



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

Name of foundation LINN FOUNDATION, A Employer identification number 31-1728452, B Telephone number (713) 344-9303, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 1,618,190

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-816) and Adjusted net income (111,852).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	2				
	<b>2</b>	Savings and temporary cash investments . . . . .	51,882	191,876	191,876		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,413,719	1,272,379	1,425,493		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)	2,400	821	821			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,468,003	1,465,076	1,618,190			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .	1,745				
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,745	0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>		<b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	0	0			
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	1,466,258	1,465,076				
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,466,258	1,465,076				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,468,003	1,465,076				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,466,258
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-816
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	12
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,465,454
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	378
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,465,076

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	81,017
<b>3</b>	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		<b>3</b>	

**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	114,756	1,645,261	0.069749
2010	105,090	1,593,458	0.065951
2009	76,856	1,278,631	0.060108
2008	58,769	1,546,570	0.038000
2007	42,297	1,405,052	0.030104
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.263912
<b>3</b>	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		<b>3</b> 0.052782
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		<b>4</b> 1,593,450
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 84,105
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 1,119
<b>7</b>	Add lines 5 and 6.		<b>7</b> 85,224
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 122,450

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	1,119
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,119
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	1,119
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	400
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	400
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	719
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</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)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ <u>0</u> <b>(2)</b> On foundation managers <input type="checkbox"/> \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ▶ <u>TODD E HANSLIK</u> Telephone no ▶ <u>(713) 344-9303</u> Located at ▶ <u>5847 SAN FELIPE SUITE 200 HOUSTON TX</u> ZIP +4 ▶ <u>77057</u>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	<b>15</b>		
<b>16</b> 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? . . . . .	<b>16</b>		<b>No</b>

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**

		<b>Yes</b>	<b>No</b>
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>		
<b>c</b> 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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b> 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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ) . . . . .	<b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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
ROGER LINN 7820 HANGER CUT OFF RD FORT WORTH, TX 76135	DIRECTOR 1 00	0	0	0
LOIS LINN 7820 HANGER CUT OFF RD FORT WORTH, TX 76135	DIRECTOR 1 00	0	0	0

**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				
<b>Total</b> number of other employees paid over \$50,000. <input type="checkbox"/>				0

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

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

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

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> _____	
<b>4</b> _____	

**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
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> All other program-related investments See page 24 of the instructions _____	

**Total.** Add lines 1 through 3. . . . . **0**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,507,140
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	110,576
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,617,716
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,617,716
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	24,266
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,593,450
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	79,673

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	79,673
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	1,119
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,119
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	78,554
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	78,554
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	78,554

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	122,450
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	122,450
<b>5</b>	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). . . . .	<b>5</b>	1,119
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	121,331

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				78,554
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . . 1,049				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	1,049			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>122,450</u>				
<b>a</b> Applied to 2011, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				78,554
<b>e</b> Remaining amount distributed out of corpus	43,896			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,945			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	44,945			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . . 1,049				
<b>e</b> Excess from 2012. . . . . 43,896				

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

See Additional Data Table

**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 121,250
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0



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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (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

Table with 3 columns: (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. Signature of officer or trustee: \*\*\*\*\* Date: 2013-08-12 Title: \*\*\*\*\*

Paid Preparer Use Only Print/Type preparer's name: GARY KOLKHORST Preparer's Signature: GARY KOLKHORST Date: Check if self-employed: PTIN: P01065742 Firm's name: KOLKHORST & KOLKHORST CPA'S Firm's EIN: 76-0171984 Firm's address: 9977 W SAM HOUSTON PKWY N 150 HOUSTON, TX 77064 Phone no: (281) 477-9100

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
ACTIVISION		2012-03-26	2012-06-06
ACTIVISION		2012-03-26	2012-09-10
ASHLAND INC		2012-03-26	2012-06-06
ASHLAND INC		2012-03-26	2012-09-10
BORGWARNER INC		2012-04-18	2012-06-06
BORGWARNER INC		2012-04-18	2012-09-10
CERNER CORP		2012-04-18	2012-06-06
CERNER CORP		2012-04-18	2012-08-16
CERNER CORP		2012-04-18	2012-09-10
CISCO SYS		2011-08-18	2012-06-06
CROWN CASTLE INTL		2012-04-18	2012-06-06
CROWN CASTLE INTL		2012-04-18	2012-09-10
FMC TECHNOLOGIES		2012-03-26	2012-06-06
FMC TECHNOLOGIES		2012-03-26	2012-09-10
GEN PROBE INC		2012-03-26	2012-05-03
ISHARES BARCLAYS SHORT TREAS		2011-12-14	2012-11-20
ISHARES TR DOW JONES US REAL EST		2012-04-18	2012-06-06
ISHARES TR DOW JONES US REAL EST		2012-04-18	2012-09-10
MEN'S WEARHOUSE		2012-04-18	2012-06-06
MEN'S WEARHOUSE		2012-04-18	2012-08-02
NATIONAL OILWELL VARCO		2012-08-16	2012-09-10
PERRIGO CO		2012-04-18	2012-06-06
PERRIGO CO		2012-04-18	2012-09-10
RACKSPACE HOSTING INC		2012-03-26	2012-06-06
RACKSPACE HOSTING INC		2012-03-26	2012-09-10
RAYMOND JAMES FINL		2012-03-26	2012-06-06
RAYMOND JAMES FINL		2012-03-26	2012-09-10
ROPER INDS INC		2012-03-26	2012-06-06
ROPER INDS INC		2012-03-26	2012-09-10
SANDISK CORP		2012-03-26	2012-04-27

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
SVB FINL GROUP		2012-04-18	2012-06-06
SVB FINL GROUP		2012-04-18	2012-09-10
TEXAS INSTRUMENTS INC		2012-04-27	2012-06-06
TEXAS INSTRUMENTS INC		2012-04-27	2012-09-10
TEXAS ROADHOUSE INC		2012-03-26	2012-06-06
TEXAS ROADHOUSE INC		2012-03-26	2012-09-10
AFLAC INC		2010-11-01	2012-04-18
AFLAC INC		2010-12-14	2012-04-18
AMAZON COM INC		2010-07-13	2012-06-06
AMAZON COM INC		2010-07-13	2012-09-10
APPLE INC		2008-09-24	2012-06-06
APPLE INC		2008-09-24	2012-09-10
CISCO SYS		2011-08-18	2012-09-10
CITRIX SYSTEMS INC		2011-05-16	2012-06-06
CITRIX SYSTEMS INC		2011-05-16	2012-09-10
CME GROUP INC		2009-03-19	2012-01-31
CME GROUP INC		2010-04-07	2012-01-31
CME GROUP INC		2010-07-29	2012-01-31
DANAHER CORP		2007-11-08	2010-06-06
DANAHER CORP		2007-11-08	2012-09-10
DARDEN RESTAURANTS		2009-03-19	2012-03-26
DARDEN RESTAURANTS		2010-04-07	2012-03-26
DARDEN RESTAURANTS		2010-08-31	2012-03-26
DIAGEO ADR		2006-08-07	2012-06-06
DIAGEO ADR		2006-08-07	2012-09-10
EMC CORP		2009-11-03	2012-06-06
EMC CORP		2009-11-03	2012-09-10
GENERAL ELECTRIC CO		2004-08-16	2012-06-06
GENERAL ELECTRIC CO		2004-12-21	2012-06-06
GENERAL ELECTRIC CO		2004-12-21	2012-09-10

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
GENERAL ELECTRIC CO		2006-03-14	2012-09-10
GENERAL ELECTRIC CO		2006-11-01	2012-09-10
HOME DEPOT INC		2010-12-03	2012-01-26
HOME DEPOT INC		2010-12-03	2012-06-06
HOME DEPOT INC		2010-12-03	2012-09-10
INTL BUSINESS MACH		2010-11-01	2012-09-10
ISHARES BARCLAYS SHORT TREAS		2011-08-15	2012-09-10
ISHARES BARCLAYS SHORT TREAS		2011-08-15	2012-11-20
ISHARES IBOXX \$ INVESTOP		2009-01-28	2012-06-06
ISHARES TR DOW JONES US TELECOMM		2007-03-14	2012-06-06
ISHARES TR DOW JONES US TELECOMM		2007-03-14	2012-09-10
ISHARES TR DOW JONES US TELECOMM		2007-03-14	2012-09-10
ISHARES TR S&P 100 INDEX FUND		2011-03-16	2012-09-10
JOHNSON & JOHNSON		2010-04-28	2012-06-06
JOHNSON & JOHNSON		2010-04-28	2012-09-10
JP MORGAN CHASE		2008-05-02	2012-06-06
JP MORGAN CHASE		2008-05-02	2012-09-10
ORACLE CORP		2010-09-20	2012-06-06
ORACLE CORP		2010-09-20	2012-09-10
POWERSHARES EXCHANGE TRADED		2009-04-13	2012-06-06
POWERSHARES EXCHANGE TRADED		2009-04-13	2012-09-10
PRAXAIR INC		2006-11-01	2012-06-06
PRAXAIR INC		2007-01-09	2012-06-06
PRAXAIR INC		2007-01-09	2012-09-10
PROCTOR & GAMBLE		2009-11-03	2012-04-27
PROCTOR & GAMBLE		2009-11-03	2012-06-06
PROCTOR & GAMBLE		2010-04-07	2012-06-06
PROCTOR & GAMBLE		2010-07-13	2012-06-06
PROCTOR & GAMBLE		2010-07-13	2012-09-10
QUALCOMM INC		2011-04-21	2012-06-06

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
QUALCOMM INC		2011-04-21	2012-09-10
SALESFORCE COM		2010-08-31	2012-01-03
SECTOR SPDR TR BEN INT ENERGY		2007-05-29	2012-06-06
SECTOR SPDR TR BEN INT ENERGY		2007-05-29	2012-09-10
SECTOR SPDR TR BEN INT ENERGY		2008-02-04	2012-09-10
SECTOR SPDR TR BEN INT ENERGY		2008-05-15	2012-09-10
SECTOR SPDR TR BEN INT UTILITIES		2006-11-01	2012-06-06
SECTOR SPDR TR BEN INT UTILITIES		2006-11-01	2012-09-10
SPDR S&P MIDCAP 400		2005-10-20	2012-03-26
SPDR S&P MIDCAP 400		2006-03-14	2012-03-26
SPDR S&P MIDCAP 400		2006-08-07	2012-03-26
SPDR S&P MIDCAP 400		2006-11-01	2012-04-18
SPDR S&P MIDCAP 400		2006-11-01	2012-04-18
SPDR S&P MIDCAP 400		2007-01-09	2012-04-18
SPDR S&P MIDCAP 400		2007-05-29	2012-04-18
SPDR S&P MIDCAP 400		2008-05-15	2012-04-18
SPDR S&P MIDCAP 400		2010-04-07	2012-04-18
ST JUDE MEDICAL INC		2010-04-28	2012-06-06
ST JUDE MEDICAL INC		2010-04-28	2012-09-10
ST JUDE MEDICAL INC		2010-04-28	2012-11-12
ST JUDE MEDICAL INC		2010-07-29	2012-11-12
THERMO FISHER SCIENTIFIC		2007-10-15	2012-06-06
THERMO FISHER SCIENTIFIC		2007-10-15	2012-09-10
UNITED PARCEL SVC INC		2009-12-14	2012-06-06
UNITED PARCEL SVC INC		2009-12-14	2012-09-10
UNITED HEALTH GROUP		2009-12-10	2012-06-06
UNITED HEALTH GROUP		2009-12-10	2012-09-10
US BANCORP DEL COM		2006-11-01	2012-06-06
US BANCORP DEL COM		2007-01-09	2012-06-06
US BANCORP DEL COM		2007-05-29	2012-06-06

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
US BANCORP DEL COM		2007-05-29	2012-08-16
US BANCORP DEL COM		2007-08-01	2012-08-16
US BANCORP DEL COM		2007-08-01	2012-09-10
US BANCORP DEL COM		2008-05-15	2012-09-10
US BANCORP DEL COM		2009-08-21	2012-09-10
VIACOM INC		2006-08-07	2012-06-06
VIACOM INC		2006-08-07	2012-09-10
VIACOM INC		2006-11-01	2012-09-10
VIACOM INC		2006-11-01	2012-11-05
VIACOM INC		2007-05-29	2012-11-05
VIACOM INC		2007-08-01	2012-11-05
VIACOM INC		2008-05-15	2012-11-05
WALMART STORES INC		2006-11-01	2012-06-06
WALMART STORES INC		2007-01-09	2012-06-06
WALMART STORES INC		2007-05-29	2012-06-06
WALMART STORES INC		2007-05-29	2012-08-16
WALMART STORES INC		2010-04-07	2012-08-16
WALMART STORES INC		2010-04-07	2012-08-16
WALMART STORES INC		2010-08-31	2012-08-16
WALMART STORES INC		2010-08-31	2012-09-10
WALMART STORES INC		2011-08-17	2012-09-10
WEATHERFORD INTL		2009-02-05	2012-06-15
WELLS FARGO & CO		2010-11-10	2012-06-06
WELLS FARGO & CO		2010-12-14	2012-06-06
WELLS FARGO & CO		2010-12-14	2012-09-10
3M COMPANY		2008-02-04	2012-06-06
3M COMPANY		2008-02-04	2012-09-10
COUNTRYWIDE FINANCIAL		2007-05-31	2012-12-31

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,481		1,601	-120
1,604		1,729	-125
1,586		1,550	36
1,917		1,550	367
1,001		1,258	-257
1,425		1,677	-252
1,941		1,857	84
4,770		4,827	-57
1,098		1,114	-16
3,614		3,318	296
1,623		1,643	-20
2,867		2,465	402
2,421		2,940	-519
3,614		3,675	-61
17,494		14,673	2,821
25,014		25,024	-10
3,963		4,032	-69
2,977		2,791	186
1,403		1,498	-95
8,762		12,544	-3,782
2,026		1,932	94
1,567		1,618	-51
1,665		1,618	47
1,359		1,737	-378
1,913		1,737	176
1,330		1,523	-193
1,651		1,713	-62
1,464		1,513	-49
2,092		2,018	74
11,180		14,653	-3,473

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,384		1,583	-199
1,504		1,583	-79
3,531		4,004	-473
2,723		3,043	-320
2,022		1,961	61
3,091		2,985	106
11,162		14,682	-3,520
1,717		2,251	-534
2,168		1,235	933
3,859		1,853	2,006
3,429		773	2,656
5,320		1,031	4,289
2,763		2,187	576
4,563		4,941	-378
3,204		3,294	-90
11,154		11,018	136
2,373		3,186	-813
6,882		8,389	-1,507
1,772		1,448	324
3,247		2,483	764
11,556		7,871	3,685
3,852		3,446	406
8,217		6,653	1,564
1,938		1,413	525
3,247		2,119	1,128
2,163		1,478	685
4,384		2,628	1,756
920		1,609	-689
736		1,487	-751
2,260		3,902	-1,642

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
969		1,525	-556
108		175	-67
8,539		6,326	2,213
1,739		1,165	574
4,029		2,331	1,698
4,022		2,855	1,167
31,402		31,424	-22
49,919		49,948	-29
23,196		20,023	3,173
1,575		2,262	-687
2,484		3,015	-531
745		911	-166
9,055		7,768	1,287
1,238		1,287	-49
2,386		2,252	134
1,309		1,938	-629
3,105		3,876	-771
1,771		1,775	-4
3,393		2,867	526
2,681		1,788	893
5,441		3,159	2,282
1,029		612	417
514		299	215
2,671		1,494	1,177
15,824		14,339	1,485
614		585	29
2,762		2,827	-65
921		943	-22
2,732		2,516	216
3,777		3,723	54

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
4,601		4,296	305
15,175		15,953	-778
3,833		4,044	-211
1,833		1,685	148
1,833		1,783	50
3,300		3,874	-574
1,255		1,265	-10
2,376		2,349	27
68,351		46,655	21,696
30,986		24,153	6,833
8,202		6,075	2,127
23,695		18,530	5,165
14,194		11,403	2,791
17,753		14,551	3,202
36,393		33,605	2,788
17,753		15,939	1,814
13,315		11,073	2,242
1,342		1,411	-69
2,345		2,418	-73
4,017		4,434	-417
10,043		10,093	-50
1,489		1,762	-273
2,948		2,937	11
1,471		1,173	298
1,823		1,466	357
1,700		899	801
3,231		1,799	1,432
1,467		1,692	-225
1,027		1,249	-222
293		345	-52

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,984		3,107	-123
1,989		1,797	192
1,353		1,198	155
2,030		2,048	-18
1,184		790	394
1,011		688	323
255		172	83
1,788		1,382	406
1,272		987	285
3,817		3,264	553
4,072		3,030	1,042
2,799		2,205	594
1,311		980	331
3,606		2,608	998
2,295		1,644	651
2,162		1,409	753
1,802		1,389	413
7,208		5,566	1,642
3,604		2,550	1,054
1,104		765	339
2,575		1,801	774
25,000		25,000	0
2,909		2,671	238
919		907	12
4,335		3,778	557
1,666		1,623	43
2,719		2,434	285
367			367

**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	
			-120
			-125
			36
			367
			-257
			-252
			84
			-57
			-16
			296
			-20
			402
			-519
			-61
			2,821
			-10
			-69
			186
			-95
			-3,782
			94
			-51
			47
			-378
			176
			-193
			-62
			-49
			74
			-3,473

**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	
			-199
			-79
			-473
			-320
			61
			106
			-3,520
			-534
			933
			2,006
			2,656
			4,289
			576
			-378
			-90
			136
			-813
			-1,507
			324
			764
			3,685
			406
			1,564
			525
			1,128
			685
			1,756
			-689
			-751
			-1,642

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

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	
			-556
			-67
			2,213
			574
			1,698
			1,167
			-22
			-29
			3,173
			-687
			-531
			-166
			1,287
			-49
			134
			-629
			-771
			-4
			526
			893
			2,282
			417
			215
			1,177
			1,485
			29
			-65
			-22
			216
			54

**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	
			305
			-778
			-211
			148
			50
			-574
			-10
			27
			21,696
			6,833
			2,127
			5,165
			2,791
			3,202
			2,788
			1,814
			2,242
			-69
			-73
			-417
			-50
			-273
			11
			298
			357
			801
			1,432
			-225
			-222
			-52

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

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	
			-123
			192
			155
			-18
			394
			323
			83
			406
			285
			553
			1,042
			594
			331
			998
			651
			753
			413
			1,642
			1,054
			339
			774
			0
			238
			12
			557
			43
			285
			367

**Form 990PF Part XV Line 1a - 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).**

ROGER LINN

LOIS LINN

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DALLAS THEOLOGICAL SEMINARY 3909 SWISS AVE DALLAS, TX 75204	NONE		RELIGIOUS	109,500
YOUNG LIFE OF FORT WORTH 5801 CURZON AVE FORT WORTH, TX 76107	NONE		EDUCATION	250
HOPE FARM INC 865 E RAMSEY AVE FORT WORTH, TX 76104	NONE		RELIGIOUS	1,000
KIDMIA PO BOX 34809 FORT WORTH, TX 76162	NONE		ORPHAN CARE	500
RREACH 17110 DALLAS PKWY SUITE 200 DALLAS, TX 75248			RELIGIOUS	10,000
<b>Total . . . . .</b>			<b>3a</b>	121,250

## TY 2012 Accounting Fees Schedule

**Name:** LINN FOUNDATION

**EIN:** 31-1728452

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,400	1,200		1,200

**TY 2012 Investments Corporate  
Stock Schedule****Name:** LINN FOUNDATION**EIN:** 31-1728452

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
FIDELITY INVESTMENTS	1,272,379	1,425,493

## TY 2012 Other Assets Schedule

**Name:** LINN FOUNDATION

**EIN:** 31-1728452

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	760	421	421
PREPAID FIT	1,640	400	400

**TY 2012 Other Decreases Schedule****Name:** LINN FOUNDATION **EIN:** 31-1728452

Description	Amount
INCOME TAXES	374
PENALTIES	4

## TY 2012 Other Expenses Schedule

**Name:** LINN FOUNDATION

**EIN:** 31-1728452

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	59	59		0

## TY 2012 Other Increases Schedule

**Name:** LINN FOUNDATION

**EIN:** 31-1728452

Description	Amount
TAX EXEMPT INTEREST AND DIVIDENDS	12