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

2011

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

For calendar year 2011 or tax year beginning AUG 1, 2011, and ending JUL 31, 2012

Name of foundation RUBY W. AND LAVON P. LINN FOUNDATION		A Employer identification number 31-6672883
Number and street (or P.O. box number if mail is not delivered to street address) CHOATE LLP PO BOX 961019		B Telephone number (617) 248-4760
City or town, state, and ZIP code BOSTON, MA 02196		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,857,893.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		30,462,386.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		3.	3.		STATEMENT 1
4 Dividends and interest from securities		326,837.	326,409.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		694,466.			
b Gross sales price for all assets on line 6a		8,899,239.			
7 Capital gain net income (from Part IV, line 2)			694,466.		
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		2,012.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		31,485,704.	1,020,878.		
13 Compensation of officers, directors, trustees, etc.		26,850.	20,138.		6,712.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,000.	2,000.		2,000.
c Other professional fees STMT 5		98,896.	74,172.		24,724.
17 Interest					
18 Taxes STMT 6		2,479.	2,479.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		765.	0.		765.
24 Total operating and administrative expenses. Add lines 13 through 23		132,990.	98,789.		34,201.
25 Contributions, gifts, grants paid		694,050.			694,050.
26 Total expenses and disbursements. Add lines 24 and 25		827,040.	98,789.		728,251.
27 Subtract line 26 from line 12		30,658,664.			
a Excess of revenue over expenses and disbursements			922,089.		
b Net investment income (if negative, enter -0-)					
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	69,447.	811,151.	811,151.
	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 9	2,398,629.	29,789,795.	31,364,344.
	c Investments - corporate bonds STMT 10	101,027.	1,171,815.	1,221,337.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	0.	1,435,400.	1,461,061.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,569,103.	33,208,161.	34,857,893.	
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 ▶ <input type="checkbox"/>			
	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	2,569,103.	33,208,161.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2,569,103.	33,208,161.	
	31 Total liabilities and net assets/fund balances	2,569,103.	33,208,161.	

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	2,569,103.
2 Enter amount from Part I, line 27a	2	30,658,664.
3 Other increases not included in line 2 (itemize) ▶ 7/31/11 INTEREST RECEIVED 8/1/11	3	1,073.
4 Add lines 1, 2, and 3	4	33,228,840.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	20,679.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,208,161.

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 SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,894,631.		8,204,773.	689,858.
b 4,608.			4,608.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			689,858.
b			4,608.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	694,466.
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))
2010	169,960.	3,107,826.	.054688
2009	116,176.	2,609,167.	.044526
2008	69,733.	2,011,317.	.034670
2007	136,330.	2,451,172.	.055618
2006	107,458.	2,167,873.	.049568

2 Total of line 1, column (d)	2	.239070
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	.047814
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,823,617.
5 Multiply line 4 by line 3	5	900,032.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,221.
7 Add lines 5 and 6	7	909,253.
8 Enter qualifying distributions from Part XII, line 4	8	728,251.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	18,442.
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	18,442.
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	18,442.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,600.
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	3,600.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	14,842.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input 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 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 type="checkbox"/> MA		
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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CHOATE HALL & STEWART LLP Telephone no ► (617) 248-4760 Located at ► TWO INTERNATIONAL PLACE, BOSTON, MA ZIP+4 ► 02110			
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			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	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
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 2011 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 2011.) 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 2011?	4b	X

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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
JO ANNE BOREK	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	1.00	13,425.	0.	0.
SCOTT G. BOREK	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	1.00	13,425.	0.	0.
WILLIAM A. LOWELL	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	1.00	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

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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
CHOATE HALL & STEWART LLP TWO INTERNATIONAL PLACE BOSTON, MA 02110	INVESTMENT MANAGEMENT, CUSTODY, RECORDKEEPING, GRANT ADMIN., TAX PREP.	102,896.

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 <u>N/A</u>		
2 <u></u>		
All other program-related investments See instructions		
3 <u></u>		
Total. Add lines 1 through 3		0

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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	18,599,419.
b	Average of monthly cash balances	1b	510,852.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,110,271.
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	19,110,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	286,654.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,823,617.
6	Minimum investment return. Enter 5% of line 5	6	941,181.

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	941,181.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,442.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,442.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	922,739.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	922,739.
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	922,739.

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	728,251.
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	728,251.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	728,251.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				922,739.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007		3,258.		
c From 2008				
d From 2009				
e From 2010		21,703.		
f Total of lines 3a through e	24,961.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				728,251.
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				728,251.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	24,961.			24,961.
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 2010. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				169,527.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT ATTACHED	NONE	PUBLIC	GENERAL	694,050.
Total			▶ 3a	694,050.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	3.		
4 Dividends and interest from securities			14	326,837.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	694,466.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a FEDERAL REFUND FOR YEAR						
b ENDING 12/31/11			01	2,012.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,023,318.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,023,318.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here William F. Welch, Trustee 12/13/12 **TRUSTEE**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PATRICK LAVOIE	<i>Patrick Lavoie CPA</i>	11-28-12		P00491156
	Firm's name ▶ CHOATE HALL & STEWART LLP				Firm's EIN ▶ 04-1175860
	Firm's address ▶ P O BOX 961019 BOSTON, MA 02196				Phone no (617) 248-4760

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

RUBY W. AND LAVON P. LINN FOUNDATION

Employer identification number

31-6672883

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
RUBY W. AND LAVON P. LINN FOUNDATION	31-6672883

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RUBY W. LINN TRUST DATED 9/9/96, JO ANNE BOREK, TRUSTEE CHOATE HALL & STEWART LLP TWO INT'L PLACE BOSTON, MA 02110	\$ 14,038,320.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	RUBY W. LINN CHARITABLE REMAINDER UNITRUST DATED 10/23/92, JO ANNE BOREK CHOATE HALL & STEWART LLP TWO INT'L PLACE BOSTON, MA 02110	\$ 16,424,066.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
RUBY W. AND LAVON P. LINN FOUNDATION	31-6672883

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS MARKETABLE SECURITIES - SEE ATTACHED SCHEDULE.	\$ 14,038,320.	02/17/12
2	VARIOUS MARKETABLE SECURITIES - SEE ATTACHED SCHEDULE.	\$ 15,593,137.	02/09/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

RUBY W. AND LAVON P. LINN FOUNDATION

31-6672883

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Investment Detail

| THE R.W. & L.P. LINN FDN. 8/13/01

Asset Types: Alternative, Cash, Cash & Equivalents, Equity, Fixed Income, Other
Data Current as of: 31-Jul-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Alternative	17.278%	\$6,022,664.52	\$5,694,130.96	\$328,533.56
Cash	(0.029)%	(\$10,000.00)	(\$10,000.00)	\$0.00
Cash & Equivalents	2.356%	\$821,151.22	\$821,151.22	\$0.00
Equity	72.700%	\$25,341,679.16	\$24,095,664.23	\$1,246,014.93
Fixed Income	3.504%	\$1,221,337.48	\$1,171,815.01	\$49,522.47
Other	4.192%	\$1,461,060.77	\$1,435,400.00	\$25,660.77
Totals		\$34,857,893.15	\$33,208,161.42	\$1,649,731.73

DETAIL

Asset Name	SEDOL	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Alternative: 17.278%									
CREDIT SUISSE COMM RET ST- CO Ticker CRSOX Asset ID 22544R305		22544R305 CRSOX	2.970%	124,878.4740	8.2900	31-Jul-2012	\$1,035,242.55	\$1,016,330.35	\$18,912.20
GATEWAY FUND Y Ticker GTEYX Asset ID 367829884		367829884 GTEYX	3.908%	49,915.5780	27.2900	31-Jul-2012	\$1,362,196.12	\$1,334,293.75	\$27,902.37
MFS EMERGING MKTS DEBT FD I Ticker MEDIX Asset ID 55273E640		55273E640 MEDIX	4.259%	94,490.3230	15.7100	31-Jul-2012	\$1,484,442.97	\$1,364,623.23	\$119,819.74
SPDR DJ WILSHIRE INTL REAL ESTATE Ticker RWX Asset ID 78463X863		78463X863 RWX	0.692%	6,353.0000	37.9700	31-Jul-2012	\$241,223.41	\$201,086.55	\$40,136.86
T ROWE PRICE REAL ESTATE FUND Ticker TRREX Asset ID 779919109		779919109 TRREX	2.047%	33,735.3390	21.1500	31-Jul-2012	\$713,502.42	\$586,090.61	\$127,411.81
WELLS FARGO INTL BOND FUND-INST Ticker ESICX Asset ID 94985D582		94985D582 ESICX	3.403%	103,767.0210	11.4300	31-Jul-2012	\$1,186,057.05	\$1,191,706.47	(\$5,649.42)
Subtotal			17.278%				\$6,022,664.52	\$5,694,130.96	\$328,533.56
Cash: (0.029)%									
CASH - INCOME			(1.000)%	(348,704.6100)	1.0000		(\$348,704.61)	(\$348,704.61)	\$0.00
CASH - PRINCIPAL			0.972%	338,704.6100	1.0000		\$338,704.61	\$338,704.61	\$0.00
Subtotal			(0.029)%				(\$10,000.00)	(\$10,000.00)	\$0.00
Cash & Equivalents: 2.356%									
BLACKROCK LIQ FD FED TRST-IN Ticker TFFXX Asset ID 09248U874		09248U874 TFFXX	2.356%	821,151.2200	100.0000%	31-Jul-2012	\$821,151.22	\$821,151.22	\$0.00
Subtotal			2.356%				\$821,151.22	\$821,151.22	\$0.00

Asset Name	SEDOL	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
Equity: 72.700%									
FIDELITY SPART INTL INDEX FA Ticker FSIVX Asset ID 315911875		315911875 FSIVX	14.766%	166,085.1610	30.9900	31-Jul-2012	\$5,146,979.14	\$5,030,904.05	\$116,075.09
GOLDMAN SACHS LOC EMG MK-I Ticker GIMDX Asset ID 38145N303		38145N303 GIMDX	2.803%	104,516.9220	9.3500	31-Jul-2012	\$977,233.22	\$943,265.22	\$33,968.00
ISHARES CORE S&P 500 ETF Ticker IVV Asset ID 464287200		464287200 IVV	18.365%	46,239.0000	138.4500	31-Jul-2012	\$6,401,789.55	\$5,813,658.31	\$588,131.24
ISHARES CORE S&P SMALL-CAP ETF Ticker IJR Asset ID 464287804		464287804 IJR	0.990%	4,745.0000	72.7000	31-Jul-2012	\$344,961.50	\$306,033.62	\$38,927.88
ISHARES MSCI CANADA INDEX FUND Ticker EWC Asset ID 464286509		464286509 EWC	0.913%	12,105.0000	26.2900	31-Jul-2012	\$318,240.45	\$316,560.10	\$1,680.35
ISHARES MSCI EAFE INDEX FUND Ticker EFA Asset ID 464287465	2801290	464287465 EFA	0.780%	5,439.0000	50.0000	31-Jul-2012	\$271,950.00	\$269,828.79	\$2,121.21
ISHARES MSCI EMERGING MKT IN Ticker EEM Asset ID 464287234		464287234 EEM	1.817%	16,191.0000	39.1200	31-Jul-2012	\$633,391.92	\$614,853.23	\$18,538.69
LAZARD EMERGING MARKETS EQUITY INST Ticker LZEMX Asset ID 52106N889	2236609	52106N889 LZEMX	2.043%	38,529.0480	18.4800	31-Jul-2012	\$712,016.81	\$695,984.57	\$16,032.24
MFS INTL VALUE I Ticker MINIX Asset ID 55273E822		55273E822 MINIX	4.485%	59,011.6100	26.4900	31-Jul-2012	\$1,563,217.55	\$1,550,235.00	\$12,982.55
POWERSHARES BUYBACK ACHIEVERS Ticker PKW Asset ID 73935X286		73935X286 PKW	2.704%	33,110.0000	28.4700	31-Jul-2012	\$942,641.70	\$962,696.44	(\$20,054.74)
SPDR S&P MIDCAP 400 ETF TRUST Ticker MDY Asset ID 78467Y107		78467Y107 MDY	1.267%	2,578.0000	171.2600	31-Jul-2012	\$441,508.28	\$367,888.78	\$73,619.50
TEMPLETON FRONTIER MARKET-AD Ticker FFRZX Asset ID 88019R641		88019R641 FFRZX	3.509%	85,593.2430	14.2900	31-Jul-2012	\$1,223,127.44	\$1,127,031.39	\$96,096.05
VANGUARD 500 INDEX FUND- SIGN Ticker VIFSX Asset ID 922908496		922908496 VIFSX	3.603%	11,943.9080	105.1400	31-Jul-2012	\$1,255,782.49	\$1,084,969.20	\$170,813.29
VANGUARD DIVIDEND APPREC ETF Ticker VIG Asset ID 921908844		921908844 VIG	2.760%	16,644.0000	57.8000	31-Jul-2012	\$962,023.20	\$891,595.08	\$70,428.12
VANGUARD FTSE ALL WORLD X-US SC Ticker VSS Asset ID 922042718		922042718 VSS	4.080%	17,474.0000	81.3800	31-Jul-2012	\$1,422,034.12	\$1,428,341.55	(\$6,307.43)
VANGUARD MSCI EAFE ETF Ticker VEA Asset ID 921943858		921943858 VEA	1.585%	17,459.0000	31.6500	31-Jul-2012	\$552,577.35	\$566,863.20	(\$14,285.85)

Asset Name	SEDOL	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker VEA Asset ID 921943858 VANGUARD MSCI EMERGING MARKETS ETF Ticker VWO Asset ID 922042858		922042858 VWO	2.670%	23,260.0000	40.0100	31-Jul-2012	\$930,632.60	\$901,190.76	\$29,441.84
VIRTUS EMERGING MKTS OPPOR-I Ticker HIEMX Asset ID 92828T889		92828T889 HIEMX	2.072%	76,443.3360	9.4500	31-Jul-2012	\$722,389.53	\$712,808.68	\$9,580.85
WISDOMTREE EMERGING MKTS S/C DIV FD Ticker DGS Asset ID 97717W281		97717W281 DGS	1.489%	11,927.0000	43.5300	31-Jul-2012	\$519,182.31	\$510,956.26	\$8,226.05
Subtotal			72.700%				\$25,341,679.16	\$24,095,664.23	\$1,246,014.93
Fixed Income: 3.504%									
PIMCO TOTAL RETURN FUND- INST Ticker PTTRX Asset ID 693390700		693390700 PTTRX	1.759%	53,441.9230	11.4700	31-Jul-2012	\$612,978.86	\$579,760.50	\$33,218.36
VANGUARD TOTL BD MKT IDX Ticker VBTSX Asset ID 921937868		921937868 VBTSX	1.745%	54,172.6290	11.2300	31-Jul-2012	\$608,358.62	\$592,054.51	\$16,304.11
Subtotal			3.504%				\$1,221,337.48	\$1,171,815.01	\$49,522.47
Other: 4.192%									
FIDELITY HIGH INCOME FUND Ticker SPHIX Asset ID 316146406	2835943	316146406 SPHIX	4.191%	160,379.8870	9.1100	31-Jul-2012	\$1,461,060.77	\$1,435,400.00	\$25,660.77
Subtotal			4.192%				\$1,461,060.77	\$1,435,400.00	\$25,660.77

FROM 08/01/2011
TO 07/31/2012

CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
THE RW & LP LINN FOUNDATION 8/13/01

PAGE 49

TRUST YEAR ENDING 07/31/2012

TAX PREPARER: TPK
TRUST ADMINISTRATOR: 37
INVESTMENT OFFICER.

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
913 0000 INTERNATIONAL BUSINESS MACHS COM - 459200101 - MINOR = 43							
SOLD		10/11/2011	169074.22				
ACQ	913 0000	08/26/1970	169074.22	8299 17	160775 05	LT15	Y
2605 0000 LAZARD EMERGING MARKETS EQUITY INST - 52106N889 - MINOR = 61							
SOLD		10/11/2011	46837.90				
ACQ	966 9460	06/22/2009	17385 69	13140 80	4244 89	LT15	Y
	1136.3200	05/23/2011	20431 03	23715 00	-3283.97	ST	Y
	501.7340	12/10/2008	9021.18	5865 27	3155 91	LT15	Y
1521 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63							
SOLD		10/11/2011	16793 79				
ACQ	268 0000	12/11/2008	2959.06	2811 99	147.07	LT15	Y
	911.0000	12/08/2008	10058 61	8356 14	1702 47	LT15	Y
	274.0000	12/09/2008	3025.31	2514 56	510.75	LT15	Y
	68.0000	12/10/2008	750 81	680 34	70 47	LT15	Y
360 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD		10/11/2011	3848 40				
ACQ	360 0000	12/06/2007	3848 40	3859 20	-10 80	LT15	Y
16715.5260 T ROWE INSTI AFR&MID EAST - 74144Q609 - MINOR = 61							
SOLD		10/11/2011	81404.61				
ACQ	8676 7900	06/22/2009	42255 97	40000 00	2255 97	LT15	Y
	1861 1300	10/07/2010	9063 70	10869 00	-1805 30	LT15	Y
	6177 6060	12/17/2009	30084 94	32000 00	-1915 06	LT15	Y
130 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD		10/11/2011	19536 87				
ACQ	70.0000	10/05/2010	10519 85	10298 00	221 85	LT15	Y
	60.0000	06/18/2009	9017 02	6304 66	2712 36	LT15	Y
425 0000 ENERGY SELECT SECTOR SPDR - 81369Y506 - MINOR = 63							
SOLD		10/11/2011	27019 15				
ACQ	425.0000	05/23/2011	27019 15	31273 87	-4254 72	ST	Y
160.0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD		10/11/2011	8168 83				
ACQ	160.0000	10/05/2010	8168 83	7865 52	303 31	LT15	Y
605.0000 VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66							
SOLD		10/11/2011	6600 55				
ACQ	605.0000	06/22/2009	6600 55	6116 55	484 00	LT15	Y
331 5290 VANGUARD 500 INDEX FUND-SIGN - 922908496 - MINOR = 59							
SOLD		10/11/2011	30172 45				
ACQ	331.5290	06/22/2009	30172 45	22656 69	7515 76	LT15	Y
1075 0000 WELLS FARGO INTL BOND FUND-INST - 94985D582 - MINOR = 64							
SOLD		10/11/2011	12674 25				
ACQ	317.2530	10/07/2010	3740.41	3880 00	-139.59	LT15	Y
	757 7470	05/23/2011	8933 84	8888 37	45.47	ST	Y
215 0000 WISDOMTREE JAPAN DIVIDEND FD - 97717W851 - MINOR = 63							
SOLD		10/11/2011	6989.28				
ACQ	215 0000	05/23/2011	6989 28	7499 25	-509.97	ST	Y
2649.0000 ABBOTT LABS COM - 002824100 - MINOR = 43							
SOLD		04/09/2012	162088 67				
ACQ	2355.0000	12/03/1992	144099 21	127523 25	16575 96	LT15	Y
	294.0000	10/17/1995	17989 46	15920.10	2069 36	LT15	Y
2237.0000 ANADARKO PETE CORP COM - 032511107 - MINOR = 43							
SOLD		04/09/2012	170379 97				
ACQ	2237 0000	02/13/2003	170379.97	173770.16	-3390 19	LT15	Y
1472 0000 AUTOMATIC DATA PROCESSING COM - 053015103 - MINOR = 43							
SOLD		04/09/2012	80413 55				
ACQ	294.0000	07/21/1995	16060 86	15239.49	821 37	LT15	Y
	1178 0000	04/29/1994	64352 69	61061 63	3291 06	LT15	Y
3062.0000 CVS CORP - 126650100 - MINOR = 43							
SOLD		04/09/2012	134541.26				
ACQ	3062.0000	10/23/2002	134541 26	116417 24	18124.02	LT15	Y
2061.0000 COLGATE PALMOLIVE CO COM - 194162103 - MINOR = 43							
SOLD		04/09/2012	200181 26				
ACQ	2061.0000	07/21/1995	200181 26	185727 02	14454 24	LT15	Y
49155.0000 CREDIT SUISSE COMM RET ST-CO - 22544R305 - MINOR = 64							
SOLD		04/09/2012	403562 55				
ACQ	194 7240	12/17/2009	1598 68	1727 20	-128 52	LT15	Y
	1315 7890	04/09/2010	10802.63	11000 00	-197 37	LT15	Y
	3269 8070	05/23/2011	26845 12	30540 00	-3694.88	ST	Y
	17721.5190	12/12/2011	145493 67	145316 46	177 21	ST	Y
	3041.9680	12/12/2011	24974.56	24944 14	30 42	ST	Y
	11344.0000	12/17/2009	93134.24	93020 80	113 44	LT15	Y
	12267 1930	06/25/2009	100713 65	100590 98	122 67	LT15	Y
3238.0000 EMERSON ELEC CO COM - 291011104 - MINOR = 43							
SOLD		04/09/2012	163355 37				
ACQ	3238.0000	05/21/2003	163355.37	163567 57	-212.20	LT15	Y
1863.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 43							
SOLD		04/09/2012	156770.18				
ACQ	726.0000	12/10/1985	61092.41	58188 90	2903.51	LT15	Y
	229.0000	12/10/1984	19270.19	18354 35	915 84	LT15	Y
	908.0000	05/04/1985	76407.58	72776 20	3631 38	LT15	Y
29732.0010 FIDELITY ADV GLOB COMM ST - 31618H606 - MINOR = 64							
SOLD		04/09/2012	432303.29				
ACQ	2256.3640	04/09/2010	32807.53	34748 00	-1940.47	LT15	Y
	828 6120	10/11/2011	12048 02	11700 00	348 02	ST	Y
	12697 0130	12/12/2011	184614 56	177631 21	6983 35	ST	Y
	3225 1340	12/12/2011	46893.45	45119 62	1773.83	ST	Y
	1105 8780	12/12/2011	16079.47	15471 23	608 24	ST	Y
	9619.0000	04/09/2010	139860.26	134569 81	5290 45	LT15	Y

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CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
THE RW & LP LINN FOUNDATION 8/13/01

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TRUST YEAR ENDING 07/31/2012

TAX PREPARER TPK
TRUST ADMINISTRATOR 37
INVESTMENT OFFICER

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
8243 0000 GENERAL ELEC CO COM - 369604103 - MINOR = 43							
SOLD		04/09/2012	158119.44				
ACQ	8243.0000	05/22/1990	158119.44	136751.37	21368.07	LT15	Y
294 0000 GOOGLE INC CL A - 38259P508 - MINOR = 43							
SOLD		04/09/2012	186648.35				
ACQ	294.0000	12/08/2008	186648.35	183231.09	3417.26	LT15	Y
170.0000 INTERNATIONAL BUSINESS MACHS COM - 459200101 - MINOR = 43							
SOLD		04/09/2012	34966.51				
ACQ	170.0000	08/26/1970	34966.51	32735.20	2231.31	LT15	Y
2355 0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63							
SOLD		04/09/2012	64784.60				
ACQ	150.0000	10/05/2010	4126.41	4320.20	-193.79	LT15	Y
	130.0000	10/11/2011	3576.22	3459.30	116.92	ST	Y
	485.0000	12/12/2011	13342.05	12836.74	505.31	ST	Y
	1590.0000	06/23/2009	43739.92	42083.33	1656.59	LT15	Y
24300 0000 ISHARES MSCI GERMANY - 464286806 - MINOR = 63							
SOLD		04/09/2012	534102.01				
ACQ	1250.0000	10/05/2010	27474.38	27835.00	-360.62	LT15	Y
	1235.0000	12/15/2009	27144.69	27527.70	-383.01	LT15	Y
	1265.0000	10/11/2011	27804.08	25482.80	2321.28	ST	Y
	6830.0000	12/12/2011	150120.03	131750.70	18369.33	ST	Y
	7150.0000	12/12/2011	157153.47	137923.50	19229.97	ST	Y
	6570.0000	12/12/2011	144405.36	126735.30	17670.06	ST	Y
13513 0000 ISHARES MSCI EAFE INDEX FUND - 464287465 - MINOR = 63							
SOLD		04/09/2012	713714.97				
ACQ	2000.0000	10/11/2011	105633.83	101515.39	4118.44	ST	Y
	8415.0000	12/12/2011	444454.34	417468.15	26986.19	ST	Y
	3098.0000	10/14/2011	163626.80	153691.78	9935.02	ST	Y
10921 0000 ISHARES COHEN & STEERS RLTY - 464287564 - MINOR = 63							
SOLD		04/09/2012	818077.04				
ACQ	10921.0000	06/23/2009	818077.04	729850.43	88226.61	LT15	Y
4335 0000 ISHARES S&P SMALLCAP 600 - 464287804 - MINOR = 63							
SOLD		04/09/2012	321996.59				
ACQ	120.0000	12/12/2011	8913.40	8061.60	851.80	ST	Y
	3375.0000	12/12/2011	250689.39	226732.50	23956.89	ST	Y
	840.0000	12/12/2011	62393.80	56431.20	5962.60	ST	Y
2650.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 43							
SOLD		04/09/2012	172167.17				
ACQ	724.0000	12/12/2011	47037.37	46173.10	864.27	ST	
	1178.0000	12/12/2011	76533.18	75126.95	1406.23	ST	
	748.0000	12/12/2011	48596.62	47703.70	892.92	ST	
1884 0000 MCDONALDS CORP COM - 580135101 - MINOR = 43							
SOLD		04/09/2012	186565.50				
ACQ	1884.0000	12/12/2011	186565.50	184377.66	2187.84	ST	
5723 0000 MICROSOFT CORP COM - 594918104 - MINOR = 43							
SOLD		04/09/2012	178669.20				
ACQ	5723.0000	12/12/2011	178669.20	145535.89	33133.31	ST	
10913 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63							
SOLD		04/09/2012	121814.69				
ACQ	2583.0000	12/12/2011	28832.34	27676.85	1155.49	ST	Y
	317.0000	12/12/2011	3538.46	3396.66	141.80	ST	Y
	1265.0000	12/12/2011	14120.37	13554.48	565.89	ST	Y
	1258.0000	12/12/2011	14042.23	13479.47	562.76	ST	Y
	4220.0000	12/12/2011	47105.11	45217.30	1887.81	ST	Y
	1270.0000	12/12/2011	14176.18	13608.05	568.13	ST	Y
56955 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD		04/09/2012	635617.80				
ACQ	50290.0000	12/12/2011	561236.40	546149.40	15087.00	ST	Y
	6665.0000	12/12/2011	74381.40	72381.90	1999.50	ST	Y
1030.0000 PEPSICO INC COM - 713448108 - MINOR = 43							
SOLD		04/09/2012	67381.09				
ACQ	1030.0000	12/12/2011	67381.09	66501.95	879.14	ST	
1850 0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 43							
SOLD		04/09/2012	123614.23				
ACQ	1850.0000	12/12/2011	123614.23	119190.87	4423.36	ST	
2590 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD		04/09/2012	93084.85				
ACQ	70.0000	05/19/2008	2515.81	3909.97	-1394.16	LT15	Y
	60.0000	10/11/2011	2156.41	2021.40	135.01	ST	Y
	1943.0000	12/12/2011	69831.60	62681.18	7150.42	ST	Y
	517.0000	12/12/2011	18581.03	16678.42	1902.61	ST	Y
4900 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD		04/09/2012	867104.15				
ACQ	3438.0000	12/12/2011	608388.59	543874.41	64514.18	ST	Y
	1462.0000	12/12/2011	258715.56	231281.09	27434.47	ST	Y
2944 0000 TARGET CORP COM - 87612E106 - MINOR = 43							
SOLD		04/09/2012	169423.40				
ACQ	2944.0000	12/12/2011	169423.40	157003.52	12419.88	ST	
2995.0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD		04/09/2012	172508.13				
ACQ	2995.0000	12/12/2011	172508.13	161969.60	10538.53	ST	Y
59705 0000 VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66							
SOLD		04/09/2012	657352.05				
ACQ	52303.0000	12/12/2011	575856.03	575333.00	523.03	ST	Y
	7402.0000	12/12/2011	81496.02	81422.00	74.02	ST	Y

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TAX PREPARER TPK
TRUST ADMINISTRATOR 37
INVESTMENT OFFICER

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2355 0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 43							
SOLD		04/09/2012	88334 07				
ACQ	2355.0000	12/12/2011	88334 07	89925.68	-1591.61	ST	
5590 0000 WISDOMTREE JAPAN DIVIDEND FD - 97717W851 - MINOR = 63							
SOLD		04/09/2012	195869 22				
ACQ	865 0000	05/23/2011	30308 92	30171 38	137 54	ST	Y
	4725 0000	12/12/2011	165560.30	150184 36	15375.94	ST	Y
TOTALS			8894631.46	8204773 26			

RUBY W. AND LAVON P. LINN FOUNDATION
FORM 990-PF
July 31, 2012
EIN: 31-6672883

Part XV, Line 3a – Grants and Contributions Paid During the Year

<u>Organization</u>	<u>Amount</u>
Association of Small Foundations 1720 N Street, NW Washington, DC 20036	\$1,500.00
Beverly School for the Deaf 6 Echo Avenue Beverly, MA 01915	\$25,000.00
Bostonian Society, Inc. 206 Washington Street Boston, MA 02109	\$100,000.00
Boys and Girls Club of Stoneham, Inc. 15 Dale Court Stoneham, MA 02180-1813	\$60,000.00
Calvary United Methodist Church 2315 South Grant Street Arlington, VA 22202-2599	\$29,000.00
James L. Maher Center 120 Hillside Avenue Newport, RI 02840-7413	\$10,000.00
Lazarus House Ministries P. O. Box 408 Lawrence, MA 01842	\$100,000.00
Massachusetts General Hospital 55 Fruit Street Boston, MA 02114	\$50,000.00

RUBY W. AND LAVON P. LINN FOUNDATION
FORM 990-PF
July 31, 2012
EIN: 31-6672883

Part XV, Line 3a – Grants and Contributions Paid During the Year

<u>Organization</u>	<u>Amount</u>
Massachusetts Historical Society 1154 Boylston Street Boston, MA 02215-3695	\$25,000.00
Museum of Science 1 Science Park Boston, MA 02114-1099	\$50,000.00
New England Historical Genealogical Society 101 Newbury Street Boston, MA 02116	\$20,000.00
The New England Quarterly 360 Huntington Ave., Meserve Hall, 2 Boston, MA 02115	\$2,500.00
Operation Troop Support 16 Trinity Street Danvers, MA 01923	\$10,000.00
Peabody Essex Museum, Inc. East India Square Salem, MA 01970-3783	\$75,000.00
Perkins School for the Blind 175 North Beacon Street Watertown, MA 02472	\$100,000.00
Scottish Rite Masonic Museum and Library, Inc. 33 Marrett Road Lexington, MA 02421	\$9,550.00
Service Dog Project, Inc. 37 Boxford Road Ipswich, MA 01938	\$2,500.00

RUBY W. AND LAVON P. LINN FOUNDATION
FORM 990-PF
July 31, 2012
EIN: 31-6672883

Part XV, Line 3a – Grants and Contributions Paid During the Year

<u>Organization</u>	<u>Amount</u>
St. Jude Children's Research Hospital 501 St. June Place Memphis, TN 38105	\$1,500.00
University of New Hampshire Foundation, Inc. Elliott Alumni Center, 9 Edgewood Road Durham, NH 03824	\$15,000.00
USS Constitution Museum, Inc. P. O. Box 291812 Boston, MA 02129	\$7,500.00
TOTAL	<u>\$694,050.00</u>

RUBY LINN FOUNDATION EIN:31-6672883
FORM 990PF 7/31/2012
SECURITIES RECEIVED FROM RUBY LINN TRUSTS

DATE	DESCRIPTION	NUMBER OF UNITS	VALUE	SCH B AMOUNTS
Received from the Ruby W. Linn Charitable Remainder Unitrust Dated 10/23/92, Jo Anne Borek, Trustee				
2/9/2012	ISHARES MSCI CANADA INDEX FUND	FREE RECEIPT 5335 UNITS	\$141,204 11	
2/9/2012	ISHARES MSCI CANADA INDEX FUND	FREE RECEIPT 485 UNITS	\$12,836 74	
2/9/2012	ISHARES S&P SMALLCAP 600	FREE RECEIPT 120 UNITS	\$8,061 60	
2/9/2012	ISHARES S&P SMALLCAP 600	FREE RECEIPT 3375 UNITS	\$226,732 50	
2/9/2012	ISHARES MSCI GERMANY	FREE RECEIPT 7150 UNITS	\$137,923 50	
2/9/2012	ISHARES MSCI GERMANY	FREE RECEIPT 6570 UNITS	\$126,735 30	
2/9/2012	VANGUARD MSCI EMERGING MARKETS ETF	FREE RECEIPT 10875 UNITS	\$422,167 50	
2/9/2012	VANGUARD MSCI EMERGING MARKETS ETF	FREE RECEIPT 2810 UNITS	\$109,084 20	
2/9/2012	VANGUARD MSCI EMERGING MARKETS ETF	FREE RECEIPT 2165 UNITS	\$84,045 30	
2/9/2012	T ROWE PRICE REAL ESTATE FUND	FREE RECEIPT 542 098 UNITS	\$9,535 50	
2/9/2012	T ROWE PRICE REAL ESTATE FUND	FREE RECEIPT 20756 756 UNITS	\$365,111 34	
2/9/2012	LAZARD EMERGING MARKETS EQUITY INST	FREE RECEIPT 15056 855 UNITS	\$269,066 00	
2/9/2012	VANGUARD 500 INDEX FUND-SIGN	FREE RECEIPT 10276 197 UNITS	\$970,997 85	
2/9/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 17721 519 UNITS	\$145,316 46	
2/9/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 45296 552 UNITS	\$371,431 73	
2/9/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 3041 968 UNITS	\$24,944 14	
2/9/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 17735 878 UNITS	\$145,434 20	
2/9/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 1664 848 UNITS	\$24,123 65	
2/9/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 2701 266 UNITS	\$39,141 34	
2/9/2012	FIDELITY SPART INTL INDEX FA	FREE RECEIPT 46189 376 UNITS	\$1,410,623 54	
2/9/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 28976 959 UNITS	\$419,876 14	
2/9/2012	PIMCO TOTAL RETURN FUND-INST	FREE RECEIPT 24197 086 UNITS	\$262,780 35	
2/9/2012	SPDR DJ WILSHIRE INTL REAL ESTATE	FREE RECEIPT 2990 UNITS	\$96,457 40	
2/9/2012	SPDR DJ WILSHIRE INTL REAL ESTATE	FREE RECEIPT 50 UNITS	\$1,613 00	
2/9/2012	FIDELITY SPART INTL INDEX FA	FREE RECEIPT 38499 869 UNITS	\$1,175,786 00	
2/9/2012	VANGUARD TOTL BD MKT IDX	FREE RECEIPT 23666 061 UNITS	\$260,326 67	
2/9/2012	WISDOMTREE EMERGING MKTS S/C DIV FD	FREE RECEIPT 3470 UNITS	\$142,773 15	
2/9/2012	WISDOMTREE EMERGING MKTS S/C DIV FD	FREE RECEIPT 1445 UNITS	\$59,454 53	
2/9/2012	SPDR DJ WILSHIRE INTL REAL ESTATE	FREE RECEIPT 370 UNITS	\$11,936 20	
2/9/2012	VANGUARD FTSE ALL WORLD X-US SC	FREE RECEIPT 2525 UNITS	\$201,154 13	
2/9/2012	VANGUARD FTSE ALL WORLD X-US SC	FREE RECEIPT 1780 UNITS	\$141,803 70	
2/9/2012	VANGUARD FTSE ALL WORLD X-US SC	FREE RECEIPT 4145 UNITS	\$330,211 43	
2/9/2012	FIDELITY ADV GLOB COMM ST	FREE RECEIPT 12697 013 UNITS	\$177,631 21	
2/9/2012	FIDELITY ADV GLOB COMM ST	FREE RECEIPT 3225 134 UNITS	\$45,119 62	
2/9/2012	FIDELITY ADV GLOB COMM ST	FREE RECEIPT 1105 878 UNITS	\$15,471 23	
2/9/2012	VANGUARD FTSE ALL WORLD X-US SC	FREE RECEIPT 140 UNITS	\$11,153 10	
2/9/2012	SPDR S&P MIDCAP 400 ETF TRUST	FREE RECEIPT 3415 UNITS	\$540,235 93	
2/9/2012	VANGUARD DIVIDEND APPREC ETF	FREE RECEIPT 9460 UNITS	\$511,596 80	
2/9/2012	GOLDMAN SACHS LOC EMG MK-I	FREE RECEIPT 43488 199 UNITS	\$380,521 74	
2/9/2012	GOLDMAN SACHS LOC EMG MK-I	FREE RECEIPT 9743 826 UNITS	\$85,258 48	
2/9/2012	WELLS FARGO INTL BOND FUND-INST	FREE RECEIPT 39587 587 UNITS	\$456,840 75	
2/9/2012	WELLS FARGO INTL BOND FUND-INST	FREE RECEIPT 14688 106 UNITS	\$169,500 74	
2/9/2012	WISDOMTREE JAPAN DIVIDEND FD	FREE RECEIPT 4725 UNITS	\$150,184 36	
2/9/2012	VIRTUS EMERGING MKTS OPPOR-I	FREE RECEIPT 30528 323 UNITS	\$268,038 68	

RUBY LINN FOUNDATION EIN:31-6672883
FORM 990PF 7/31/2012
SECURITIES RECEIVED FROM RUBY LINN TRUSTS

DATE	DESCRIPTION	NUMBER OF UNITS	VALUE	SCH B AMOUNTS
2/9/2012	ISHARES S&P 500 INDEX FUND	FREE RECEIPT 27200 UNITS	\$3,386,400 00	
2/9/2012	ISHARES S&P 500 INDEX FUND	FREE RECEIPT 1375 UNITS	\$171,187 50	
2/9/2012	ISHARES MSCI GERMANY	FREE RECEIPT 6830 UNITS	\$131,750 70	
2/9/2012	ISHARES MSCI EAFE INDEX FUND	FREE RECEIPT 8415 UNITS	\$417,468 15	
2/9/2012	TEMPLETON FRONTIER MARKET-AD	FREE RECEIPT 40782 061 UNITS	\$526,088 59	
		TOTAL SECURITIES RECEIVED FROM CRUT		\$15,593,136.78
		CASH RECEIVED FROM CRUT		830,928.89
		TOTAL RECEIVED FROM CRUT		\$16,424,065.67
Received from the Ruby W. Linn Trust Dated 9/9/96, Jo Anne Borek, Trustee				
2/17/2012	ABBOTT LABS COM	FREE RECEIPT 2355 UNITS	\$127,523 25	
2/17/2012	ABBOTT LABS COM	FREE RECEIPT 294 UNITS	\$15,920 10	
2/17/2012	ANADARKO PETE CORP COM	FREE RECEIPT 2237 UNITS	\$173,770 16	
2/17/2012	AUTOMATIC DATA PROCESSING COM	FREE RECEIPT 294 UNITS	\$15,239 49	
2/17/2012	COLGATE PALMOLIVE CO COM	FREE RECEIPT 2061 UNITS	\$185,727 02	
2/17/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 36684 UNITS	\$300,808 80	
2/17/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 11344 UNITS	\$93,020 80	
2/17/2012	AUTOMATIC DATA PROCESSING COM	FREE RECEIPT 1178 UNITS	\$61,061 63	
2/17/2012	CVS CORP	FREE RECEIPT 3062 UNITS	\$116,417 24	
2/17/2012	EMERSON ELEC CO COM	FREE RECEIPT 3238 UNITS	\$163,567 57	
2/17/2012	EXXON MOBIL CORP COM	FREE RECEIPT 726 UNITS	\$58,188 90	
2/17/2012	CREDIT SUISSE COMM RET ST-CO	FREE RECEIPT 27213 UNITS	\$223,146 60	
2/17/2012	EXXON MOBIL CORP COM	FREE RECEIPT 908 UNITS	\$72,776 20	
2/17/2012	FIDELITY ADV GLOB COMM ST	FREE RECEIPT 9619 UNITS	\$134,569 81	
2/17/2012	FIDELITY SPART INTL INDEX FA	FREE RECEIPT 38525 UNITS	\$1,176,553 50	
2/17/2012	EXXON MOBIL CORP COM	FREE RECEIPT 229 UNITS	\$18,354 35	
2/17/2012	GENERAL ELEC CO COM	FREE RECEIPT 8243 UNITS	\$136,751 37	
2/17/2012	GOLDMAN SACHS LOC EMG MK-I	FREE RECEIPT 12040 UNITS	\$105,350 00	
2/17/2012	GOOGLE INC CL A	FREE RECEIPT 294 UNITS	\$183,231 09	
2/17/2012	FIDELITY SPART INTL INDEX FA	FREE RECEIPT 33798 UNITS	\$1,032,190 92	
2/17/2012	GATEWAY FUND Y	FREE RECEIPT 10567 UNITS	\$277,383 75	
2/17/2012	GATEWAY FUND Y	FREE RECEIPT 1179 UNITS	\$30,948 75	
2/17/2012	GATEWAY FUND Y	FREE RECEIPT 2861 UNITS	\$75,101 25	
2/17/2012	INTERNATIONAL BUSINESS MACHS COM	FREE RECEIPT 170 UNITS	\$32,735 20	
2/17/2012	ISHARES COHEN & STEERS RLTY	FREE RECEIPT 10921 UNITS	\$729,850 43	
2/17/2012	ISHARES MSCI CANADA INDEX FUND	FREE RECEIPT 7580 UNITS	\$200,623 65	
2/17/2012	ISHARES MSCI EAFE INDEX FUND	FREE RECEIPT 8537 UNITS	\$423,520 57	
2/17/2012	ISHARES MSCI EMERGING MKT IN	FREE RECEIPT 16191 UNITS	\$614,853 23	
2/17/2012	ISHARES S&P 500 INDEX FUND	FREE RECEIPT 1178 UNITS	\$146,661 00	
2/17/2012	ISHARES S&P 500 INDEX FUND	FREE RECEIPT 386 UNITS	\$48,057 00	
2/17/2012	ISHARES S&P 500 INDEX FUND	FREE RECEIPT 4792 UNITS	\$596,604 00	
2/17/2012	ISHARES S&P SMALLCAP 600	FREE RECEIPT 4975 UNITS	\$334,220 50	
2/17/2012	JOHNSON & JOHNSON COM	FREE RECEIPT 1178 UNITS	\$75,126 95	
2/17/2012	JOHNSON & JOHNSON COM	FREE RECEIPT 748 UNITS	\$47,703 70	
2/17/2012	LAZARD EMERGING MARKETS EQUITY INST	FREE RECEIPT 4632 UNITS	\$82,773 84	

RUBY LINN FOUNDATION EIN:31-6672883
FORM 990PF 7/31/2012
SECURITIES RECEIVED FROM RUBY LINN TRUSTS

DATE	DESCRIPTION	NUMBER OF UNITS	VALUE	SCH B AMOUNTS
2/17/2012	JOHNSON & JOHNSON COM	FREE RECEIPT 724 UNITS	\$46,173 10	
2/17/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 20349 UNITS	\$294,857 01	
2/17/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 4475 UNITS	\$64,842 75	
2/17/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 5683 UNITS	\$82,346 67	
2/17/2012	MCDONALDS CORP COM	FREE RECEIPT 1884 UNITS	\$184,377 66	
2/17/2012	MICROSOFT CORP COM	FREE RECEIPT 5723 UNITS	\$145,535 89	
2/17/2012	MORGAN STANLEY FRONTIER EMER	FREE RECEIPT 2583 UNITS	\$27,676 85	
2/17/2012	MORGAN STANLEY FRONTIER EMER	FREE RECEIPT 317 UNITS	\$3,396 66	
2/17/2012	MFS EMERGING MKTS DEBT FD I	FREE RECEIPT 2696 UNITS	\$39,065 04	
2/17/2012	MORGAN STANLEY FRONTIER EMER	FREE RECEIPT 1258 UNITS	\$13,479 47	
2/17/2012	MORGAN STANLEY FRONTIER EMER	FREE RECEIPT 4220 UNITS	\$45,217 30	
2/17/2012	MORGAN STANLEY FRONTIER EMER	FREE RECEIPT 1270 UNITS	\$13,608 05	
2/17/2012	MORGAN STANLEY FRONTIER EMER	FREE RECEIPT 1265 UNITS	\$13,554 48	
2/17/2012	SPDR DJ WILSHIRE INTL REAL ESTATE	FREE RECEIPT 1413 UNITS	\$45,583 38	
2/17/2012	SPDR DJ WILSHIRE INTL REAL ESTATE	FREE RECEIPT 1943 UNITS	\$62,681 18	
2/17/2012	SPDR DJ WILSHIRE INTL REAL ESTATE	FREE RECEIPT 1522 UNITS	\$49,099 72	
2/17/2012	PEPSICO INC COM	FREE RECEIPT 1030 UNITS	\$66,501 95	
2/17/2012	PIMCO TOTAL RETURN FUND-INST	FREE RECEIPT 31490 UNITS	\$341,981 40	
2/17/2012	PIMCO TOTAL RETURN FUND-INST	FREE RECEIPT 50290 UNITS	\$546,149 40	
2/17/2012	PROCTER & GAMBLE CO COM	FREE RECEIPT 1850 UNITS	\$119,190 87	
2/17/2012	WISDOMTREE EMERGING MKTS S/C DIV FD	FREE RECEIPT 3262 UNITS	\$134,214 99	
2/17/2012	SPDR S&P MIDCAP 400 ETF TRUST	FREE RECEIPT 3438 UNITS	\$543,874 41	
2/17/2012	TARGET CORP COM	FREE RECEIPT 2944 UNITS	\$157,003 52	
2/17/2012	TEMPLETON FRONTIER MARKET-AD	FREE RECEIPT 26682 UNITS	\$344,197 80	
2/17/2012	VANGUARD DIVIDEND APPREC ETF	FREE RECEIPT 3739 UNITS	\$202,205 12	
2/17/2012	VANGUARD DIVIDEND APPREC ETF	FREE RECEIPT 4710 UNITS	\$254,716 80	
2/17/2012	VANGUARD FTSE ALL WORLD X-US SC	FREE RECEIPT 2284 UNITS	\$181,954 86	
2/17/2012	VANGUARD MSCI EAFE ETF	FREE RECEIPT 3797 UNITS	\$119,206 82	
2/17/2012	VANGUARD MSCI EAFE ETF	FREE RECEIPT 8207 UNITS	\$257,658 77	
2/17/2012	VANGUARD MSCI EMERGING MARKETS ETF	FREE RECEIPT 2105 UNITS	\$81,716 10	
2/17/2012	VANGUARD TOTL BD MKT IDX	FREE RECEIPT 52303 UNITS	\$575,333 00	
2/17/2012	VERIZON COMMUNICATIONS COM	FREE RECEIPT 2355 UNITS	\$89,925 68	
2/17/2012	WELLS FARGO INTL BOND FUND-INST	FREE RECEIPT 35631 UNITS	\$411,181 74	
2/17/2012	VANGUARD TOTL BD MKT IDX	FREE RECEIPT 33589 UNITS	\$369,479 00	
		TOTAL RECEIVED FROM 1996 TRUST	\$14,038,320.06	
		TOTAL SECURITIES RECEIVED FROM LINN TRUSTS	\$29,631,456.84	
		TOTAL CASH RECEIVED FROM LINN TRUSTS	\$30,928.89	
		TOTAL CONTRIBUTIONS RECEIVED FROM LINN TRUSTS	\$30,462,385.73	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BLACKROCK FEDERAL TRUST FUND	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	331,445.	4,608.	326,837.
TOTAL TO FM 990-PF, PART I, LN 4	331,445.	4,608.	326,837.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL REFUND FOR YEAR ENDING 12/31/11	2,012.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,012.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - TAX PREPARATION FEE	4,000.	2,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		2,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CHOATE HALL & STEWART LLP - INVESTMENT MANAGEMENT, RECORDKEEPING, CUSTODY AND GRANT ADMINISTRATION	0. 98,896.	0. 74,172.		0. 24,724.	
TO FORM 990-PF, PG 1, LN 16C	98,896.	74,172.		24,724.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD ON DIVIDENDS	2,479.	2,479.		0.	
TO FORM 990-PF, PG 1, LN 18	2,479.	2,479.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE FOR MASS FORM PC MEMBERSHIP FEE - ASSOCIATION OF SMALL FOUNDATIONS	70. 695.	0. 0.		70. 695.	
TO FORM 990-PF, PG 1, LN 23	765.	0.		765.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
7/31/12 INTEREST AND DIVIDENDS RECEIVED 8/1/12 AND 8/2/12	19,909.
RETURN OF CAPITAL ADJUSTMENT	766.
ROUNDING	4.
TOTAL TO FORM 990-PF, PART III, LINE 5	20,679.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	24,095,664.	25,341,679.
ALTERNATIVE INVESTMENTS	5,694,131.	6,022,665.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,789,795.	31,364,344.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,171,815.	1,221,337.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,171,815.	1,221,337.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER	COST	1,435,400.	1,461,061.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,435,400.	1,461,061.