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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

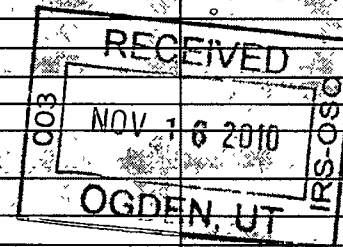
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the 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 (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.		
	5a Gross rents	0.	0.		
	b Net rental income or (loss)	0.	0.		
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	11,893.	11,893.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	3,000.			3,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	75.	0.		75.
	b Accounting fees (attach sch) L-16b Stmt	2,160.	0.		2,160.
	c Other prof fees (attach sch) L-16c Stmt	10,426.	4,531.		5,895.
	17 Interest				
	18 Taxes (attach schedule)(see instr) Excise Tax	42.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	192.			192.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	207.			207.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,102.	4,531.		11,529.
	25 Contributions, gifts, grants paid	23,400.			23,500.
26 Total expenses and disbursements. Add lines 24 and 25	39,502.	4,531.		35,029.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-27,609.				
b Net investment income (if negative, enter -0-)		7,362.			
c Adjusted net income (if negative, enter -0-)					



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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
A S S E T S	1 Cash – non-interest-bearing	4,534.	5,651.	5,651.
	2 Savings and temporary cash investments	98,472.	90,480.	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.	0.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)	0.	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.	0.
	9 Prepaid expenses and deferred charges	1,910.	1,868.	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.	145,890.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	28,241.	28,779.	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.	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.	1,109.	
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	420,495.	435,673.	435,673.	
L I A B I L I T I E S	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.	
N E T A S S E T S O R F U N D B A L A N C E S	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.

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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 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
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		1	74.
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-)		2	0.
3 Add lines 1 and 2		3	74.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	74.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,868.	
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	1,868.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,794.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Leventhal Kline Management Inc.</u> Telephone no <u>(510) 841-4123</u> Located at <u>127 University Avenue</u> <u>Berkeley</u> <u>CA</u> ZIP + 4 <u>94710</u>			
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
1 a 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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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?**6b**

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	1a	398,464.
b	Average of monthly cash balances	1b	5,976.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	404,440.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	404,440.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,067.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	398,373.
6	Minimum investment return. Enter 5% of line 5	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	1	19,919.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	74.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	74.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	19,845.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,845.
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	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	1a	35,029.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	35,029.
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	74.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				19,845.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	44,169.			
b From 2005	49,377.			
c From 2006	33,381.			
d From 2007	36,137.			
e From 2008	33,276.			
f Total of lines 3a through e	196,340.			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 35,029.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				19,845.
e Remaining amount distributed out of corpus	15,184.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	211,524.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	44,169.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	167,355.			
10 Analysis of line 9				
a Excess from 2005	49,377.			
b Excess from 2006	33,381.			
c Excess from 2007	36,137.			
d Excess from 2008	33,276.			
e 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

- | | | | | | |
|--|----------|---------------|----------|----------|-----------|
| 1 If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling _____ ▶ | | | | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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 | | | |
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a 'Assets' alternative test — enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test — enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- 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 |
| b The form in which applications should be submitted and information and materials they should include: | N/A |
| c Any submission deadlines: | N/A |
| d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, etc.: | N/A |

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
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.
Total			3a	23,500.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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

[illegible]

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
Postage & Delivery	20.			20.
Telephone & Communications	20.			20.
Bank & Credit Card Fees	36.			36.
Taxes & Filing Fees	30.			30.
Payroll Service Fee	101.			101.
Total	207.			207.

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	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Disability Rights Advocates 2001 Center St., 4th Floor Berkeley CA 94704		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Americans United for Sep Church & State 518 C Street NE Washington DC 20002		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
Human Rights Watch 350 Fifth Ave, 34th Floor New York NY 10118		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 50.
Orangutan Foundation Int 824 Wellesley Avenue Los Angeles CA 90049		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Bay Area Women's and Children's Center 318 Leavenworth Street San Francisco CA 94102		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Parkinson's Institute 675 Almanor Avenue Sunnyvale CA 94085		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 350.
KALW-Radio 500 Mansell Street San Francisco CA 94134		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
KQED 2601 Mariposa Street San Francisco CA 94110		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Center for Media and Democracy 520 University Ave #227 Madison WI 53703		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Democracy Now! PO Box 693 New York 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	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Ins for Social and Cultural Comm 18 Millfield Street Woods Hole MA 02543		509(a)1	To Support Z-Magazine	Person or Business <input checked="" type="checkbox"/> 100.
Int'l Society for Ecology and Culture PO Box 9475 Berkeley CA 94709		509(a)1	To Support TUC Radio	Person or Business <input checked="" type="checkbox"/> 1,500.
Magic Theater Fort Mason Bldg D San Francisco CA 94123		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Aurora Theater Co. 2081 Addison Street Berkeley CA 94704		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
San Francisco Playhouse 588 Sutter Street #318 San Francisco CA 94102		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 2,000.
Shotgun Players 1901 Ashby Street Berkeley CA 94704		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Squaw Valley Comm of Writers PO Box 1416 Nevada City CA 95959		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
Darkroom Productions PO Box 1060 Suisun City CA 9458-5		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
Aurora Theater Co. 2081 Addison Street Berkeley CA 94704		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
A Traveling Jewish Theater 499 Alabama St. #127 San Francisco CA 94110		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
CA Shakespeare Theater 701 Heinz Avenue Berkeley CA 94710		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
PlayGround 268 Bush Street #2912 San Francisco CA 94104		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 250.
Theater Bay Area 870 Market Street #375 San Francisco CA 94102		509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Bay State Ventures, Inc. 502 S. Kenwood Avenue Baltimore MD 21224		509(a)1	Support Production of "Suzanne Shepherd- A Gift of Fire"	Person or Business <input checked="" type="checkbox"/> 300.
Fine Arts Museum of SF 50 Tea Garden Drive San Francisco CA 94115		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	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
SF Museum of Modern Art 151 Third Street San Francisco CA 94103		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
SF Performing Arts Library and Museum 401 Van Ness Ave, 4th Floor San Francisco CA 94102		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Art Institute of Chicago 111 South Michigan Ave Chicago IL 60603		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Oakland Museum 1000 Oak Street Oakland CA 94607		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Brown University 38 Brown Street Providence RI 02912		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Harvard College Fund 124 Mount Auburn St. Cambridge MA 02138		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
University of Chicago 1126 E. 59th #110 Chicago IL 60637		509(a) 1	Morton Grodzins Fellowship Fund	Person or Business <input checked="" type="checkbox"/> 500.
University of Chicago 1126 E. 59th #110 Chicago IL 60637		509(a) 1	College Fund	Person or Business <input checked="" type="checkbox"/> 500.
Yale University PO Box 1890 New Haven CT 06508		509(a) 1	Drama School Support	Person or Business <input checked="" type="checkbox"/> 500.
Yale University PO Box 1890 New Haven CT 06508		509(a) 1	Law School Support	Person or Business <input checked="" type="checkbox"/> 250.
Edible Schoolyard 1781 Rose Street Berkeley CA 94703		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
Francis W. Parker School 330 W. Weber Avenue Chicago IL 60614		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
H.E.A.R. 1405 Lyon Street San Francisco CA 94115		509(a) 1	General Support	Person or Business <input checked="" type="checkbox"/> 300.
Richmond College Prep Schools PO Box 2814 Richmond CA 94802		509(a) 1	General Support	Person or Business <input type="checkbox"/> 500.
Berkeley Symphony Orchestra 1942 University Ave #207 Berkeley CA 94704		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	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Symphony Parnassus</u>				Person or <input type="checkbox"/>
<u>PO Box 225297</u>				Business <input checked="" type="checkbox"/>
<u>San Francisco CA 94122</u>		509(a) 1	General Support	500.
<u>Blue Bear School of Music</u>				Person or <input type="checkbox"/>
<u>Fort Mason Bldg D</u>				Business <input checked="" type="checkbox"/>
<u>San Francisco CA 94123</u>		509(a) 1	General Support	150.
<u>Holy Names University</u>			<u>Kennedy Center/</u>	Person or <input type="checkbox"/>
<u>3500 Mountain Blvd.</u>			<u>Master Guild</u>	Business <input checked="" type="checkbox"/>
<u>Oakland CA 94619</u>		509(a) 1	Series	500.
<u>ASHOKA</u>				Person or <input type="checkbox"/>
<u>1700 North Moore St. #2000</u>				Business <input checked="" type="checkbox"/>
<u>Arlington VA 22209</u>		509(a) 1	General Support	250.
<u>Berkeley Community Fund</u>				Person or <input type="checkbox"/>
<u>800 Jones Street</u>				Business <input checked="" type="checkbox"/>
<u>Berkeley CA 94702</u>		509(a) 1	General Support	250.
<u>Shakespeare Santa Cruz, UCSC</u>				Person or <input type="checkbox"/>
<u>1156 High Street</u>				Business <input checked="" type="checkbox"/>
<u>Santa Cruz CA 95064</u>		509(a) 1	General Support	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 & 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

Continued

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
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	3,931.	3,931.		0.
Leventhal Kline Mana	Management & Admin Ser	6,495.	600.		5,895.
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.	8,914.	8,914.
Berkshire Hathaway Inc Cl B	32,860.	32,860.
France Telecom SA Spons ADR	11,737.	11,737.
H J Heinz Co	10,690.	10,690.
Hershey Co	6,764.	6,764.
Hewlett Packard Co	12,878.	12,878.
Ishares Tr KLD Select Social Index Fd	13,328.	13,328.
Norsk Hydro A S Spons ADR	3,600.	3,600.
Powershs ETF Tr Wilder Hill Clean Energy Portfolio	3,223.	3,223.
Royce Value Trust Inc 5.9%	12,210.	12,210.
Statoil Hydro ASA Spon ADR	9,167.	9,167.
Verizon Communications	8,283.	8,283.
Washington Mutual Inc	33.	33.
Ventas Inc	12,203.	12,203.
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	28,779.	28,779.

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

Continued

L- 10c Stmt

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

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
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).