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

2009

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 2009, or tax year beginning

, 2009, and ending

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions</b>	Name of foundation <b>The Leo J. &amp; Celia Carlin Fund</b>		<b>A Employer identification number 94-3143163</b>	
	Number and street (or P O box number if mail is not delivered to street address) <b>127 University Avenue</b>		Room/suite	<b>B Telephone number (see the instructions) (510) 841-4123</b>
	City or town <b>Berkley</b>		State ZIP code <b>CA 94710</b>	<b>C If exemption application is pending, check here ►</b>
				<b>D 1 Foreign organizations, check here ►</b>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>2 Foreign organizations meeting the 85% test, check here and attach computation ►</b> <b>E If private foundation status was terminated under section 507(b)(1)(A), check here ►</b> <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►</b>		
<b>I Fair market value of all assets at end of year (from Part II, column (c), line 16)</b> <b>► \$ 435,673.</b>		<b>J Accounting method:</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

**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 the instructions))

		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)	0.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	522.	522.		
	4 Dividends and interest from securities	11,371.	11,371.		
	<b>5a Gross rents</b>	0.	0.		
	<b>b Net rental income or (loss)</b>	0.	0.		
	<b>6a Net gain/(loss) from sale of assets not on line 10</b>				
	<b>b Gross sales price for all assets on line 6a</b>				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
<b>ADMINISTRATIVE EXPENSES</b>	<b>10a Gross sales less returns and allowances</b>				
	<b>b Less Cost of goods sold</b>				
	<b>c Gross profit/(loss) (att sch)</b>				
	11 Other income (attach schedule)				
	<b>12 Total. Add lines 1 through 11</b>	<b>11,893.</b>	<b>11,893.</b>		
	13 Compensation of officers, directors, trustees, etc	3,000.			<b>3,000.</b>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	<b>16a Legal fees (attach schedule)</b> L-16a Stmt	75.	0.		<b>75.</b>
	<b>b Accounting fees (attach sch)</b> L-16b Stmt	2,160.	0.		<b>2,160.</b>
	<b>c Other prof fees (attach sch)</b> L-16c Stmt	10,426.	4,531.		<b>5,895.</b>
	17 Interest				
	<b>18 Taxes (attach schedule) Excise Tax</b>	42.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
<b>OPERATING AND EXPENSES</b>	21 Travel, conferences, and meetings	192.			<b>192.</b>
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	207.			<b>207.</b>
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	16,102.	4,531.		<b>11,529.</b>
	25 Contributions, gifts, grants paid	23,400.			<b>23,500.</b>
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	39,502.	4,531.		<b>35,029.</b>
	<b>27 Subtract line 26 from line 12:</b>				
	<b>a Excess of revenue over expenses and disbursements</b>	-27,609.			
	<b>b Net investment income (if negative, enter -0-)</b>		7,362.		
	<b>c Adjusted net income (if negative, enter -0-)</b>				

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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		4,534.	5,651.
	2 Savings and temporary cash investments		98,472.	90,480.
	3 Accounts receivable	► 0.		
	Less allowance for doubtful accounts	► 0.	0.	0.
	4 Pledges receivable	► 0.		
	Less allowance for doubtful accounts	► 0.	0.	0.
	5 Grants receivable		0.	0.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)		0.	0.
	7 Other notes and loans receivable (attach sch)	► 0.		
	Less allowance for doubtful accounts	► 0.	0.	0.
	8 Inventories for sale or use		0.	0.
	9 Prepaid expenses and deferred charges		1,910.	1,868.
	10a Investments -- U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt		128,880.	145,890.
	c Investments – corporate bonds (attach schedule) L-10c Stmt		28,241.	28,779.
	11 Investments – land, buildings, and equipment basis	►		
	Less accumulated depreciation (attach schedule)	►		
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	L-13 Stmt	155,337.	161,896.
	14 Land, buildings, and equipment. basis	►		
	Less accumulated depreciation (attach schedule)	►	0.	0.
	15 Other assets (describe ► <u>Accrued Interest Receivable</u> )		3,121.	1,109.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		420,495.	435,673.
LIABILITIES	17 Accounts payable and accrued expenses		100.	0.
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► )			
	23 Total liabilities (add lines 17 through 22)		100.	0.
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input checked="" type="checkbox"/>		
	24 Unrestricted		420,395.	435,673.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)		420,395.	435,673.
	31 Total liabilities and net assets/fund balances (see the instructions)		420,495.	435,673.

## 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	420,395.
2 Enter amount from Part I, line 27a	2	-27,609.
3 Other increases not included in line 2 (itemize) ► <u>FMV Adjustment of Investments</u>	3	42,887.
4 Add lines 1, 2, and 3	4	435,673.
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	435,673.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
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	
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 the instructions). If (loss), enter -0- in Part I, line 8 ]		3	

**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 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 (column (b) divided by column (c))
2008	57,884.	497,446.	0.116362
2007	102,801.	1,365,310.	0.075295
2006	94,294.	1,303,291.	0.072351
2005	113,798.	1,305,656.	0.087158
2004	111,545.	1,351,370.	0.082542

2 Total of line 1, column (d) 2 0.433708

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 0.086742

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 398,373.

5 Multiply line 4 by line 3 5 34,556.

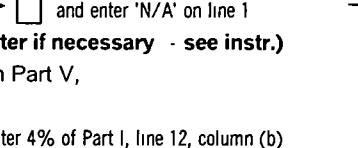
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 74.

7 Add lines 5 and 6 7 34,630.

8 Enter qualifying distributions from Part XII, line 4 8 35,029.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1	 <b>1</b> 74. <b>2</b> 0. <b>3</b> 74. <b>4</b> 0. <b>5</b> 74.  <b>6a</b> 1,868. <b>6b</b> <b>6c</b> <b>6d</b>  <b>7</b> 1,868. <b>8</b> <b>9</b> <b>10</b> 1,794. <b>11</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	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3 Add lines 1 and 2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	
6 Credits/Payments:	
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	
b Exempt foreign organizations – tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments Add lines 6a through 6d	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> ► <b>1,794.</b> Refunded	

**Part VII-A Statements Regarding Activities**

1 a 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	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
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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

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c Did the foundation file **Form 1120-POL** for this year?

	X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

	0.
--	----

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

--	--

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

	X
--	---

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

--	--

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

--	--

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

--	--

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

--	--

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

--	--

If 'Yes,' attach the statement required by General Instruction T

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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?

--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

--	--

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►

--	--

CA – California

--	--

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

--	--

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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**Part VII-A Statements Regarding Activities Continued**

11		X
12		X
13	X	
14	Leventhal Kline Management Inc.	Telephone no ► (510) 841-4123
	Located at ► 127 University Avenue Berkeley CA ZIP + 4 ► 94710	
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	N/A ► 15

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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 2009?		
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► 20__, 20__, 20__, 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)	N/A	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2009 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 2009)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2009?		

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

 Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

 Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes  No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

N/A

**5b**

Organizations relying on a current notice regarding disaster assistance check here

N/A

►

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes  No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

**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?

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes  No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
Jerome E. Carlin 127 University Avenue Berkeley CA 94710	Pres./Direct 1.00	0.	0.	0.
Joy Carlin 127 University Avenue Berkeley CA 94710	Director 1.00	0.	0.	0.
Nicholas A. Carlin 127 University Avenue Berkeley CA 94710	Secty/Treas/Dir 1.00	0.	0.	0.
Alexander Carlin 127 University Avenue Berkeley CA 94710	Director 5.00	3,000.	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				
0				
0				
0				
0				

**Total** number of other employees paid over \$50,000

►

None

**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	►	None

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
		0.
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	
		0.
2		

All other program-related investments. See instructions

3	N/A	
		0.

Total. Add lines 1 through 3

None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c  
(attach detailed explanation)

**1e** 0.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3  
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5

1a	398,464.
1b	5,976.
1c	0.
1d	404,440.
2	0.
3	404,440.
4	6,067.
5	398,373.
6	19,919.

**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

2a Tax on investment income for 2009 from Part VI, line 5

b Income tax for 2009 (This does not include the tax from Part VI.)

c Add lines 2a and 2b

3 Distributable amount before adjustments Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount as adjusted** Subtract line 6 from line 5 Enter here and on Part XIII, line 1

		1	19,919.
2a	74.		
2b			
2c	74.		
3	19,845.		
4			
5	19,845.		
6			
7	19,845.		

**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

b Program-related investments – total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3 Amounts set aside for specific charitable projects that satisfy the

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

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)

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

		1a	35,029.
1b			0.
2			
3a			
3b			
4	35,029.		
5			74.
6			34,955.

**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 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				19,845.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004 44,169.				
<b>b</b> From 2005 49,377.				
<b>c</b> From 2006 33,381.				
<b>d</b> From 2007 36,137.				
<b>e</b> From 2008 33,276.				
<b>f</b> <b>Total</b> of lines 3a through e 196,340.				
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ► \$ 35,029.			0.	
<b>a</b> Applied to 2008, but not more than line 2a		0.		
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				19,845.
<b>e</b> Remaining amount distributed out of corpus	15,184.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	211,524.			
<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 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7 (see instructions)	44,169.			
<b>9</b> <b>Excess distributions carryover to 2010.</b> Subtract lines 7 and 8 from line 6a	167,355.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005 49,377.				
<b>b</b> Excess from 2006 33,381.				
<b>c</b> Excess from 2007 36,137.				
<b>d</b> Excess from 2008 33,276.				
<b>e</b> Excess from 2009 15,184.				

BAA

Form 990-PF (2009)

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

N/A

**Part XVII** **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) )

None

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

None

## **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:  
N/A

a line in

**b** The form in which applications should be submitted and information and materials they should include  
N/A

1/3

**c Any submission deadlines**

Any 3

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

Anytime

**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 Paid during the year</b>				
International Biochar Initiative PO Box 227 Bowdoinham ME 04008		509(a)1	General Support	500.
People's Rights Fund 55 W. 17th St. Room 500 New York NY 10011		509(a)1	Operating Support	100.
Ploughshares Fund Fort Mason Center Bldg B #330 San Francisco CA 94123		509(a)1	Operating Support	1,000.
William J. Brennan Jr. Ctr for Justice 161 Avenue of the Americas New York NY 10013		509(a)1	General Support	50.
Advancement Project 1730 M Street NW #910 Washington DC 20036		509(a)1	General Support	50.
Center for Constitutional Rights 666 Broadway, 7th Floor New York NY 10012		509(a)1	General Support	50.
NARAL Pro-Choice America 1156 15th Street Washington DC 20005		509(a)1	General Support	1,000.
ACLU Foundation of No. CA 39 Drumm Street San Francisco CA 94111		509(a)1	General Support	500.
California Lawyers for the Arts Fort Mason Center C-255 San Francisco CA 94123		509(a)1	General Support	500.
See Line 3a statement				19,750.
<b>Total</b>			► 3a	23,500.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	522.	
4 Dividends and interest from securities			14	11,371.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				11,893.	
13 Total Add line 12, columns (b), (d), and (e)			13		11,893.
(See worksheet in the instructions for line 13 to verify calculations )					

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

**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

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
1c		X

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

**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

<b>(a) Name of organization</b>	<b>(b) Type of organization</b>	<b>(c) Description of relationship</b>

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		11/3/10	President	
		Date	Title	
<b>Paid Pre- parer's Use Only</b>	Preparer's signature	<i>J. R. Leighton</i>	Date	Preparer's Identifying number (See Signature in the instrs)
	<i>J. R. Leighton, CPA</i>		10/13/10	Check if self- employed <input type="checkbox"/>
	Firm's name (or yours if self- employed), address, and ZIP code		EIN <input type="checkbox"/>	
	<i>Leventhal/Kline Management Inc.</i> <i>127 University Avenue</i> <i>Berkeley</i>		CA 94710	Phone no <input type="checkbox"/> (510) 841-4123

**BAA**

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Postage &amp; Delivery</u>	20.			20.
<u>Telephone &amp; Communications</u>	20.			20.
<u>Bank &amp; Credit Card Fees</u>	36.			36.
<u>Taxes &amp; Filing Fees</u>	30.			30.
<u>Payroll Service Fee</u>	101.			101.
<b>Total</b>	<b><u>207.</u></b>			<b><u>207.</u></b>

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<b>a Paid during the year</b>				
<u>Disability Rights Advocates</u> <u>2001 Center St., 4th Floor</u> <u>Berkeley</u> CA 94704		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Americans United for Sep Church &amp; State</u> <u>518 C Street NE</u> <u>Washington</u> DC 20002		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Human Rights Watch</u> <u>350 Fifth Ave, 34th Floor</u> <u>New York</u> NY 10118		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 50.
<u>Orangutan Foundation Int</u> <u>824 Wellesley Avenue</u> <u>Los Angeles</u> CA 90049		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Bay Area Women's and Children's Center</u> <u>318 Leavenworth Street</u> <u>San Francisco</u> CA 94102		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Parkinson's Institute</u> <u>675 Almanor Avenue</u> <u>Sunnyvale</u> CA 94085		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 350.
<u>KALW-Radio</u> <u>500 Mansell Street</u> <u>San Francisco</u> CA 94134		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>KQED</u> <u>2601 Mariposa Street</u> <u>San Francisco</u> CA 94110		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Center for Media and Democracy</u> <u>520 University Ave #227</u> <u>Madison</u> WI 53703		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Democracy Now!</u> <u>PO Box 693</u> <u>New York</u> NY 10013		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<b>a Paid during the year</b>				
<u>Ins for Social and Cultural Comm</u> <u>18 Millfield Street</u> <u>Woods Hole MA 02543</u>		509(a)1	To Support Z-Magazine	Person or Business <input checked="" type="checkbox"/> 100.
<u>Int'l Society for Ecology and Culture</u> <u>PO Box 9475</u> <u>Berkeley CA 94709</u>		509(a)1	To Support TUC Radio	Person or Business <input checked="" type="checkbox"/> 1,500.
<u>Magic Theater</u> <u>Fort Mason Bldg D</u> <u>San Francisco CA 94123</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Aurora Theater Co.</u> <u>2081 Addison Street</u> <u>Berkeley CA 94704</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>San Francisco Playhouse</u> <u>588 Sutter Street #318</u> <u>San Francisco CA 94102</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Shotgun Players</u> <u>1901 Ashby Street</u> <u>Berkeley CA 94704</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Squaw Valley Comm of Writers</u> <u>PO Box 1416</u> <u>Nevada City CA 95959</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Darkroom Productions</u> <u>PO Box 1060</u> <u>Suisun City CA 49458-5</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>Aurora Theater Co.</u> <u>2081 Addison Street</u> <u>Berkeley CA 94704</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>A Traveling Jewish Theater</u> <u>499 Alabama St. #127</u> <u>San Francisco CA 94110</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>CA Shakespeare Theater</u> <u>701 Heinz Avenue</u> <u>Berkeley CA 94710</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>PlayGround</u> <u>268 Bush Street #2912</u> <u>San Francisco CA 94104</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Theater Bay Area</u> <u>870 Market Street #375</u> <u>San Francisco CA 94102</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Bay State Ventures, Inc.</u> <u>502 S. Kenwood Avenue</u> <u>Baltimore MD 21224</u>		509(a)1	Support Production of "Suzanne Shepherd- A Gift of Fire"	Person or Business <input checked="" type="checkbox"/> 300.
<u>Fine Arts Museum of SF</u> <u>50 Tea Garden Drive</u> <u>San Francisco CA 94115</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.

Form 990-PF, Page 11, Part XV, line 3a

Continued

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<b>a Paid during the year</b>				
<u>SF Museum of Modern Art</u> <u>151 Third Street</u> <u>San Francisco CA 94103</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>SF Performing Arts Library and Museum</u> <u>401 Van Ness Ave, 4th Floor</u> <u>San Francisco CA 94102</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Art Institute of Chicago</u> <u>111 South Michigan Ave</u> <u>Chicago IL 60603</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Oakland Museum</u> <u>1000 Oak Street</u> <u>Oakland CA 94607</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Brown University</u> <u>38 Brown Street</u> <u>Providence RI 02912</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Harvard College Fund</u> <u>124 Mount Auburn St.</u> <u>Cambridge MA 02138</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>University of Chicago</u> <u>1126 E. 59th #110</u> <u>Chicago IL 60637</u>		509(a)1	Morton Grodzins Fellowship Fund	Person or Business <input checked="" type="checkbox"/> 500.
<u>University of Chicago</u> <u>1126 E. 59th #110</u> <u>Chicago IL 60637</u>		509(a)1	College Fund	Person or Business <input checked="" type="checkbox"/> 500.
<u>Yale University</u> <u>PO Box 1890</u> <u>New Haven CT 06508</u>		509(a)1	Drama School Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Yale University</u> <u>PO Box 1890</u> <u>New Haven CT 06508</u>		509(a)1	Law School Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Edible Schoolyard</u> <u>1781 Rose Street</u> <u>Berkeley CA 94703</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>Francis W. Parker School</u> <u>330 W. Weber Avenue</u> <u>Chicago IL 60614</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>H.E.A.R.</u> <u>1405 Lyon Street</u> <u>San Francisco CA 94115</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Richmond College Prep Schools</u> <u>PO Box 2814</u> <u>Richmond CA 94802</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Berkeley Symphony Orchestra</u> <u>1942 University Ave #207</u> <u>Berkeley CA 94704</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 2,600.

Form 990-PF, Page 11, Part XV, line 3a

Continued

## Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
<b>a Paid during the year</b>				
<u>Symphony Parnassus</u> <u>PO Box 225297</u> <u>San Francisco CA 94122</u>				Person or Business <input checked="" type="checkbox"/> 500.
<u>Blue Bear School of Music</u> <u>Fort Mason Bldg D</u> <u>San Francisco CA 94123</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 150.
<u>Holy Names University</u> <u>3500 Mountain Blvd.</u> <u>Oakland CA 94619</u>			Kennedy Center/ Master Guild Series	Person or Business <input checked="" type="checkbox"/> 500.
<u>ASHOKA</u> <u>1700 North Moore St. #2000</u> <u>Arlington VA 22209</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Berkeley Community Fund</u> <u>800 Jones Street</u> <u>Berkeley CA 94702</u>				Person or Business <input checked="" type="checkbox"/> 250.
<u>Shakespeare Santa Cruz, UCSC</u> <u>1156 High Street</u> <u>Santa Cruz CA 95064</u>		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.

Total

19,750.

Form 990-PF, Page 1, Part I

## Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Evans &amp; Rosen, LLP</u>	<u>Legal Fees</u>	<u>75.</u>	<u>0.</u>		<u>75.</u>
Total		<u>75.</u>	<u>0.</u>		<u>75.</u>

Form 990-PF, Page 1, Part I

## Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Fontanello, Duffield</u>	<u>Tax Preparation</u>	<u>2,160.</u>			<u>2,160.</u>

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Continued

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		<u>2,160.</u>		<u>2,160.</u>	

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Financial West Group	Investment Advisory Fe	<u>3,931.</u>	<u>3,931.</u>		<u>0.</u>
Leventhal Kline Mana	Management & Admin Ser	<u>6,495.</u>	<u>600.</u>		<u>5,895.</u>
Total		<u>10,426.</u>	<u>4,531.</u>		<u>5,895.</u>

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AT&T Inc.	<u>8,914.</u>	<u>8,914.</u>
Berkshire Hathaway Inc Cl B	<u>32,860.</u>	<u>32,860.</u>
France Telecom SA Spons ADR	<u>11,737.</u>	<u>11,737.</u>
H J Heinz Co	<u>10,690.</u>	<u>10,690.</u>
Hershey Co	<u>6,764.</u>	<u>6,764.</u>
Hewlett Packard Co	<u>12,878.</u>	<u>12,878.</u>
Ishares Tr KLD Select Social Index Fd	<u>13,328.</u>	<u>13,328.</u>
Norsk Hydro A S Spons ADR	<u>3,600.</u>	<u>3,600.</u>
Powershs ETF Tr Wilder Hill Clean Energy Portfolio	<u>3,223.</u>	<u>3,223.</u>
Royce Value Trust Inc 5.9%	<u>12,210.</u>	<u>12,210.</u>
Statoil Hydro ASA Spon ADR	<u>9,167.</u>	<u>9,167.</u>
Verizon Communications	<u>8,283.</u>	<u>8,283.</u>
Washington Mutual Inc	<u>33.</u>	<u>33.</u>
Ventas Inc	<u>12,203.</u>	<u>12,203.</u>
Total	<u>145,890.</u>	<u>145,890.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
MBIA Inc Global Notes	<u>28,779.</u>	<u>28,779.</u>

Form 990-PF, Page 2, Part II, Line 10c

Continued

**L-10c Stmt**

<b>Line 10c - Investments - Corporate Bonds:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
Total	<u>28,779.</u>	<u>28,779.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
Neuberger Berman Soc Resp Inv	19,445.	19,445.
New Alternatives Fd	11,296.	11,296.
Parnassus Equity Income	35,369.	35,369.
Pax World Balanced Fd	46,043.	46,043.
Bank of America Mtg Sec Series 2003-4 Class 1A15	19,792.	19,792.
Washington Mutual Mtg Sec Series 2003-S5 Class 1A6	29,951.	29,951.
Total	<u>161,896.</u>	<u>161,896.</u>

Additional Information For Tax Return

The Leo J. & Celia Carlin Fund

94-3143163

Form 990-PF, p5: Line 1a(4) Yes

During 2009, Alexander Carlin was compensated \$3,000 as a Stipend in his capacity as a Director of the Foundation. Payment for such services if reasonable and necessary to carry out the exempt purposes of the Foundation, as they are in this case, are excluded from the self-dealing rules under Reg. 53.4941 (d) - 3(c).