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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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		B Telephone number (see instructions) (603) 436-0406	
City or town, state or province, country, and ZIP or foreign postal 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) ☐ \$ 6,079,701		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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	7,504	7,504		
	4 Dividends and interest from securities.	165,986	165,986		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	180,757			
	b Gross sales price for all assets on line 6a 3,607,485				
	7 Capital gain net income (from Part IV, line 2) . . .		180,757		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	354,247	354,247		
	13 Compensation of officers, directors, trustees, etc	21,250			21,250
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	10,950			5,475
	c Other professional fees (attach schedule)				
	17 Interest	68			
	18 Taxes (attach schedule) (see instructions)	11,001	11,001		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	3,489	3,460		29
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	46,758	14,461		26,754
	25 Contributions, gifts, grants paid	298,000			298,000
	26 Total expenses and disbursements. Add lines 24 and 25	344,758	14,461		324,754
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	9,489			
	b Net investment income (if negative, enter -0-)		339,786		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	61,147	46,802	46,802
	2	Savings and temporary cash investments	80,366	191,326	191,326
	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 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)	2,545,919	4,045,338	4,091,618
	b	Investments—corporate stock (attach schedule)	3,443,137	1,856,592	1,749,955
	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)	6,130,569	6,140,058	6,079,701
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,130,569	6,140,058	
	30	Total net assets or fund balances (see page 17 of the instructions)	6,130,569	6,140,058	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,130,569	6,140,058	

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	6,130,569
2	Enter amount from Part I, line 27a	2	9,489
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,140,058
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	6,140,058

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			(I) 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	180,757
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	501

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))
2012	329,842	6,100,002	0 054072
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

2	Total of line 1, column (d).	2	0 287280
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 057456
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,089,227
5	Multiply line 4 by line 3.	5	349,863
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,398
7	Add lines 5 and 6.	7	353,261
8	Enter qualifying distributions from Part XII, line 4. 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	8	327,346

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		1	6,796	
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		2	6,796	
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
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	6,796	
6 Credits/Payments		7	7,688	
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			7,688
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	7,688	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	892	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 892 Refunded		11		

Part VII-A Statements Regarding Activities				
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?		Yes	No
		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)? 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.	1b		No
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 2013 or the taxable year beginning in 2013 (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 2013, 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	Yes	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)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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 2013 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 2013.).	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 2013?	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.

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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	6,098,344
b	Average of monthly cash balances.	1b	83,612
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,181,956
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	6,181,956
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	92,729
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,089,227
6	Minimum investment return. Enter 5% of line 5.	6	304,461

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	304,461
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	6,796
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,796
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	297,665
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	297,665
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	297,665

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	324,754
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	2,592
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	327,346
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	327,346
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				297,665
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			176,709	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 327,346				
a Applied to 2012, but not more than line 2a			176,709	
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 2013 distributable amount.				150,637
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				147,028
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 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 2013, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

(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.

Signature of officer or trustee

2014-02-25

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

JOSEPH B MORIARTY

CPA

Preparer's Signature

Date

2014-02-25

Check if self-employed

PTIN

P00043600

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 990-PF (2013)

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)
135,747 081 SHS PIMCO ALL ASSETS	P	2010-11-15	2013-04-12
21000 SHS FNMA PLAK5697	P	2012-03-08	2013-01-09
31000 SHS US TSY INFL PROT NOTE	P	2012-11-28	2013-04-15
10000 SHS US TSY NOTE 2 5%	P	2012-07-13	2013-04-15
1470 SHS ALLIANZ FIXED INCOME SER M	P	2011-01-10	2013-04-15
492 701 SHS PIMCO ALL ASSETS	P	2010-11-15	2013-04-26
6000 SHS FNMA PLAL0160	P	2013-03-13	2013-04-15
46000 SHS US TSY INFL PROT NOTE	P	2012-12-07	2013-04-15
10000 SHS US TSY NOTE 2 5%	P	2012-12-27	2013-04-15
8430 SHS ALLIANZ FIXED INCOME SER M	P	2011-01-28	2013-04-15
356 843 SHS PIMCO ALL ASSETS	P	2010-12-08	2013-04-26
3000 SHS FNMA PLAL0789	P	2012-10-12	2013-04-15
42000 SHS US TSY NOTE 75%	P	2012-11-21	2013-03-01
2470 SHS ALLIANZ FIXED INCOME SER C	P	2009-06-24	2013-04-15
7090 SHS ALLIANZ FIXED INCOME SER M	P	2011-02-18	2013-04-15
3655 433 SHS PIMCO ALL ASSETS	P	2010-12-31	2013-04-26
31000 SHS FNMA PLAL2629	P	2013-03-18	2013-04-15
22000 SHS US TSY NOTE 75%	P	2012-11-21	2013-03-05
1005 SHS ALLIANZ FIXED INCOME SER C	P	2010-01-06	2013-04-15
101000 SHS FHLMC PL A97046	P	2011-02-09	2013-04-15
1846 382 SHS PIMCO ALL ASSETS	P	2010-12-31	2013-07-24
17000 SHS FNMA PLAL3006	P	2013-03-26	2013-04-15
24000 SHS US TSY NOTE 75%	P	2012-11-28	2013-03-05
4520 SHS ALLIANZ FIXED INCOME SER C	P	2010-01-21	2013-04-15
21000 SHS FHLMC PL A97047	P	2011-02-11	2013-02-08
785 894 SHS PIMCO ALL ASSETS	P	2011-03-17	2013-07-24
8000 SHS FNMA PLAP7488	P	2012-10-05	2013-01-09
13000 SHS US TSY NOTE 75%	P	2012-11-28	2013-04-15
1315 SHS ALLIANZ FIXED INCOME SER C	P	2010-07-15	2013-04-15
129000 SHS FNMA PLAH3645	P	2012-04-09	2013-04-15

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)
1386 959 SHS PIMCO ALL ASSETS	P	2011-06-16	2013-07-24
72000 SHS FNMA PLAP7488	P	2012-10-05	2013-04-15
88000 SHS US TSY NOTE 75%	P	2012-12-13	2013-04-15
2985 SHS ALLIANZ FIXED INCOME SER C	P	2010-12-30	2013-04-15
128000 SHS FNMA PL 190391	P	2009-06-24	2013-04-15
1509 384 SHS PIMCO ALL ASSETS	P	2011-09-15	2013-07-24
81000 SHS FNMA PL735676	P	2012-07-10	2013-04-15
3000 SHS US TSY NOTE 75%	P	2013-02-19	2013-04-15
6325 SHS ALLIANZ FIXED INCOME SER C	P	2011-01-28	2013-04-15
51000 SHS US TSY NOTE 1 375%	P	2012-03-01	2013-04-15
1248 269 SHS PIMCO ALL ASSETS	P	2011-09-20	2013-07-24
1000 SHS FNMA PL745275	P	2013-02-20	2013-04-17
15000 SHS US TSY NOTE 1 125%	P	2013-01-09	2013-04-15
5255 SHS ALLIANZ FIXED INCOME SER C	P	2011-02-18	2013-04-15
13 929 SHS WELLS FARGO ADV ABS RET	P	2012-08-13	2013-03-11
2422 989 SHS PIMCO ALL ASSETS	P	2011-09-20	2013-09-19
1000 SHS FNMA PL835158	P	2013-01-09	2013-04-16
37000 SHS US TSY NOTE 1 125%	P	2013-01-15	2013-04-15
900 SHS ALLIANZ FIXED INCOME SER C	P	2011-08-16	2013-04-15
1782 999 SHS WELLS FARGO ADV ABS RET	P	2012-08-13	2013-11-04
73000 SHS FNMA PL AB5468	P	2012-06-07	2013-01-09
12000 SHS FNMA PL932848	P	2012-09-07	2013-04-15
1000 SHS US TSY NOTE 1 125%	P	2013-01-22	2013-04-15
2200 SHS ALLIANZ FIXED INCOME SER C	P	2011-10-04	2013-04-15
1566 582 SHS INVESCO BALANCED-RISK	P	2013-04-16	2013-11-04
1000 SHS FNMA PL AB66609	P	2013-01-18	2013-04-15
1821 972 SHS JHANCOCK2 GLOBAL ABSOLU	P	2013-04-15	2013-11-04
5000 SHS US TSY NOTE 1 125%	P	2013-02-12	2013-04-15
8970 SHS ALLIANZ FIXED INCOME SER M	P	2009-06-24	2013-04-15
50000 SHS FNMA PLAB7079	P	2012-11-07	2013-04-15

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)
25000 US TSY INFL PROT BOND	P	2013-01-22	2013-04-15
9000 SHS US TSY NOTE 2 0%	P	2013-03-01	2013-04-15
4585 SHS ALLIANZ FIXED INCOME SER M	P	2010-01-21	2013-04-15
18000 SHS FNMA PLAJ4052	P	2012-04-23	2013-04-15
3000 SHS US TSY INFL PROT NOTE	P	2012-07-24	2013-04-15
33000 SHS US TSY NOTE 2 0%	P	2013-03-12	2013-04-15
2200 SHS ALLIANZ FIXED INCOME SER M	P	2010-07-15	2013-04-15
5000 SHS FNMA PLAK4369	P	2012-09-07	2013-01-09
46000 SHS US TSY INFL PROT NOTE	P	2012-07-24	2013-04-15
22000 SHS US TSY NOTE 2 0%	P	2013-04-09	2013-04-15
415 SHS ALLIANZ FIXED INCOME SER M	P	2010-11-23	2013-04-15

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)
1,500,000		1,494,581	5,419
14,225		13,865	360
34,144		34,049	95
15,317		15,391	-74
16,567		15,200	1,367
5,468		5,425	43
3,572		3,674	-102
50,666		51,026	-360
15,317		15,529	-212
95,006		87,082	7,924
3,961		3,861	100
2,455		2,531	-76
42,131		42,139	-8
33,641		29,912	3,729
79,904		72,743	7,161
40,571		38,419	2,152
25,739		25,973	-234
22,041		22,073	-32
13,688		12,432	1,256
57,988		54,735	3,253
19,072		19,405	-333
14,976		15,153	-177
24,045		24,136	-91
61,562		57,133	4,429
13,487		12,759	728
8,118		8,338	-220
8,225		8,292	-67
13,082		13,074	8
17,910		17,516	394
77,947		77,330	617

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)
14,326		14,951	-625
71,782		72,521	-739
88,553		88,357	196
40,656		37,641	3,015
21,391		20,572	819
15,591		15,939	-348
15,470		15,763	-293
3,019		2,992	27
86,146		80,770	5,376
52,468		50,761	1,707
12,894		13,119	-225
199		202	-3
15,057		14,865	192
71,573		67,369	4,204
149		140	9
25,000		25,466	-466
232		240	-8
37,140		36,760	380
12,939		12,379	560
19,850		17,973	1,877
68,131		67,329	802
6,955		7,048	-93
1,004		993	11
29,964		26,752	3,212
19,975		19,739	236
982		1,008	-26
19,800		20,042	-242
5,019		4,927	92
101,092		79,923	21,169
51,501		52,131	-630

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)
58,088		58,146	-58
9,230		9,117	113
51,673		45,254	6,419
11,808		11,803	5
3,304		3,271	33
33,844		32,945	899
24,794		22,770	2,024
3,852		3,844	8
50,666		50,163	503
22,563		22,506	57
4,677		4,461	216

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	
			5,419
			360
			95
			-74
			1,367
			43
			-102
			-360
			-212
			7,924
			100
			-76
			-8
			3,729
			7,161
			2,152
			-234
			-32
			1,256
			3,253
			-333
			-177
			-91
			4,429
			728
			-220
			-67
			8
			394
			617

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	
			-625
			-739
			196
			3,015
			819
			-348
			-293
			27
			5,376
			1,707
			-225
			-3
			192
			4,204
			9
			-466
			-8
			380
			560
			1,877
			802
			-93
			11
			3,212
			236
			-26
			-242
			92
			21,169
			-630

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	
			-58
			113
			6,419
			5
			33
			899
			2,024
			8
			503
			57
			216

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 	TRUSTEE 2 00	5,000	0	0
39 WENTWORTH ROAD BOX 192 NEW CASTLE,NH 03854				
ROBERT J RICHARDS 	TRUSTEE 2 00	5,000	0	0
PO BOX 687 WESTON,MA 02493				
RENEE LINNELL 	TRUSTEE 1 00	1,250	0	0
459 COLUMBUS AVE 164 NEW YORK,NY 10024				
ELIZABETH ANN CONNER 	TRUSTEE 2 00	5,000	0	0
67 MEADOW LANE GREENLAND,NH 03840				
CHARLES R HANSEN JR 	TRUSTEE 2 00	5,000	0	0
1345 DUTCH NECK ROAD WALDOBORO,ME 04572				

TY 2013 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	10,950			5,475

TY 2013 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	

**TY 2013 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	1,856,592	1,749,955

TY 2013 Investments Government Obligations Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

US Government Securities - End of

Year Book Value:

2,765,072

US Government Securities - End of

Year Fair Market Value:

2,894,676

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

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

TY 2013 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	144	115		29
UBS FEES	3,345	3,345		

TY 2013 Taxes Schedule

Name: THE LINNELL FOUNDATION

EIN: 04-2625173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	11,001	11,001		