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

2010

Department of the Treasury
Internal Revenue Service

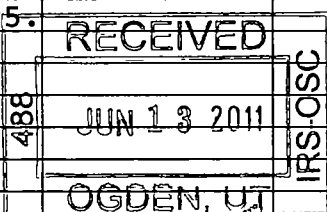
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, 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

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) 7820 HANGER CUTOFF ROAD	Room/suite	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"/> 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) \$ 1,725,216. (Part I, column (d) must be on cash basis.)	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"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
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	33,553.	33,553.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<45,575.>			STATEMENT 1
b Gross sales price for all assets on line 6a 1,145,495.				
7 Capital gain net income (from Part IV, line 2)		128,900.		
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	<346.>	<346.>		STATEMENT 3
12 Total. Add lines 1 through 11	<12,368.>	162,107.		
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 STMT 4	2,450.	1,225.		1,225.
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 STMT 5	587.	587.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	3,037.	1,812.		1,225.
25 Contributions, gifts, grants paid	105,468.			105,468.
26 Total expenses and disbursements. Add lines 24 and 25	108,505.	1,812.		106,693.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<120,873.>			
b Net investment income (if negative, enter -0-)		160,295.		
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			
	2	Savings and temporary cash investments	47,710.	196,033.	196,033.
	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	1,616,939.	1,348,530.	1,528,194.
	c	Investments - corporate bonds			
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶		
		Less: accumulated depreciation ▶			
12		Investments - mortgage loans			
13		Investments - other STMT 7	217.	0.	0.
14		Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
15		Other assets (describe ▶ STATEMENT 8)	1,654.	989.	989.
16		Total assets (to be completed by all filers)	1,666,520.	1,545,552.	1,725,216.
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <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	1,666,520.	1,545,552.	
30	Total net assets or fund balances	1,666,520.	1,545,552.		
31	Total liabilities and net assets/fund balances	1,666,520.	1,545,552.		

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	1,666,520.
2	Enter amount from Part I, line 27a	2	<120,873.>
3	Other increases not included in line 2 (itemize) ▶ TAX EXEMPT INTEREST AND DIVIDENDS	3	224.
4	Add lines 1, 2, and 3	4	1,545,871.
5	Decreases not included in line 2 (itemize) ▶ INCOME TAXES	5	319.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,545,552.

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			
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 1,145,495.		1,016,595.	128,900.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			128,900.

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	128,900.
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))
2009	76,856.	1,278,631.	.060108
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

2 Total of line 1, column (d)	2	.195814
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	.039163
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,593,458.
5 Multiply line 4 by line 3	5	62,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,603.
7 Add lines 5 and 6	7	64,008.
8 Enter qualifying distributions from Part XII, line 4	8	106,693.

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	1,603.
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	1,603.
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	1,603.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	320.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,745.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,065.	
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	462.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 462. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

<p>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)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u></p>	13	X	
<p>14 The books are in care of ▶ <u>TODD E. HANSLIK</u> Telephone no. ▶ <u>713-344-9303</u> Located at ▶ <u>5847 SAN FELIPE, SUITE 200, HOUSTON, TX</u> ZIP+4 ▶ <u>77057</u></p>			
<p>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</p>	15	N/A	<input type="checkbox"/>
<p>16 At any time during calendar year 2010, 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶</p>	16	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.

			Yes	No
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>				
<p>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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here</p>	1b	N/A		
<p>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 2010?</p>	1c			X
<p>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)):</p> <p>a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____</p> <p>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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____</p>	2a	N/A		
<p>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</p> <p>b If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	3a	N/A		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a			X
<p>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 2010?</p>	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

5b		
6b		X
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.

(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	
3 All other program-related investments. See instructions.	

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	1,490,340.
b	Average of monthly cash balances	1b	127,384.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,617,724.
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	1,617,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,266.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,593,458.
6	Minimum investment return. Enter 5% of line 5	6	79,673.

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	79,673.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,603.
2b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,603.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,070.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	78,070.
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	78,070.

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	106,693.
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	106,693.
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	1,603.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,090.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				78,070.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			60,815.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 106,693.				
a Applied to 2009, but not more than line 2a			60,815.	
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 2010 distributable amount				45,878.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				32,192.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 CCPIII	P		
b AMERICAN EUROPACIFIC	P	10/21/05	05/19/10
c AMERICAN EUROPACIFIC	P	03/15/06	05/19/10
d AMERICAN EUROPACIFIC	P	11/02/06	05/19/10
e AMERICAN EUROPACIFIC	P	01/10/07	05/19/10
f AMERICAN EUROPACIFIC	P	05/30/07	05/19/10
g AMERICAN EUROPACIFIC	P	05/16/08	05/19/10
h APPLE	P	09/29/08	05/03/10
i APPLE	P	09/29/08	06/28/10
j APPLIED MATERIALS	P	02/10/05	06/28/10
k APPLIED MATERIALS	P	02/10/05	07/09/10
l APPLIED MATERIALS	P	08/10/06	07/09/10
m APPLIED MATERIALS	P	11/06/06	07/09/10
n APPLIED MATERIALS	P	06/01/07	07/09/10
o APPLIED MATERIALS	P	02/07/08	07/09/10

(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 23,943.			23,943.
b 66,411.		68,851.	<2,440.>
c 9,547.		12,000.	<2,453.>
d 22,788.		31,000.	<8,212.>
e 15,814.		21,000.	<5,186.>
f 25,836.		38,000.	<12,164.>
g 15,971.		23,000.	<7,029.>
h 6,522.		3,221.	3,301.
i 4,054.		1,932.	2,122.
j 2,211.		2,749.	<538.>
k 3,548.		4,851.	<1,303.>
l 1,596.		2,082.	<486.>
m 1,833.		2,696.	<863.>
n 2,069.		3,365.	<1,296.>
o 828.		1,311.	<483.>

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			23,943.
b			<2,440.>
c			<2,453.>
d			<8,212.>
e			<5,186.>
f			<12,164.>
g			<7,029.>
h			3,301.
i			2,122.
j			<538.>
k			<1,303.>
l			<486.>
m			<863.>
n			<1,296.>
o			<483.>

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 APPLIED MATERIALS	P	05/20/08	07/09/10
b BANK OF NY - MELLON FINL CORP	P	08/19/04	06/28/10
c BANK OF NY - MELLON FINL CORP	P	08/19/04	09/03/10
d BANK OF NY - MELLON FINL CORP	P	11/06/06	09/03/10
e BANK OF NY - MELLON FINL CORP	P	06/01/07	09/03/10
f BANK OF NY - MELLON FINL CORP	P	08/06/07	09/03/10
g BANK OF NY - MELLON FINL CORP	P	05/20/08	09/03/10
h BAXTER INTL	P	12/27/04	05/03/10
i BAXTER INTL	P	03/17/06	05/03/10
j BAXTER INTL	P	11/06/06	05/03/10
k BAXTER INTL	P	01/12/07	05/03/10
l BAXTER INTL	P	08/06/07	05/03/10
m BAXTER INTL	P	05/20/08	05/03/10
n BEST BUY	P	04/16/09	05/03/10
o BEST BUY	P	04/16/09	06/28/10

(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 710.		1,195.	<485.>
b 1,692.		1,970.	<278.>
c 3,527.		4,424.	<897.>
d 1,909.		3,075.	<1,166.>
e 1,933.		3,424.	<1,491.>
f 604.		1,037.	<433.>
g 1,812.		3,389.	<1,577.>
h 5,171.		3,591.	1,580.
i 1,471.		1,198.	273.
j 2,846.		2,764.	82.
k 1,897.		1,879.	18.
l 2,846.		3,183.	<337.>
m 2,135.		2,768.	<633.>
n 4,424.		3,879.	545.
o 1,263.		1,429.	<166.>

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<485.>
b			<278.>
c			<897.>
d			<1,166.>
e			<1,491.>
f			<433.>
g			<1,577.>
h			1,580.
i			273.
j			82.
k			18.
l			<337.>
m			<633.>
n			545.
o			<166.>

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	

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 BEST BUY	P	04/16/09	12/17/10
b BROADCOM	P	10/10/06	06/28/10
c BROADCOM	P	10/10/06	09/03/10
d BROADCOM	P	11/06/06	09/03/10
e BROADCOM	P	06/01/07	09/03/10
f CISCO SYSTEMS	P	03/24/09	06/28/10
g CME GROUP	P	03/24/09	06/28/10
h CONOCO PHILLIPS (TRANS IN)	D	11/11/03	04/12/10
i DANAHER	P	11/14/07	06/28/10
j DANAHER	P	11/14/07	11/16/10
k DARDEN RESTAURANTS	P	03/24/09	05/03/10
l DARDEN RESTAURANTS	P	03/24/09	06/28/10
m DIAGEO PLC	P	08/10/06	06/28/10
n EMC CORP	P	11/06/09	11/16/10
o EXXON (TRANS IN)	D	08/19/97	04/12/10

(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 6,544.		7,554.	<1,010.>
b 3,729.		3,078.	651.
c 1,863.		1,759.	104.
d 3,260.		3,139.	121.
e 1,397.		1,378.	19.
f 2,611.		1,870.	741.
g 2,412.		1,875.	537.
h 18,553.		10,151.	8,402.
i 3,145.		3,310.	<165.>
j 3,681.		3,517.	164.
k 4,172.		3,148.	1,024.
l 1,861.		1,574.	287.
m 2,603.		2,826.	<223.>
n 3,842.		2,874.	968.
o 123,855.		44,421.	79,434.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,010.>
b			651.
c			104.
d			121.
e			19.
f			741.
g			537.
h			8,402.
i			<165.>
j			164.
k			1,024.
l			287.
m			<223.>
n			968.
o			79,434.

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 EXXON (TRANS IN)	D	08/19/97	04/12/10
b EXXON (TRANS IN)	D	08/19/97	04/12/10
c EXXON (TRANS IN)	D	08/19/97	04/12/10
d EXXON (TRANS IN)	D	08/19/97	04/12/10
e EXXON (TRANS IN)	D	08/19/97	04/12/10
f EXXON (TRANS IN)	D	08/19/97	04/12/10
g EXXON (TRANS IN)	D	08/19/97	04/12/10
h FREEPORT MCMORAN	P	03/24/09	07/07/10
i GENERAL ELECTRIC	P	12/27/04	06/28/10
j GILEAD SCIENCES	P	03/17/06	06/28/10
k GILEAD SCIENCES	P	03/17/06	07/26/10
l GILEAD SCIENCES	P	11/06/06	07/26/10
m GILEAD SCIENCES	P	01/12/07	07/26/10
n GILEAD SCIENCES	P	08/06/07	07/26/10
o GOOGLE	P	04/16/09	06/28/10

(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 20,304.		7,282.	13,022.
b 20,304.		7,282.	13,022.
c 20,304.		7,282.	13,022.
d 13,528.		4,855.	8,673.
e 6,768.		2,427.	4,341.
f 6,768.		2,427.	4,341.
g 6,768.		2,427.	4,341.
h 4,879.		3,441.	1,438.
i 1,712.		3,801.	<2,089.>
j 2,342.		2,016.	326.
k 2,780.		2,636.	144.
l 2,617.		2,716.	<99.>
m 2,617.		2,608.	9.
n 3,107.		3,519.	<412.>
o 2,404.		1,882.	522.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13,022.
b			13,022.
c			13,022.
d			8,673.
e			4,341.
f			4,341.
g			4,341.
h			1,438.
i			<2,089.>
j			326.
k			144.
l			<99.>
m			9.
n			<412.>
o			522.

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	

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 ISHARES IBOXX	P	02/02/09	06/28/10
b ISHARES TR DOW JONES	P	03/19/07	05/03/10
c ISHARES TR DOW JONES - DISALLOWED LOSS FROM WASH	P	03/19/07	05/03/10
d ISHARES TR DOW JONES	P	03/19/07	06/28/10
e JP MORGAN CHASE	P	05/07/08	01/07/10
f JP MORGAN CHASE	P	05/07/08	06/28/10
g KOHLS	P	03/24/09	06/28/10
h KOHLS	P	03/24/09	12/08/10
i MICROSOFT CORP	P	12/27/04	06/28/10
j MICROSOFT CORP	P	12/27/04	10/22/10
k MICROSOFT CORP	P	03/17/06	10/22/10
l MICROSOFT CORP	P	08/10/06	10/22/10
m MICROSOFT CORP	P	11/06/06	10/22/10
n MICROSOFT CORP	P	01/12/07	10/22/10
o MICROSOFT CORP	P	06/01/07	10/22/10

(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 10,769.		10,012.	757.
b 4,237.		6,333.	<2,096.>
c 1,996.			1,996.
d 2,939.		4,523.	<1,584.>
e 7,665.		8,720.	<1,055.>
f 2,480.		3,149.	<669.>
g 2,515.		2,064.	451.
h 13,801.		10,526.	3,275.
i 2,658.		2,857.	<199.>
j 578.		626.	<48.>
k 1,056.		1,154.	<98.>
l 2,262.		2,189.	73.
m 3,393.		3,900.	<507.>
n 2,388.		2,849.	<461.>
o 2,136.		2,613.	<477.>

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			757.
b			<2,096.>
c			1,996.
d			<1,584.>
e			<1,055.>
f			<669.>
g			451.
h			3,275.
i			<199.>
j			<48.>
k			<98.>
l			73.
m			<507.>
n			<461.>
o			<477.>

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	

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 MICROSOFT CORP	P	08/06/07	10/22/10
b MICROSOFT CORP	P	05/20/08	10/22/10
c MORGAN STANLEY	P	03/24/09	06/28/10
d PFIZER	P	02/07/08	05/03/10
e PFIZER	P	05/20/05	05/03/10
f POWERSHARES EXCHANGE	P	04/16/09	06/28/10
g POWERSHARES EXCHANGE	P	04/16/09	08/02/10
h PRAXAIR	P	11/06/06	06/28/10
i S&P MID CAP 400	P	10/25/05	06/28/10
j SECTOR SPDR - BEN INT ENERGY	P	11/06/06	06/28/10
k SECTOR SPDR - BEN INT ENERGY	P	01/12/07	06/28/10
l SECTOR SPDR - BEN INT ENERGY	P	01/12/07	06/28/10
m SECTOR - BEN INT UTILITIES	P	02/10/05	06/28/10
n THERMO FISHER	P	10/18/07	06/28/10
o THREE M	P	02/07/08	06/28/10

(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 1,005.		1,174.	<169.>
b 2,262.		2,713.	<451.>
c 2,250.		1,956.	294.
d 12,954.		18,697.	<5,743.>
e 4,345.		5,308.	<963.>
f 6,443.		5,067.	1,376.
g 13,911.		10,194.	3,717.
h 2,371.		1,836.	535.
i 26,475.		24,261.	2,214.
j 803.		833.	<30.>
k 4,553.		4,671.	<118.>
l 536.		550.	<14.>
m 3,459.		3,492.	<33.>
n 3,384.		3,818.	<434.>
o 3,187.		3,245.	<58.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<169.>
b			<451.>
c			294.
d			<5,743.>
e			<963.>
f			1,376.
g			3,717.
h			535.
i			2,214.
j			<30.>
k			<118.>
l			<14.>
m			<33.>
n			<434.>
o			<58.>

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	

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 US BANCORP	P	01/20/06	01/07/10
b US BANCORP	P	01/20/06	06/28/10
c US BANCORP	P	11/06/06	06/28/10
d US BANCORP	P	11/06/06	06/28/10
e VIACOM INC	P	12/27/04	05/03/10
f VIACOM INC - DISALLOWED LOSS FROM WASH SALE	P	12/27/04	05/03/10
g VIACOM INC	P	03/17/06	05/03/10
h VIACOM INC	P	03/17/06	06/28/10
i WALMART	P	06/24/05	06/28/10
j XEROX	P	01/29/09	06/15/10
k AMERICAN EUROPACIFIC	P	04/08/10	05/19/10
l AMERICAN EXPRESS	P	01/07/10	06/28/10
m AMERICAN EXPRESS	P	01/07/10	07/09/10
n AMERICAN EXPRESS	P	01/07/10	10/27/10
o AMERICAN EXPRESS	P	04/12/10	10/27/10

(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 3,508.		4,668.	<1,160.>
b 1,503.		1,957.	<454.>
c 809.		1,184.	<375.>
d 464.		677.	<213.>
e 3,731.		4,326.	<595.>
f 552.			552.
g 500.		507.	<7.>
h 2,716.		3,083.	<367.>
i 3,277.		3,184.	93.
j 50,000.		50,000.	0.
k 36,388.		41,000.	<4,612.>
l 2,699.		2,651.	48.
m 9,137.		9,379.	<242.>
n 6,731.		6,932.	<201.>
o 2,178.		2,388.	<210.>

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,160.>
b			<454.>
c			<375.>
d			<213.>
e			<595.>
f			552.
g			<7.>
h			<367.>
i			93.
j			0.
k			<4,612.>
l			48.
m			<242.>
n			<201.>
o			<210.>

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 AMERICAN EXPRESS	P	09/03/10	10/27/10
b APPLIED MATERIALS	P	04/12/10	07/09/10
c BANK OF NY - MELLON FINL CORP	P	04/12/10	09/03/10
d BAXTER INTL	P	04/12/10	05/03/10
e BEST BUY	P	04/12/10	12/17/10
f EMC CORP	P	11/06/09	06/28/10
g FNMA	P	04/20/10	10/20/10
h FREEPORT MCMORAN	P	04/12/10	07/07/10
i GILEAD SCIENCES	P	04/12/10	07/26/10
j INTEL CORP	P	11/06/09	06/28/10
k INTEL CORP	P	11/06/09	09/23/10
l INTEL CORP	P	04/12/10	09/23/10
m ISHARES BARCLAYS	P	05/11/10	11/12/10
n ISHARES BARCLAYS	P	06/28/10	11/12/10
o JOHNSON & JOHNSON	P	05/03/10	06/28/10

(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 3,167.		3,223.	<56.>
b 3,134.		3,577.	<443.>
c 1,329.		1,757.	<428.>
d 2,372.		2,905.	<533.>
e 1,945.		2,455.	<510.>
f 2,973.		2,546.	427.
g 50,000.		49,940.	60.
h 1,435.		2,194.	<759.>
i 4,088.		5,685.	<1,597.>
j 2,797.		2,489.	308.
k 14,916.		14,656.	260.
l 3,002.		3,585.	<583.>
m 87,066.		87,072.	<6.>
n 28,655.		28,664.	<9.>
o 2,051.		2,252.	<201.>

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<56.>
b			<443.>
c			<428.>
d			<533.>
e			<510.>
f			427.
g			60.
h			<759.>
i			<1,597.>
j			308.
k			260.
l			<583.>
m			<6.>
n			<9.>
o			<201.>

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	

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 KOHLS	P	04/12/10	12/08/10
b MICROSOFT CORP	P	04/12/10	10/22/10
c MICROSOFT CORP	P	04/12/10	10/22/10
d PROCTOR & GAMBLE	P	11/06/09	06/28/10
e SPDR SER TR - HOMEBUILDERS	P	05/03/10	06/28/10
f SPDR SER TR - HOMEBUILDERS	P	05/03/10	07/07/10
g ST JUDE MEDICAL	P	05/03/10	06/28/10
h ST JUDE MEDICAL	P	05/03/10	11/16/10
i UNITEDHEALTH GROUP	P	12/15/09	06/28/10
j UNITED PARCEL	P	12/17/06	06/28/10
k VANGUARD EMERGING MKTS	P	05/28/09	02/02/10
l VANGUARD EMERGING MKTS	P	09/30/09	02/02/10
m VANGUARD EMERGING MKTS	P	05/24/10	06/28/10
n			
o			

(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 3,518.		3,723.	<205.>
b 251.		301.	<50.>
c 2,514.		2,927.	<413.>
d 2,431.		2,341.	90.
e 1,439.		1,817.	<378.>
f 8,759.		11,861.	<3,102.>
g 1,989.		2,217.	<228.>
h 3,843.		4,031.	<188.>
i 2,433.		2,398.	35.
j 2,396.		2,345.	51.
k 52,355.		42,181.	10,174.
l 15,707.		15,302.	405.
m 27,985.		26,547.	1,438.
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<205.>
b			<50.>
c			<413.>
d			90.
e			<378.>
f			<3,102.>
g			<228.>
h			<188.>
i			35.
j			51.
k			10,174.
l			405.
m			1,438.
n			
o			

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	128,900.
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
CCPIII			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
23,943.	0.	0.	0.	23,943.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC				10/21/05	05/19/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
66,411.	68,851.	0.	0.	<2,440.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EUROPACIFIC				03/15/06	05/19/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
9,547.	12,000.	0.	0.	<2,453.>	

(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
AMERICAN EUROPACIFIC	22,788.	31,000.	0.	0.	11/02/06	05/19/10
						<8,212.>

(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
AMERICAN EUROPACIFIC	15,814.	21,000.	0.	0.	01/10/07	05/19/10
						<5,186.>

(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
AMERICAN EUROPACIFIC	25,836.	38,000.	0.	0.	05/30/07	05/19/10
						<12,164.>

(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
AMERICAN EUROPACIFIC	15,971.	23,000.	0.	0.	05/16/08	05/19/10
						<7,029.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLE				09/29/08	05/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,522.	3,221.	0.	0.	3,301.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLE				09/29/08	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,054.	1,932.	0.	0.	2,122.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLIED MATERIALS				02/10/05	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,211.	2,749.	0.	0.	<538.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLIED MATERIALS				02/10/05	07/09/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,548.	4,851.	0.	0.	<1,303.>	

(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
APPLIED MATERIALS	1,596.	2,082.	0.	0.	08/10/06	07/09/10
						<486.>

(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
APPLIED MATERIALS	1,833.	2,696.	0.	0.	11/06/06	07/09/10
						<863.>

(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
APPLIED MATERIALS	2,069.	3,365.	0.	0.	06/01/07	07/09/10
						<1,296.>

(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
APPLIED MATERIALS	828.	1,311.	0.	0.	02/07/08	07/09/10
						<483.>

(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
APPLIED MATERIALS	710.	1,195.	0.	0.	05/20/08	07/09/10
						<485.>

(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 NY - MELLON FINL CORP	1,692.	1,970.	0.	0.	08/19/04	06/28/10
						<278.>

(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 NY - MELLON FINL CORP	3,527.	4,424.	0.	0.	08/19/04	09/03/10
						<897.>

(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 NY - MELLON FINL CORP	1,909.	3,075.	0.	0.	11/06/06	09/03/10
						<1,166.>

(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 NY - MELLON FINL CORP	1,933.	3,424.	0.	0.	<1,491.>	06/01/07 09/03/10

(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 NY - MELLON FINL CORP	604.	1,037.	0.	0.	<433.>	08/06/07 09/03/10

(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 NY - MELLON FINL CORP	1,812.	3,389.	0.	0.	<1,577.>	05/20/08 09/03/10

(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
BAXTER INTL	5,171.	3,591.	0.	0.	1,580.	12/27/04 05/03/10

(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
BAXTER INTL	1,471.	1,198.	0.	0.	03/17/06	05/03/10

(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
BAXTER INTL	2,846.	2,764.	0.	0.	11/06/06	05/03/10

(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
BAXTER INTL	1,897.	1,879.	0.	0.	01/12/07	05/03/10

(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
BAXTER INTL	2,846.	3,183.	0.	0.	08/06/07	05/03/10

(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
BAXTER INTL	2,135.	2,768.	0.	0.	05/20/08	05/03/10
						<633.>

(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
BEST BUY	4,424.	3,879.	0.	0.	04/16/09	05/03/10
						545.

(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
BEST BUY	1,263.	1,429.	0.	0.	04/16/09	06/28/10
						<166.>

(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
BEST BUY	6,544.	7,554.	0.	0.	04/16/09	12/17/10
						<1,010.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROADCOM				10/10/06	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,729.	3,078.	0.	0.	651.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROADCOM				10/10/06	09/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,863.	1,759.	0.	0.	104.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROADCOM				11/06/06	09/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,260.	3,139.	0.	0.	121.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROADCOM				06/01/07	09/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,397.	1,378.	0.	0.	19.	

(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
CISCO SYSTEMS	2,611.	1,870.	0.	0.	03/24/09	06/28/10
						741.

(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
CME GROUP	2,412.	1,875.	0.	0.	03/24/09	06/28/10
						537.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CONOCO PHILLIPS (TRANS IN)	18,553.	24,752.	0.	0.	11/11/03	04/12/10
						<6,199.>

(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
DANAHER	3,145.	3,310.	0.	0.	11/14/07	06/28/10
						<165.>

(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
DANAHER	3,681.	3,517.	0.	0.	11/14/07	11/16/10

(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
DARDEN RESTAURANTS	4,172.	3,148.	0.	0.	03/24/09	05/03/10

(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
DARDEN RESTAURANTS	1,861.	1,574.	0.	0.	03/24/09	06/28/10

(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
DIAGEO PLC	2,603.	2,826.	0.	0.	08/10/06	06/28/10

(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
EMC CORP	3,842.	2,874.	0.	0.	11/06/09	11/16/10
						968.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EXXON (TRANS IN)	123,855.	134,999.	0.	0.	08/19/97	04/12/10
						<11,144.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EXXON (TRANS IN)	20,304.	22,131.	0.	0.	08/19/97	04/12/10
						<1,827.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EXXON (TRANS IN)	20,304.	22,131.	0.	0.	08/19/97	04/12/10
						<1,827.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EXXON (TRANS IN)	20,304.	22,131.	0.	0.	<1,827.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EXXON (TRANS IN)	13,528.	14,754.	0.	0.	<1,226.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EXXON (TRANS IN)	6,768.	7,377.	0.	0.	<609.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EXXON (TRANS IN)	6,768.	7,377.	0.	0.	<609.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EXXON (TRANS IN)	6,768.	7,377.	0.	0.	08/19/97	04/12/10
						<609.>

(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
FREEMPORT MCMORAN	4,879.	3,441.	0.	0.	03/24/09	07/07/10
						1,438.

(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
GENERAL ELECTRIC	1,712.	3,801.	0.	0.	12/27/04	06/28/10
						<2,089.>

(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
GILEAD SCIENCES	2,342.	2,016.	0.	0.	03/17/06	06/28/10
						326.

(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
GILEAD SCIENCES	2,780.	2,636.	0.	0.	144.	03/17/06 07/26/10

(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
GILEAD SCIENCES	2,617.	2,716.	0.	0.	<99.>	11/06/06 07/26/10

(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
GILEAD SCIENCES	2,617.	2,608.	0.	0.	9.	01/12/07 07/26/10

(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
GILEAD SCIENCES	3,107.	3,519.	0.	0.	<412.>	08/06/07 07/26/10

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOOGLE			04/16/09	06/28/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
		(F) GAIN OR LOSS		
	2,404.	1,882.	0.	0.
				522.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES IBOXX			02/02/09	06/28/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
		(F) GAIN OR LOSS		
	10,769.	10,012.	0.	0.
				757.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES TR DOW JONES			03/19/07	05/03/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
		(F) GAIN OR LOSS		
	4,237.	6,333.	0.	0.
				<2,096.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES TR DOW JONES - DISALLOWED LOSS FROM WASH SALE			03/19/07	05/03/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
		(F) GAIN OR LOSS		
	1,996.	0.	0.	0.
				1,996.

(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
ISHARES TR DOW JONES	2,939.	4,523.	0.	0.	03/19/07	06/28/10
						<1,584.>

(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
JP MORGAN CHASE	7,665.	8,720.	0.	0.	05/07/08	01/07/10
						<1,055.>

(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
JP MORGAN CHASE	2,480.	3,149.	0.	0.	05/07/08	06/28/10
						<669.>

(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
KOHL'S	2,515.	2,064.	0.	0.	03/24/09	06/28/10
						451.

(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
KOHL'S	13,801.	10,526.	0.	0.	03/24/09	12/08/10
						3,275.

(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
MICROSOFT CORP	2,658.	2,857.	0.	0.	12/27/04	06/28/10
						<199.>

(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
MICROSOFT CORP	578.	626.	0.	0.	12/27/04	10/22/10
						<48.>

(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
MICROSOFT CORP	1,056.	1,154.	0.	0.	03/17/06	10/22/10
						<98.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MICROSOFT CORP	2,262.	2,189.	0.	0.	73.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MICROSOFT CORP	3,393.	3,900.	0.	0.	<507.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MICROSOFT CORP	2,388.	2,849.	0.	0.	<461.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MICROSOFT CORP	2,136.	2,613.	0.	0.	<477.>

(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
MICROSOFT CORP	1,005.	1,174.	0.	0.	08/06/07	10/22/10
						<169.>

(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
MICROSOFT CORP	2,262.	2,713.	0.	0.	05/20/08	10/22/10
						<451.>

(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
MORGAN STANLEY	2,250.	1,956.	0.	0.	03/24/09	06/28/10
						294.

(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
PFIZER	12,954.	18,697.	0.	0.	02/07/08	05/03/10
						<5,743.>

(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
PFIZER	4,345.	5,308.	0.	0.	05/20/05	05/03/10
						<963.>

(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
POWERSHARES EXCHANGE	6,443.	5,067.	0.	0.	04/16/09	06/28/10
						1,376.

(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
POWERSHARES EXCHANGE	13,911.	10,194.	0.	0.	04/16/09	08/02/10
						3,717.

(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
PRAAIR	2,371.	1,836.	0.	0.	11/06/06	06/28/10
						535.

(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
S&P MID CAP 400	26,475.	24,261.	0.	0.	10/25/05	06/28/10

(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
SECTOR SPDR - BEN INT ENERGY	803.	833.	0.	0.	11/06/06	06/28/10
						<30.>

(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
SECTOR SPDR - BEN INT ENERGY	4,553.	4,671.	0.	0.	01/12/07	06/28/10
						<118.>

(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
SECTOR SPDR - BEN INT ENERGY	536.	550.	0.	0.	01/12/07	06/28/10
						<14.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTOR - BEN INT UTILITIES				02/10/05	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,459.	3,492.	0.	0.	<33.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THERMO FISHER				10/18/07	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,384.	3,818.	0.	0.	<434.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THREE M				02/07/08	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,187.	3,245.	0.	0.	<58.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US BANCORP				01/20/06	01/07/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,508.	4,668.	0.	0.	<1,160.>	

(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
US BANCORP	1,503.	1,957.	0.	0.	01/20/06	06/28/10
						<454.>

(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
US BANCORP	809.	1,184.	0.	0.	11/06/06	06/28/10
						<375.>

(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
US BANCORP	464.	677.	0.	0.	11/06/06	06/28/10
						<213.>

(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
VIACOM INC	3,731.	4,326.	0.	0.	12/27/04	05/03/10
						<595.>

(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
VIACOM INC - DISALLOWED LOSS FROM WASH SALE	552.	0.	0.	0.	12/27/04	05/03/10

(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
VIACOM INC	500.	507.	0.	0.	03/17/06	05/03/10
						<7.>

(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
VIACOM INC	2,716.	3,083.	0.	0.	03/17/06	06/28/10
						<367.>

(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
WALMART	3,277.	3,184.	0.	0.	06/24/05	06/28/10
						93.

(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
XEROX	50,000.	50,000.	0.	0.	01/29/09	06/15/10

(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
AMERICAN EUROPACIFIC	36,388.	41,000.	0.	0.	04/08/10	05/19/10 <4,612.>

(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
AMERICAN EXPRESS	2,699.	2,651.	0.	0.	01/07/10	06/28/10 48.

(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
AMERICAN EXPRESS	9,137.	9,379.	0.	0.	01/07/10	07/09/10 <242.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EXPRESS				01/07/10	10/27/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	6,731.	6,932.	0.	0.	<201.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EXPRESS				04/12/10	10/27/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	2,178.	2,388.	0.	0.	<210.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN EXPRESS				09/03/10	10/27/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	3,167.	3,223.	0.	0.	<56.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLIED MATERIALS				04/12/10	07/09/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	3,134.	3,577.	0.	0.	<443.>

(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 NY - MELLON FINL CORP	1,329.	1,757.	0.	0.	<428.>	04/12/10 09/03/10

(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
BAXTER INTL	2,372.	2,905.	0.	0.	<533.>	04/12/10 05/03/10

(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
BEST BUY	1,945.	2,455.	0.	0.	<510.>	04/12/10 12/17/10

(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
EMC CORP	2,973.	2,546.	0.	0.	427.	11/06/09 06/28/10

(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
FNMA	50,000.	49,940.	0.	0.	04/20/10	10/20/10

(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
FREEMPORT MCMORAN	1,435.	2,194.	0.	0.	04/12/10	07/07/10
						<759.>

(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
GILEAD SCIENCES	4,088.	5,685.	0.	0.	04/12/10	07/26/10
						<1,597.>

(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
INTEL CORP	2,797.	2,489.	0.	0.	11/06/09	06/28/10
						308.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTEL CORP			11/06/09	09/23/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS			
	14,916.	14,656.	0.	0.
				260.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTEL CORP			04/12/10	09/23/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS			
	3,002.	3,585.	0.	0.
				<583.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES BARCLAYS			05/11/10	11/12/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS			
	87,066.	87,072.	0.	0.
				<6.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES BARCLAYS			06/28/10	11/12/10
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS			
	28,655.	28,664.	0.	0.
				<9.>

(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
JOHNSON & JOHNSON	2,051.	2,252.	0.	0.	05/03/10	06/28/10
						<201.>

(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
KOHL'S	3,518.	3,723.	0.	0.	04/12/10	12/08/10
						<205.>

(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
MICROSOFT CORP	251.	301.	0.	0.	04/12/10	10/22/10
						<50.>

(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
MICROSOFT CORP	2,514.	2,927.	0.	0.	04/12/10	10/22/10
						<413.>

(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	2,431.	2,341.	0.	0.	11/06/09	06/28/10

(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
SPDR SER TR - HOMEBUILDERS	1,439.	1,817.	0.	0.	05/03/10	06/28/10
						<378.>

(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
SPDR SER TR - HOMEBUILDERS	8,759.	11,861.	0.	0.	05/03/10	07/07/10
						<3,102.>

(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
ST JUDE MEDICAL	1,989.	2,217.	0.	0.	05/03/10	06/28/10
						<228.>

(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
ST JUDE MEDICAL	3,843.	4,031.	0.	0.	05/03/10	11/16/10
						<188.>

(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
UNITEDHEALTH GROUP	2,433.	2,398.	0.	0.	12/15/09	06/28/10
						35.

(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
UNITED PARCEL	2,396.	2,345.	0.	0.	12/17/06	06/28/10
						51.

(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
VANGUARD EMERGING MKTS	52,355.	42,181.	0.	0.	05/28/09	02/02/10
						10,174.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD EMERGING MKTS		09/30/09	02/02/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
15,707.	15,302.	0.	0.
(F) GAIN OR LOSS	405.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD EMERGING MKTS		05/24/10	06/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
27,985.	26,547.	0.	0.
(F) GAIN OR LOSS	1,438.		

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<45,575.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND PREMIUM AMORTIZATION	<447.>	0.	<447.>
CATALYST CAPITAL PARTNERS III	18.	0.	18.
FIDELITY INVESTMENTS	21,763.	0.	21,763.
FIDELITY INVESTMENTS	12,219.	0.	12,219.
TOTAL TO FM 990-PF, PART I, LN 4	33,553.	0.	33,553.

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
LOSS FROM CCPIII	<346.>	<346.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<346.>	<346.>		

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	2,450.	1,225.		1,225.	
TO FORM 990-PF, PG 1, LN 16B	2,450.	1,225.		1,225.	

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	587.	587.		0.	
TO FORM 990-PF, PG 1, LN 23	587.	587.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDELITY INVESTMENTS	1,348,530.	1,528,194.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,348,530.	1,528,194.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN CCPIII	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	814.	669.	669.
PREPAID FIT	840.	320.	320.
TO FORM 990-PF, PART II, LINE 15	1,654.	989.	989.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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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
COLLEGE GOLF FELLOWSHIP 127 LAYSAN TEAL ROSEVILLE, CA 95747	NONE EDUCATION		2,000.
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVE DALLAS, TX 75204	NONE RELIGIOUS		50,000.
ROUNDUP FOR AUTISM 10503 METRIC DR DALLAS, TX 75243	NONE EDUCATION		2,000.
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		150.
CHRIST CHAPEL BIBLE CHURCH 3740 BIRCHMAN AVE FORT WORTH, TX 76107	NONE RELIGIOUS		50,000.
CHRISTIAN PRAYER BREAKFAST 1812 WESTOVER SQ FORT WORTH, TX 76107	NONE RELIGIOUS		100.
FORT WORTH STOCK SHOW SYNDICATE PO BOX 170050 FORT WORTH, TX 76102	NONE EDUCATION		718.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			105,468.

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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2010** or
▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 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	\$	2,065.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	320.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	1,745.

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