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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE LINNELL FOUNDATION

A Employer identification number
04-2625173

Number and street (or P O box number if mail is not delivered to street address)
39 WENTWORTH ROAD BOX 192

Room/suite

B Telephone number (see instructions)
(603) 436-0406

City or town, state, and ZIP code
NEW CASTLE, NH 038540192

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,344,749

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	36,052	36,052		
	4	Dividends and interest from securities	225,045	225,045		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	147,971			
	b	Gross sales price for all assets on line 6a 2,361,687				
	7	Capital gain net income (from Part IV, line 2)		149,549		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	409,068	410,646		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,250	3,187		18,063
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,350			5,675
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,316	5,316		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,256	188		1,068
	22	Printing and publications				
	23	Other expenses (attach schedule)	17,688	17,652		36
	24	**Total operating and administrative expenses.** Add lines 13 through 23	56,860	26,343		24,842
	25	Contributions, gifts, grants paid	305,000			305,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	361,860	26,343		329,842
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	47,208			
	b	**Net investment income** (if negative, enter -0-)		384,303		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	13,499	61,147	61,147
2 Savings and temporary cash investments	113,928	80,366	80,366
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
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 (attach schedule)	2,677,892	2,545,919	2,646,341
b Investments—corporate stock (attach schedule)	3,278,042	3,443,137	3,556,895
c Investments—corporate bonds (attach schedule)			
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,083,361	6,130,569	6,344,749
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	5,982,203	6,083,361	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	101,158	47,208	
30 **Total net assets or fund balances** (see page 17 of the instructions)	6,083,361	6,130,569	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,083,361	6,130,569	

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	6,083,361
2	Enter amount from Part I, line 27a	2	47,208
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,130,569
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,130,569

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 Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	See Additional Data Table			
b				
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	149,549
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	22,620

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	322,950	5,935,218	0 054412
2010	355,294	6,138,028	0 057884
2009	379,874	5,954,840	0 063792
2008	449,839	7,875,305	0 057120
2007	403,151	9,046,688	0 044563

2	**Total** of line 1, column (d).	2	0 277771
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 055554
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,100,002
5	Multiply line 4 by line 3.	5	338,880
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,843
7	Add lines 5 and 6.	7	342,723
8	Enter qualifying distributions from Part XII, line 4.	8	329,842

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	7,686
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	
3	Add lines 1 and 2			3	7,686
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,686
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,448		
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	4,448
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,238
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 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶KING MCNAMARA & MORIARTY Telephone no ▶(781) 769-6300

Located at ▶473 WASHINGTON ST NORWOOD MA ZIP+4 ▶02062

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ 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**		**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?	**7b**		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Total number of others receiving over $50,000 for professional services. . . . . ▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,999,248
b	Average of monthly cash balances	1b	193,647
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,192,895
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,192,895
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,893
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,100,002
6	**Minimum investment return.** Enter 5% of line 5	6	305,000

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	305,000
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,686		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,686
3	Distributable amount before adjustments Subtract line 2c from line 1			3	297,314
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	297,314
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	297,314

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	329,842
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	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	329,842
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	329,842

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				297,314
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			205,133	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 325,738				
a Applied to 2011, but not more than line 2a			205,133	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				120,605
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				176,709
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CRIMINAL JUSTICE POLICY FOUNDATION 39 WENTWORTH ROAD BOX 192 NEW CASTLE, NH 03854			EDUCATIONAL	305,000
Total . . . . ▶ 3a				305,000
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	36,052	
4 Dividends and interest from securities. . . .			14	225,045	
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	145,219	2,752
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				406,316	2,752

13 Total. Add line 12, columns (b), (d), and (e). **13** 409,068

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

******	2013-04-03	******
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 if self-employed ☐	PTIN
JOSEPH B MORIARTY CPA	JOSEPH B MORIARTY CPA	2013-04-03		

Firm's name ▶	KING MCNAMARA & MORIARTY LLP	Firm's EIN ▶
Firm's address ▶	473 WASHINGTON STREET NORWOOD, MA 020622330	Phone no (781) 769-6300

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3000 US TSY NOTE 2 5% DUE 01/15/29	P	2011-01-28	2012-01-26
5000 US TSY NOTE 875% DUE 2/29/12	P	2010-04-06	2012-02-29
9000 FNMA PL745343 5 5 DUE 3/1/36	P	2011-10-07	2012-04-16
20000 FHLMC PLG04688 5 5 9/1/38	P	2011-11-10	2012-05-08
35000 FNMA PLAK5697 3 5 3/1/42	P	2012-03-08	2012-08-09
52000 FNMA NTS 75% DUE 121813	P	2011-01-11	2012-08-03
2000 FNMA PL745275 5 0% 02/01/36	P	2012-10-05	2012-11-26
3000 US TSY NOTE 2 5% DUE 01/15/29	P	2011-01-28	2012-01-27
13000 US TSY NOTE 875% DUE 2/29/12	P	2010-06-02	2012-02-29
23000 FNMA PL745418 5 5 DUE 4/1/36	P	2011-09-09	2012-04-05
17000 FHLMC PLG06031 5 5 3/1/40	P	2011-02-07	2012-05-08
60000 FNMA PL888283 5 0 8/1/34	P	2012-03-07	2012-08-09
12000 FNMA NTS 75% DUE 121813	P	2011-01-28	2012-08-03
4000 FNMA PL745418 5 5% 04/01/36	P	2012-10-19	2012-11-28
10000 US TSY NOTE 2 5% DUE 01/15/29	P	2011-07-15	2012-01-27
36000 US TSY NOTE 875% DUE 2/29/12	P	2010-07-15	2012-02-29
18000 FNMA PL972295 5 5 DUE 2/1/38	P	2011-06-10	2012-04-16
2480 ALLIANZ FIXED INCOME SER C	P	2009-06-24	2012-06-07
28000 US TSY INFL PROT NOTE 125%	P	2012-07-24	2012-08-07
13000 FNMA PLAB1389 4 5 8/1/40	P	2011-02-02	2012-08-09
118000 FNMA PL888283 5 0% 8/1/34	P	2012-03-07	2012-11-26
5000 US TSY NOTE 2 5% DUE 01/15/29	P	2010-09-09	2012-01-26
20000 US TSY NOTE 875% DUE 2/29/12	P	2011-01-28	2012-02-29
6000 FNMA PL995676 4 5 DUE 5/1/39	P	2011-07-11	2012-04-16
2035 ALLIANZ FIXED INCOME SER M	P	2009-05-12	2012-06-07
36000 US TSY NOTE 1 375% DUE 22819	P	2012-03-01	2012-08-07
93000 FNMA PL190391 6 0% 9/1/38	P	2009-06-24	2012-08-09
108000 FNMA PLAE0115 5 5% 12/1/35	P	2011-04-19	2012-11-28
4000 US TSY NOTE 2 5% DUE 01/15/29	P	2010-10-12	2012-01-26
US TSY NOTE 1 5% DUE 07/31/16	P	2011-08-08	2012-03-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2065 ALLIANZ FIXED INCOME SER C	P	2009-05-12	2012-04-09
1340 ALLIANZ FIXED INCOME SER M	P	2009-06-24	2012-06-07
51000 US TSY NOTE 2 0% DUE 111521	P	2012-01-26	2012-08-07
56000 FNMA PL745275 5 0% 020136	P	2009-06-24	2012-08-09
85000 FNMA PL903812 5 5% 12/1/36	P	2011-05-10	2012-11-28
19000 US TSY NOTE 2 5% DUE 01/15/29	P	2010-11-23	2012-01-26
US TSY NOTE 2 5% DUE 01/15/29	P	2011-08-03	2012-02-29
725 SHS ALLIANZ FIXED INCOME SER C	P	2009-06-24	2012-04-09
14000 FNMA NTS 75 DUE 12/18/13	P	2011-01-11	2012-06-08
7000 US TSY NOTE 2 0% DUE 111521	P	2012-01-27	2012-08-07
39000 FNMA PL745275 5 0% 020136	P	2009-12-09	2012-08-09
7000 US TSY NOTE 2 0% 11/15/21	P	2012-01-27	2012-12-07
10000 US TSY NOTE 2 5% DUE 01/15/29	P	2011-07-15	2012-01-31
US TSY NOTE 2 5% DUE 01/15/29	P	2011-08-03	2012-03-01
3010 SHS ALLIANZ FIXED INCOME SER M	P	2009-05-12	2012-04-09
21000 FNMA PLAB1389 4 5 DUE 8/1/40	P	2011-02-02	2012-06-08
19000 US TSY NOTE 2 0% DUE 021522	P	2012-02-28	2012-08-07
35000 FNMA PL745275 5 0% 020136	P	2010-01-21	2012-08-09
59000 US TSY NOTE 2 0% 11/15/21	P	2012-02-16	2012-12-07
7000 US TSY NOTE 2 5% DUE 01/15/29	P	2011-08-03	2012-01-31
US TSY NOTE 1 375% DUE 03/15/13	P	2010-03-26	2012-03-01
67000 FNMA PLAB1389 4 5 DUE 8/1/40	P	2011-02-02	2012-04-16
13000 US TSY INFL PROT NOTE 3 0% 715	P	2010-01-21	2012-07-15
37000 US TSY NOTE 2 125% DUE 081521	P	2011-09-13	2012-08-07
109000 FNMA PL903812 5 5 120136	P	2011-05-10	2012-08-09
27000 US TSY NOTE 2 0% 11/15/21	P	2012-03-06	2012-12-07
15000 US TSY NOTE 2 5% DUE 01/15/29	P	2011-08-03	2012-02-28
US TSY NOTE 1 375% DUE 03/15/13	P	2010-07-15	2012-03-01
59000 FNMA PLAE0984 4 5 DUE 2/1/41	P	2011-03-02	2012-04-05
27000 US TSY INFL PROT NOTE 3 0% 715	P	2010-05-27	2012-07-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6000 US TSY NOTE 2 5% DUE 1/15/29	P	2012-07-13	2012-08-07
7000 US TSY NOTE 2 0% DUE 2/15/22	P	2012-02-28	2012-09-14
25000 US TSY INFL PROT BOND 3 625%	P	2010-09-09	2012-02-14
FHLMC PL A97618 4 5 DUE 03/01/41	P	2011-11-10	2012-04-05
122000 FNMA PL190391 6 0 DUE 9/1/38	P	2009-06-24	2012-04-05
10000 US TSY INFL PROT NOTE 3 0% 715	P	2010-07-15	2012-07-15
16560 ALLIANZ FIXED INCOME SER C	P	2009-06-24	2012-08-03
24000 US TSY NOTE 2 0% DUE 2/15/22	P	2012-02-29	2012-09-14
1000 US TSY INFL PROT BOND 3 625%	P	2010-09-09	2012-02-16
1000 FNMA PL AE06095 5 DUE 04/01/37	P	2012-03-07	2012-04-05
48000 FNMA PL745275 5 0 DUE 2/1/36	P	2009-06-24	2012-04-16
11000 US TSY INFL PROT NOTE 3 0% 715	P	2011-01-28	2012-07-15
20220 ALLIANZ FIXED INCOME SER M	P	2009-06-24	2012-08-03
51000 US TSY NOTE 2 125% DUE 8/15/21	P	2011-09-13	2012-09-17
5000 US TSY INFL PROT BOND 3 625%	P	2011-01-28	2012-02-16
14000FNMA PL AI969 4 5 DUE 05/01/41	P	2011-05-10	2012-04-16
32000 FNMA PL995018 5 5 DUE 6/1/38	P	2010-01-21	2012-04-16
14000 FHLMC NTS 625% 122914	P	2012-02-16	2012-08-03
5 ALLIANZ FIXED INCOME SER M	P	2009-06-24	2012-08-07
8000 US TSY NOTE 2 0% DUE 2/15/22	P	2012-03-01	2012-09-14
1000 US TSY NOTE 875% DUE 2/29/12	P	2011-06-14	2012-02-29
15000 FNMA PL190360 5 0 DUE 8/1/35	P	2012-01-18	2012-04-16
13000 US TSY INFL PROT NOTE 3 0 7/15	P	2009-06-24	2012-04-03
12000 FHLMC NTS 625% 122914	P	2012-03-14	2012-08-03
66000 FHLMC PLA97047 4 5 2/1/41	P	2011-02-11	2012-08-09
1635 ALLIANZ FIXED INCOME SER C	P	2009-06-24	2012-10-24
32000 US TSY NOTE 875% DUE 2/29/12	P	2010-03-03	2012-02-29
64000 FNMA PL687984 5 5 DUE 3/1/33	P	2011-07-11	2012-04-16
5000 US TSY INFL PROT NOTE 3 0 7/15/	P	2009-09-10	2012-04-03
18000 FHLMC PLG04913 5 0 3/1/38	P	2011-11-10	2012-08-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
143000 FHLMC PLG03432 5 5 11/1/37	P	2009-06-24	2012-08-09
2060 ALLIANZ FIXED INCOME SER C	P	2009-06-24	2012-10-24
36000 US TSY NOTE 875% DUE 2/29/12	P	2010-03-25	2012-02-29
42000 FNMA PL727098 5 5 DUE 8/1/33	P	2012-02-08	2012-04-16
1000 US TSY INFL PROT NOTE 3 0 7/15	P	2010-01-21	2012-04-03
26000 FNMA PLAB4297 3 5 1/1/42	P	2012-01-10	2012-08-09
12000 FHLMC PLG06031 5 5 3/1/40	P	2011-02-07	2012-08-09
161000 FNMA PL735676 5 0% DUE 7/1/35	P	2012-07-10	2012-11-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,277		3,511	766
5,000		4,979	21
2,613		2,589	24
5,960		5,898	62
33,248		32,608	640
52,344		51,400	944
516		521	-5
4,276		3,511	765
13,000		13,032	-32
7,020		7,018	2
9,112		8,846	266
19,391		19,236	155
12,079		11,880	199
893		908	-15
14,252		12,606	1,646
36,000		36,198	-198
3,572		3,540	32
32,984		30,033	2,951
30,237		30,343	-106
7,701		7,335	366
33,290		33,136	154
7,128		6,128	1,000
20,000		20,123	-123
4,297		4,133	164
22,100		18,295	3,805
36,792		35,831	961
23,799		22,544	1,255
54,725		53,696	1,029
5,703		5,123	580
60,839		60,221	618

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
27,155		24,780	2,375
14,552		11,939	2,613
53,020		51,199	1,821
16,684		15,581	1,103
13,816		13,778	38
27,088		23,827	3,261
19,949		18,535	1,414
9,534		8,780	754
14,090		13,839	251
7,277		7,047	230
11,620		11,176	444
7,334		7,047	287
14,429		12,605	1,824
15,571		14,562	1,009
32,358		27,060	5,298
13,558		13,004	554
19,684		19,180	504
10,428		9,980	448
61,812		59,249	2,563
10,100		9,290	810
23,278		22,831	447
46,240		44,329	1,911
16,627		18,052	-1,425
38,966		37,463	1,503
21,352		21,057	295
28,287		27,235	1,052
21,536		19,861	1,675
3,036		3,041	-5
53,047		50,595	2,452
34,533		36,656	-2,123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,150		9,178	-28
7,141		7,066	75
53,154		46,298	6,856
9,491		9,414	77
37,566		35,576	1,990
12,790		13,588	-798
225,878		200,542	25,336
24,484		24,008	476
2,109		1,852	257
715		713	2
16,679		15,586	1,093
14,069		14,992	-923
224,442		180,160	44,282
53,078		51,638	1,440
10,546		8,855	1,691
14,084		13,462	622
10,674		10,323	351
14,094		14,031	63
55		45	10
8,161		7,971	190
1,000		1,005	-5
5,139		5,103	36
16,772		17,326	-554
12,081		11,984	97
52,389		49,113	3,276
22,449		19,800	2,649
32,000		32,043	-43
6,108		6,067	41
6,451		6,691	-240
6,046		5,991	55

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33,803		31,892	1,911
23,051		18,354	4,697
36,000		35,878	122
9,866		9,806	60
1,290		1,369	-79
26,216		25,607	609
5,528		5,361	167
38,554		38,859	-305

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			766
			21
			24
			62
			640
			944
			-5
			765
			-32
			2
			266
			155
			199
			-15
			1,646
			-198
			32
			2,951
			-106
			366
			154
			1,000
			-123
			164
			3,805
			961
			1,255
			1,029
			580
			618

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			2,375
			2,613
			1,821
			1,103
			38
			3,261
			1,414
			754
			251
			230
			444
			287
			1,824
			1,009
			5,298
			554
			504
			448
			2,563
			810
			447
			1,911
			-1,425
			1,503
			295
			1,052
			1,675
			-5
			2,452
			-2,123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-28
			75
			6,856
			77
			1,990
			-798
			25,336
			476
			257
			2
			1,093
			-923
			44,282
			1,440
			1,691
			622
			351
			63
			10
			190
			-5
			36
			-554
			97
			3,276
			2,649
			-43
			41
			-240
			55

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			1,911
			4,697
			122
			60
			-79
			609
			167
			-305

Form 990PF Part VIII Line 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
RUSSELL N COX 39 WENTWORTH ROAD BOX 192 NEW CASTLE, NH 03854	TRUSTEE 2 00	5,000	0	0
ROBERT J RICHARDS PO BOX 687 WESTON, MA 02493	TRUSTEE 2 00	5,000	0	0
RENEE LINNELL 459 COLUMBUS AVE 164 NEW YORK, NY 10024	TRUSTEE 2 00	5,000	0	0
ELIZABETH ANN CONNER 15 FRONTIER STREET RYE, NH 03870	TRUSTEE 2 00	5,000	0	0
CHARLES R HANSEN JR 1345 DUTCH NECK ROAD WALDOBORO, ME 04572	TRUSTEE 2 00	1,250	0	0

TY 2012 Accounting Fees Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KING, MCNAMARA & MORIARTY	11,350			5,675

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TY 2012 Compensation Explanation

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Person Name	Explanation
RUSSELL N COX	
ROBERT J RICHARDS	
RENEE LINNELL	
ELIZABETH ANN CONNER	
CHARLES R HANSEN JR	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
US TSY NOTE 1 375% DUE 03/15/13	2011-01	PURCHASE	2012-03		4,048	4,065			-17	
17000 US TSY INFL PROT NOTE 3 0% 715	2011-03	PURCHASE	2012-07		21,743	23,304			-1,561	

TY 2012 Investments Corporate Stock Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO ALL ASSETS- UBS 65934	3,443,137	3,556,895

TY 2012 Investments Government Obligations Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

US Government Securities - End of Year Book Value: 2,545,919

US Government Securities - End of Year Fair Market Value: 2,646,341

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2012 Other Expenses Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGE	180	144		36
UBS FEES	17,508	17,508		

TY 2012 Taxes Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	5,316	5,316		