06/13/05	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UNITED TECH	2,468.	3,868.	0.	0.	<1,400.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	11/06/06	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UNITED TECH	1,645.	2,511.	0.	0.	<866.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	01/12/07	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
AON	12,134.	12,957.	0.	0.	<823.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	04/16/09	07/15/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BANK OF AMERICA CORP	1,732.	5,812.	0.	0.	05/20/08	04/16/09
						<4,080.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EMERSON ELECTRIC	553.	1,140.	0.	0.	05/20/08	03/24/09
						<587.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FREEPORT MCMORAN	5,066.	3,036.	0.	0.	03/24/09	09/30/09
						2,030.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FREEPORT MCMORAN	10,212.	5,263.	0.	0.	03/24/09	12/15/09
						4,949.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
INTEL CORP	12,066.	18,716.	0.	0.	<6,650.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	05/07/08	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
INTEL CORP	675.	1,099.	0.	0.	<424.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	05/20/08	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ISHARES IBOXX	20,989.	20,023.	0.	0.	966.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	02/02/09	11/10/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PROCTOR & GAMBLE	1,856.	2,639.	0.	0.	<783.>

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	05/20/08	03/24/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ST JUDE	12,190.	12,956.	0.		04/16/09	10/13/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	<766.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TAIWAN SEMICONDUCTOR	14,053.	12,481.	0.		03/24/09	11/03/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	1,572.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TARGET CORP	2,021.	2,714.	0.		05/20/08	04/16/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	<693.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECH	1,440.	2,609.	0.		05/20/08	03/24/09
				(E) DEPREC.	(F) GAIN OR LOSS	
				0.	0.	<1,169.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PWERSHARES DB PRECIOUS METLS - ADJ		05/20/08	05/28/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,160.	0.	0.	0.	2,160.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<16,069.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND PREMIUM AMORTIZATION	<602.>	0.	<602.>
CATALYST CAPITAL PARTNERS III	871.	0.	871.
FIDELITY - ACCRUED INTEREST	<1,455.>	0.	<1,455.>
FIDELITY INVESTMENTS	20,947.	0.	20,947.
FIDELITY INVESTMENTS	10,926.	0.	10,926.
POWERSHARES DB PRECIOUS METALS	9.	0.	9.
TOTAL TO FM 990-PF, PART I, LN 4	30,696.	0.	30,696.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LOSS FROM CCPIII	<597.>	<597.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<597.>	<597.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,550.	1,275.		1,275.
TO FORM 990-PF, PG 1, LN 16B	2,550.	1,275.		1,275.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	641.	641.		0.
INVESTMENT EXPENSES - FROM K-1	45.	45.		0.
TO FORM 990-PF, PG 1, LN 23	686.	686.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	1,616,939.	1,602,793.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,616,939.	1,602,793.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CCPIII	FMV	217.	217.
INVESTMENT IN POWERSHARES DB	FMV		
PRECIOUS METALS		0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		217.	217.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	870.	814.	814.
PREPAID FIT	0.	840.	840.
TO FORM 990-PF, PART II, LINE 15	870.	1,654.	1,654.

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ROGER LINN
LOIS LINN

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
WEST TEXAS FOOTBALL CLASSIC 7816 ORLANDO AVE LUBBOCK, TX 79493	NONE EDUCATION		1,000.
ROUNDUP FOR AUTISM 10503 METRIC DR DALLAS, TX 75243	NONE EDUCATION		10,000.
CURE INTERNATIONAL 701 BOSLER AVE LEMOYNE, PA 17043	NONE MEDICAL		4,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVE DALLAS, TX 75204	NONE RELIGIOUS		30,000.
WINDY RYON MEMORIAL ROPING PO BOX 79245 SAGINAW, TX 76179	NONE EDUCATION		500.
YOUNG LIFE OF FORT WORTH 5801 CURZON AVE FORT WORTH, TX 76107	NONE EDUCATION		250.
TRAIL FOUNDATION 660 KELLER SMITHFIELD RD. KELLER, TX 76248	NONE EDUCATION		150.
COLLEGE GOLF FELLOWSHIP 127 LAYSAN TEAL ROSEVILLE, CA 95747	NONE EDUCATION		1,000.

LINN FOUNDATION

31-1728452

EAST WEST MINISTRIES
2001 WEST PLANO PKWY SUITE 3000
PLANO, TX 75075

NONE
RELIGIOUS

4,000.

CORNERSTONE ASSISTANCE NETWORK
3500 NOBLE AVE FORT WORTH, TX
76111

NONE
RELIGIOUS

15,000.

HIS BRIDGE BUILDERS
PO BOX 260434 PLANO, TX 75026

NONE
RELIGIOUS

10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

75,900.

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization LINN FOUNDATION	Employer identification number 31-1728452
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 7820 HANGER CUTOFF ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FORT WORTH, TX 76135	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

TODD E. HANSLIK

- The books are in the care of ▶ **5847 SAN FELIPE, SUITE 200 - HOUSTON, TX 77057**
Telephone No. ▶ **713-344-9303** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2009** or
▶ tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 342.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 840.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.