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

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

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) 127 University Avenue		B Telephone number (see the instructions) (510) 841-4123						
City or town Berkeley	State CA	ZIP code 94710						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial Return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
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<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <table border="0"> <tr> <td><input type="checkbox"/> Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>			<input 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			
<input 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								
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 402,475.		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)						
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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 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 Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	0.	0.		
	4 Dividends and interest from securities	9,192.	9,192.		
	5a Gross rents	0.	0.		
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-4,316.			
	b Gross sales price for all assets on line 6a	47,104.			
	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)	0.				
11 Other income (attach schedule)	None	0.			
12 Total. Add lines 1 through 11	4,876.	9,192.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	0.	0.	0.	0.
	15 Pension plans, employee benefits	0.	0.	0.	0.
	16a Legal fees (attach schedule)	0.	0.	0.	0.
	b Accounting fees (attach sch) L-16b Stmt.	1,849.	0.	0.	1,849.
	c Other prof fees (attach sch) L-16c Stmt.	10,455.	4,555.	0.	5,900.
	17 Interest	0.	0.	0.	0.
	18 Taxes (attach schedule)(see instrs) Excise Tax.	41.	0.	0.	0.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	281.	0.	0.	0.
	22 Printing and publications	0.	0.	0.	0.
	23 Other expenses (attach schedule) See Line 23 Stmt	88.	0.	0.	88.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,714.	4,555.	0.	7,837.
25 Contributions, gifts, grants paid	21,850.			21,850.	
26 Total expenses and disbursements. Add lines 24 and 25	34,564.	4,555.	0.	29,687.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-29,688.				
b Net investment income (if negative, enter -0-)		4,637.			
c Adjusted net income (if negative, enter -0-)			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		
ASSETS	1	Cash — non-interest-bearing		1,552.	3,766.	3,766.
	2	Savings and temporary cash investments		82,202.	68,369.	68,369.
	3	Accounts receivable	0.			
		Less: allowance for doubtful accounts	0.	0.	0.	0.
	4	Pledges receivable	0.			
		Less: allowance for doubtful accounts	0.	0.	0.	0.
	5	Grants receivable		0.	0.	0.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0.	0.	0.
	7	Other notes and loans receivable (attach sch)		0.	0.	0.
		Less: allowance for doubtful accounts		0.	0.	0.
	8	Inventories for sale or use		0.	0.	0.
	9	Prepaid expenses and deferred charges		1,686.	1,645.	1,645.
	10a	Investments — U.S. and state government obligations (attach schedule)		0.	0.	0.
		b Investments — corporate stock (attach schedule) L-10b Stmt		177,652.	215,399.	215,399.
		c Investments — corporate bonds (attach schedule)		0.	0.	0.
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)		0.	0.	0.
12		Investments — mortgage loans		0.	0.	0.
13		Investments — other (attach schedule) L-13 Stmt		132,901.	113,296.	113,296.
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)		0.	0.	0.
15		Other assets (describe)		0.	0.	0.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		395,993.	402,475.	402,475.
17		Accounts payable and accrued expenses		0.	281.	
18		Grants payable		0.	0.	
NET FUND ASSETS OR	19	Deferred revenue		0.	0.	
	20	Loans from officers, directors, trustees, & other disqualified persons		0.	0.	
	21	Mortgages and other notes payable (attach schedule)		0.	0.	
	22	Other liabilities (describe)		0.	0.	
	23	Total liabilities (add lines 17 through 22)		0.	281.	
		Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		395,993.	402,194.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
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 instructions)		395,993.	402,194.		
31	Total liabilities and net assets/fund balances (see instructions)		395,993.	402,475.		

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	395,993.
2	Enter amount from Part I, line 27a	2	-29,688.
3	Other increases not included in line 2 (itemize) <u>FMV Adjustment of Investments</u>	3	35,889.
4	Add lines 1, 2, and 3	4	402,194.
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	402,194.

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 Sales of Publicly Traded Stocks		P	Various	Various
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 47,104.	0.	51,420.	-4,316.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-4,316.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-4,316.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-4,316.

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))
2011	31,450.	416,176.	0.075569
2010	33,949.	411,959.	0.082409
2009	34,955.	398,373.	0.087744
2008	57,884.	497,446.	0.116362
2007	102,801.	1,365,310.	0.075295

2 Total of line 1, column (d)	2	0.437379
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	0.087476
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	397,238.
5 Multiply line 4 by line 3	5	34,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46.
7 Add lines 5 and 6	7	34,795.
8 Enter qualifying distributions from Part XII, line 4	8	29,687.

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 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	93.
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	93.
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	93.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 1,645.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c 0.		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,645.	
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	1,552.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 1,552. Refunded	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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		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? If 'Yes,' attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of ▶ 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	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶				X

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (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 instructions)?	1 b	X
	Organizations relying on a current notice regarding disaster assistance check here <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 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 instructions.)	2 b	
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 __		
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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

5 a 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)?

5 b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870

7 a 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?

7 b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 2.00	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 2.00	0.	0.	0.

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

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

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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Form 990-PF (2012)

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	1 a	330,975.
b	Average of monthly cash balances	1 b	72,312.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	403,287.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	403,287.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,049.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	397,238.
6	Minimum investment return. Enter 5% of line 5	6	19,862.

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	19,862.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	93.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	0.
c	Add lines 2a and 2b	2 c	93.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,769.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,769.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	19,769.

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	1 a	29,687.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	0.
b	Cash distribution test (attach the required schedule)	3 b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	29,687.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,687.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				19,769.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2012				
a From 2007	36,137.			
b From 2008	33,276.			
c From 2009	15,184.			
d From 2010	13,459.			
e From 2011	10,682.			
f Total of lines 3a through e	108,738.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 29,687.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)	0.	See Statement		
d Applied to 2012 distributable amount				19,769.
e Remaining amount distributed out of corpus	9,918.			
5 Excess distributions carryover applied to 2012 (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	118,656.			
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 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	36,137.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	82,519.			
10 Analysis of line 9				
a Excess from 2008	33,276.			
b Excess from 2009	15,184.			
c Excess from 2010	13,459.			
d Excess from 2011	10,682.			
e Excess from 2012	9,918.			

BAA

Form 990-PF (2012)

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation 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 or e-mail 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, or other factors

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				
Asso for Care & Balanced Dev of Debniki SW Jacka 24/7 30-364 Krakow, Poland	N/A	Foreign Equiv Charity	General Support	300.
UC Berkeley Botanical Garden 200 Centennial Drive Berkeley CA 94704	N/A	Publicly Supported 509(a)1	General Support	200.
Earth Island Institute/CoalSwarm 2150 Allston Way, Ste 560 Berkeley CA 94704	N/A	Publicly Supported 509(a)1	General Support	300.
Ploughshares Fund Fort Mason Center Bldg. B. Ste.330 San Francisco CA 94123	N/A	Publicly Supported 509(a)1	General Support	500.
People's Rights Fund 55 W. 17th Street, Rm 500 New York NY 10011	N/A	509(a)2 Publicly Supported	General Support	100.
NARAL Pro-Choice America 1156 15th Street Washington DC 20005	N/A	509(a)1	General Support	1,000.
Disability Rights Advocates 2001 Center Street, 4th Floor Berkeley CA 94701	N/A	509(a)2 Publicly Supported	General Support	100.
Southern Poverty Law Center Inc PO Box 548 Montgomery AL 36101	N/A	509(a)1	General Support	100.
Public Advocates 131 Steuart St, Ste 300 San Francisco CA 94105	N/A	Publicly Supported 509(a)1	General Support	250.
See Line 3a statement				19,000.
Total			3 a	21,850.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	9,192.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18	-4,316.	
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)				4,876.	
13 Total. Add line 12, columns (b), (d), and (e)				13	4,876.

(See worksheet in line 13 instructions 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	21.	0.	0.	21.
Telephone & Communications	20.	0.	0.	20.
Bank & Credit Card Fees	37.	0.	0.	37.
Taxes & Filing Fees	10.	0.	0.	10.
Amortization	0.	0.	0.	0.
Total	88.	0.	0.	88.

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				
California Lawyers for the Arts Fort Mason Center, C-255 San Francisco CA 94123	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Americans United for Sep Church & State 1301 K Street, NW #850 East Tower Washington DC 20005	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
ACLU Foundation for Northern California 39 Drumm Street San Francisco CA 94111	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
Center for Constitutional Rights 666 Broadway, 7th Floor New York NY 10012	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
Orangutan Foundation International 824 Wellesley Avenue Los Angeles CA 90049	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Planned Parenthood of Shasta Diablo 2185 Pacheco Street Concord CA 94520	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
National Multiple Sclerosis Society 1700 Owen Street, Ste 190 San Francisco CA 94158	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
Jewish Family & Childrens Svc of EB 2484 Shattuck Ave, Ste 210 Berkeley CA 94704	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
Berkeley Food & Housing Project 2362 Bancroft Way Berkeley CA 94704	N/A	509(a)2	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
Bay Area Women's & Children's Center 318 Leavenworth Street San Francisco CA 94102	N/A	Publicly Supported 509(a)1	General Support	Person or Business <input type="checkbox"/> <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				
Parkinson's Institute		Publicly		Person or <input type="checkbox"/>
675 Almanor Avenue		Supported		Business <input checked="" type="checkbox"/>
Sunnyvale CA 94085	N/A	509(a)1	General Support	100.
Haight Ashbury Free Clinics		Publicly		Person or <input type="checkbox"/>
PO Box 29917		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94129	N/A	509(a)1	General Support	300.
The Alameda County Community Food Bank		Publicly		Person or <input type="checkbox"/>
PO Box 2599		Supported		Business <input checked="" type="checkbox"/>
Oakland CA 94614	N/A	509(a)1	General Support	100.
KQED		Publicly		Person or <input type="checkbox"/>
2601 Mariposa Street		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94110	N/A	509(a)1	General Support	200.
Center for Media and Democracy		Publicly		Person or <input type="checkbox"/>
520 University Ave #227		Supported		Business <input checked="" type="checkbox"/>
Madison WI 53703	N/A	509(a)1	General Support	300.
Democracy Now!		Publicly		Person or <input type="checkbox"/>
PO Box 693		Supported		Business <input checked="" type="checkbox"/>
New York NY 10013	N/A	509(a)1	General Support	500.
Ins for Social and Cultural Comm		Publicly		Person or <input type="checkbox"/>
18 Millfield Street		Supported	To Support	Business <input checked="" type="checkbox"/>
Woods Hole MA 02543	N/A	509(a)1	Z-Magazine	100.
Int'l Society for Ecology and Culture		Publicly		Person or <input type="checkbox"/>
PO Box 9475		Supported	To Support	Business <input checked="" type="checkbox"/>
Berkeley CA 94709	N/A	509(a)1	TUC Radio	500.
Media Freedom Foundation		Publicly		Person or <input type="checkbox"/>
1929 Martin Luther King Jr Way		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)1	To Support Flashpoints	500.
KALW-Radio		Publicly		Person or <input type="checkbox"/>
500 Mansell Street		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94134	N/A	509(a)1	General Support	200.
PlayGround		Publicly		Person or <input type="checkbox"/>
268 Bush Street, #2912		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94104	N/A	509(a)1	General Support	200.
Stagebridge				Person or <input type="checkbox"/>
2501 Harrison Street				Business <input checked="" type="checkbox"/>
Oakland CA 94612	N/A	509(a)2	General Support	200.
San Francisco Playhouse				Person or <input type="checkbox"/>
588 Sutter Street #318				Business <input checked="" type="checkbox"/>
San Francisco CA 94102	N/A	509(a)2	General Support	1,000.
Shotgun Players				Person or <input type="checkbox"/>
1901 Ashby Street				Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)2	General Support	500.
Aurora Theatre Co				Person or <input type="checkbox"/>
2081 Addison Street				Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)2	General Support	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				
Theatre Bay Area				Person or <input type="checkbox"/>
870 Market Street #375				Business <input checked="" type="checkbox"/>
San Francisco CA 94102	N/A	509(a)2	General Support	350.
San Francisco Mime Troupe				Person or <input type="checkbox"/>
855 Treat Avenue				Business <input checked="" type="checkbox"/>
San Francisco CA 94110	N/A	509(a)2	General Support	1,000.
Playwrights Foundation Inc.		Publicly		Person or <input type="checkbox"/>
2419 Dowling Place		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94705	N/A	509(a)1	General Support	100.
Fractured Atlas Productions Inc			To Support	Person or <input type="checkbox"/>
248 E. 35th St. Rm 1202			Symmetry Theatre	Business <input checked="" type="checkbox"/>
New York NY 10016	N/A	509(a)2	matching campaign	200.
California Shakespeare Theatre				Person or <input type="checkbox"/>
701 Heinz Avenue				Business <input checked="" type="checkbox"/>
Berkeley CA 94710	N/A	509(a)2	General Support	200.
Magic Theater		Publicly		Person or <input type="checkbox"/>
Bldg D-Fort Mason		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94123	N/A	509(a)1	General Support	100.
Chrysalis Theatre Company Inc		Publicly		Person or <input type="checkbox"/>
605 W. 111th Street, Apt 31		Supported		Business <input checked="" type="checkbox"/>
New York NY 10025	N/A	509(a)1	General Support	500.
Grabhorn Institute		Publicly		Person or <input type="checkbox"/>
1802 Hays Street		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94129	N/A	509(a)1	General Support	100.
Squaw Valley Community of Writers				Person or <input type="checkbox"/>
PO Box 1416				Business <input checked="" type="checkbox"/>
Nevada City CA 95959	N/A	509(a)2	General Support	100.
Berkeley Art Center Association		Publicly		Person or <input type="checkbox"/>
1275 Walnut Street		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94709	N/A	509(a)1	General Support	200.
Just Theater		Publicly		Person or <input type="checkbox"/>
2419 Dowling Place		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94705	N/A	509(a)1	General Support	300.
Berekeley Public Library Fdn		Publicly		Person or <input type="checkbox"/>
2090 Kittredge Street		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)1	General Support	500.
Richmond College Prep Schools				Person or <input type="checkbox"/>
PO Box 2814		School		Business <input checked="" type="checkbox"/>
Richmond CA 94802	N/A	509(a)1	General Support	500.
Winnarainbow Inc.				Person or <input type="checkbox"/>
1301 Henry Street				Business <input checked="" type="checkbox"/>
Berkeley CA 94709	N/A	509(a)2	General Support	300.
Berkeley Public Library Fdn		Publicly	For Neighborhood	Person or <input type="checkbox"/>
2090 Kittredge Street		Supported	Libraries	Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)1	Campaign	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				
Brown University				Person or <input type="checkbox"/>
38 Brown Street		School		Business <input checked="" type="checkbox"/>
Providence RI 02912	N/A	509(a)1	General Support	500.
Harvard College Fund				Person or <input type="checkbox"/>
124 Mount Auburn Street		School		Business <input checked="" type="checkbox"/>
Cambridge MA 02138	N/A	509(a)1	General Support	1,000.
University of Chicago				Person or <input type="checkbox"/>
1126 East 59th, Ste 110		School		Business <input checked="" type="checkbox"/>
Chicago IL 60637	N/A	509(a)1	College Fund	500.
University of Chicago			Morten Grodzins	Person or <input type="checkbox"/>
1126 East 59th, Ste 110		School	Fellowship	Business <input checked="" type="checkbox"/>
Chicago IL 60637	N/A	509(a)1	Fund	500.
Edible Schoolyard		Publicly		Person or <input type="checkbox"/>
1781 Rose Street		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94703	N/A	509(a)1	General Support	100.
H.E.A.R.		Publicly		Person or <input type="checkbox"/>
1405 Lyons Street		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94115	N/A	509(a)1	General Support	300.
ALICE-Arts & Literacy in Children's Ed		Publicly		Person or <input type="checkbox"/>
725 Washington Street, Ste 311		Supported		Business <input checked="" type="checkbox"/>
Oakland CA 94607	N/A	509(a)1	General Support	200.
Berkeley Symphony Orchestra				Person or <input type="checkbox"/>
1942 University Avenue Ste 207				Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)2	General Support	1,000.
Holy Names University			Kennedy Center/	Person or <input type="checkbox"/>
3500 Mountain Blvd		School	Master Guild	Business <input checked="" type="checkbox"/>
Oakland CA 94619	N/A	509(a)1	Series	500.
Mill Valley Philharmonic		Publicly		Person or <input type="checkbox"/>
611 Springfield Way		Supported		Business <input checked="" type="checkbox"/>
Mill Valley CA 94941	N/A	509(a)1	General Support	250.
Blue Bear School of Music				Person or <input type="checkbox"/>
Fort Mason Ctr, Bldg D		School		Business <input checked="" type="checkbox"/>
San Francisco CA 94122	N/A	509(a)1	General Support	100.
Symphony Parnassus		Publicly		Person or <input type="checkbox"/>
PO Box 225297		Supported		Business <input checked="" type="checkbox"/>
San Francisco CA 94122	N/A	509(a)1	General Support	250.
Berkeley Community Fund		Publicly		Person or <input type="checkbox"/>
2111 Martin Luther King Jr Way		Supported		Business <input checked="" type="checkbox"/>
Berkeley CA 94704	N/A	509(a)1	General Support	200.
Pacific Lutheran Theological Seminary				Person or <input type="checkbox"/>
2770 Marin Avenue		Church		Business <input checked="" type="checkbox"/>
Berkeley CA 94708	N/A	509(a)1	General Support	100.
Yale University				Person or <input type="checkbox"/>
157 Church Street		School	To Support	Business <input checked="" type="checkbox"/>
New Haven CT 06510	N/A	509(a)1	Law School	250.

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				
Yale University				Person or <input type="checkbox"/>
157 Church Street		School	To Support	Business <input checked="" type="checkbox"/>
New Haven CT 06510	N/A	509(a)1	Drama School	500.

Total

19,000.

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
Leventhal Kline Mgmt Inc	Tax Preparation	1,849.	0.	0.	1,849.
Total		<u>1,849.</u>	<u>0.</u>	<u>0.</u>	<u>1,849.</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
Leventhal Kline Mgmt Inc.	Management & Admin Services	6,000.	600.	0.	5,400.
Financial West Group	Investment Advisory Fees	3,955.	3,955.	0.	0.
Steve Horn	Program Consulting	500.	0.	0.	500.
Total		<u>10,455.</u>	<u>4,555.</u>	<u>0.</u>	<u>5,900.</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.	10,720.	10,720.
Berkshire Hathaway Inc Cl B	44,850.	44,850.
CIA Saneamento Basico de Sao Paulo	8,357.	8,357.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Fidelity National Fin Inc	15,943.	15,943.
Hawaiian Elec Inds Discretion	10,232.	10,232.
HJ Heinz Co	14,420.	14,420.
Hershey Co	13,650.	13,650.
Hewlett Packard Co	3,562.	3,562.
Ishares Tr MSCI USA Select Social Index Fd	16,138.	16,138.
National Grid New ADR	5,974.	5,974.
Norsk Hydro A S Spons ADR	2,139.	2,139.
Portland Gen Elec Co Com New	11,655.	11,655.
Statoil Hydro ASA Spon ADR	9,215.	9,215.
Thomson-Reuters Co Com NPV	10,752.	10,752.
Verizon Communications	10,818.	10,818.
Ventas Inc	18,057.	18,057.
Vodaphone Group Spon ADR	8,917.	8,917.
Total	<u>215,399.</u>	<u>215,399.</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
Parnassus Equity Income	45,846.	45,846.
Pax World Balanced Fund	56,280.	56,280.
Pax World High Yield Bond Indiv	5,571.	5,571.
Templeton Global Bond Cl A	5,599.	5,599.
Total	<u>113,296.</u>	<u>113,296.</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits***Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Leo J. & Celia Carlin Fund	94-3143163
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	127 University Avenue	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Berkeley	CA 94710

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Leventhal Kline Management Inc.

Telephone No ▶ (510) 841-4123 FAX No ▶ (510) 841-4093

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year 20 12 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3 a \$	93.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3 b \$	1,645.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3 c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.