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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 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 ZIP code CA 94710
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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
I Fair market value of all assets at end of year (from Part II, column (c), line 16)	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)
► \$ 402,475.		

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)
R E V E N U E	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.	0.	0.		
	4 Dividends and interest from securities	9,192.	9,192.		
	5 a Gross rents	0.	0.		
	b Net rental income or (loss)				
	6 a 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.				
	10 a 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.	0.		
12 Total. Add lines 1 through 11	4,876.	9,192.	0.		
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	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.
	16 a 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
A S S E T S	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.
	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 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	1,686.	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.
L I A B I L I T E S	11	Investments – land, buildings, and equipment basis	0.		
		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	0.		
		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.	
	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.	
N F E U N D A S S E T A L S A C C R E		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	395,993.	402,194.	
	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 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)
1a 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) 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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a			-4,316.		
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	-4,316.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)					
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	-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 (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?	1 a	X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X	
<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>			
c Did the foundation file Form 1120-POL for this year?	1 c	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? <i>If 'Yes,' attach a detailed description of the activities.</i>	2	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 <i>conformed copy of the changes</i>	3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 a	X	
4 b			
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>	5	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?	6	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.	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA - California	8 b	X	
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 <i>General Instruction G</i> ? If 'No,' attach explanation	9	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	10	X	
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses			

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Part VII-A Statements Regarding Activities (continued)

11	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 ▶ <u>Ieventhal Kline Management Inc.</u> Telephone no ▶ (510) 841-4123 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 ▶ <input type="checkbox"/> 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
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

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)?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?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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 VII 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		

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	
2		0.
3		
4		

[Part IX-B] Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		0.

All other program-related investments See instructions

Total. Add lines 1 through 3

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BAA

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:			0.	
a Enter amount for 2011 only				
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.			

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

N/A

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. ►

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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)(ii)					
(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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
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 Publicly Supported	General Support	300.
UC Berkeley Botanical Garden 200 Centennial Drive Berkeley CA 94704	N/A	509(a)1 Publicly Supported	General Support	200.
Earth Island Institute/CoalSwarm 2150 Allston Way, Ste 560 Berkeley CA 94704	N/A	509(a)1 Publicly Supported	General Support	300.
Ploughshares Fund Fort Mason Center Bldg. B. Ste.330 San Francisco CA 94123	N/A	509(a)1 Publicly Supported	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 Publicly Supported	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 Publicly Supported	General Support	100.
Public Advocates 131 Steuart St, Ste 300 San Francisco CA 94105	N/A	509(a)1 Publicly Supported	General Support	250.
See Line 3a statement				19,000.
Total			► 3a	21,850.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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.

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

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign
Here**

Jessica E. Gerlin

10/27/13

Date

President

May the IRS discuss this return with the preparer shown below (see instructions)?

Paid	Jane M. Hu, CPA	Jane M. Hu, CPA	10/30/13	self-employed	P01286192
Preparer	Firm's name ► Leventhal/Kline Management Inc.			Firm's EIN ► 94-3292172	
Use Only	Firm's address ► 127 University Avenue Berkeley			Phone no (510) 841-4123	

BAA

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

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Postage & Delivery</u>	21.	0.	0.	21.
<u>Telephone & Communications</u>	20.	0.	0.	20.
<u>Bank & Credit Card Fees</u>	37.	0.	0.	37.
<u>Taxes & Filing Fees</u>	10.	0.	0.	10.
<u>Amortization</u>	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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>California Lawyers for the Arts</u> <u>Fort Mason Center, C-255</u> <u>San Francisco CA 94123</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Americans United for Sep Church & State</u> <u>1301 K Street, NW #850 East Tower</u> <u>Washington DC 20005</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>ACLU Foundation for Northern California</u> <u>39 Drumm Street</u> <u>San Francisco CA 94111</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Center for Constitutional Rights</u> <u>666 Broadway, 7th Floor</u> <u>New York NY 10012</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>Orangutan Foundation International</u> <u>824 Wellesley Avenue</u> <u>Los Angeles CA 90049</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Planned Parenthood of Shasta Diablo</u> <u>2185 Pacheco Street</u> <u>Concord CA 94520</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 250.
<u>National Multiple Sclerosis Society</u> <u>1700 Owen Street, Ste 190</u> <u>San Francisco CA 94158</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Jewish Family & Childrens Svc of EB</u> <u>2484 Shattuck Ave, Ste 210</u> <u>Berkeley CA 94704</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>Berkeley Food & Housing Project</u> <u>2362 Bancroft Way</u> <u>Berkeley CA 94704</u>	----- ----- N/A	----- ----- 509(a)2	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Bay Area Women's & Children's Center</u> <u>318 Leavenworth Street</u> <u>San Francisco CA 94102</u>	----- ----- N/A	Publicly Supported 509(a)1	----- ----- General Support	Person or Business <input checked="" type="checkbox"/> 100.

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Parkinson's Institute</u> 675 Almanor Avenue Sunnyvale CA 94085	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Haight Ashbury Free Clinics</u> PO Box 29917 San Francisco CA 94129	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>The Alameda County Community Food Bank</u> PO Box 2599 Oakland CA 94614	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>KQED</u> 2601 Mariposa Street San Francisco CA 94110	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>Center for Media and Democracy</u> 520 University Ave #227 Madison WI 53703	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Democracy Now!</u> PO Box 693 New York NY 10013	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Ins for Social and Cultural Comm</u> 18 Millfield Street Woods Hole MA 02543	----- N/A	Publicly Supported 509(a)1	To Support Z-Magazine	Person or Business <input checked="" type="checkbox"/> 100.
<u>Int'l Society for Ecology and Culture</u> PO Box 9475 Berkeley CA 94709	----- N/A	Publicly Supported 509(a)1	To Support TUC Radio	Person or Business <input checked="" type="checkbox"/> 500.
<u>Media Freedom Foundation</u> 1929 Martin Luther King Jr Way Berkeley CA 94704	----- N/A	Publicly Supported 509(a)1	To Support Flashpoints	Person or Business <input checked="" type="checkbox"/> 500.
<u>KALW-Radio</u> 500 Mansell Street San Francisco CA 94134	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>PlayGround</u> 268 Bush Street, #2912 San Francisco CA 94104	----- N/A	Publicly Supported 509(a)1	----- General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>Stagebridge</u> 2501 Harrison Street Oakland CA 94612	----- N/A	----- 509(a)2	----- General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>San Francisco Playhouse</u> 588 Sutter Street #318 San Francisco CA 94102	----- N/A	----- 509(a)2	----- General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Shotgun Players</u> 1901 Ashby Street Berkeley CA 94704	----- N/A	----- 509(a)2	----- General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Aurora Theatre Co</u> 2081 Addison Street Berkeley CA 94704	----- N/A	----- 509(a)2	----- General Support	Person or Business <input checked="" type="checkbox"/> 1,000.

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Theatre Bay Area</u> <u>870 Market Street #375</u> <u>San Francisco CA 94102</u>				Person or Business <input checked="" type="checkbox"/> 350.
<u>San Francisco Mime Troupe</u> <u>855 Treat Avenue</u> <u>San Francisco CA 94110</u>	N/A	509(a)2	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Playwrights Foundation Inc.</u> <u>2419 Dowling Place</u> <u>Berkeley CA 94705</u>		Publicly Supported		Person or Business <input checked="" type="checkbox"/> 100.
<u>Fractured Atlas Productions Inc</u> <u>248 E. 35th St. Rm 1202</u> <u>New York NY 10016</u>	N/A	509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>California Shakespeare Theatre</u> <u>701 Heinz Avenue</u> <u>Berkeley CA 94710</u>				Person or Business <input checked="" type="checkbox"/> 200.
<u>Magic Theater</u> <u>Bldg D-Fort Mason</u> <u>San Francisco CA 94123</u>	N/A	Publicly Supported		Person or Business <input checked="" type="checkbox"/> 100.
<u>Chrysalis Theatre Company Inc</u> <u>605 W. 111th Street, Apt 31</u> <u>New York NY 10025</u>		Publicly Supported		Person or Business <input checked="" type="checkbox"/> 500.
<u>Grabhorn Institute</u> <u>1802 Hays Street</u> <u>San Francisco CA 94129</u>	N/A	509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>Squaw Valley Community of Writers</u> <u>PO Box 1416</u> <u>Nevada City CA 95959</u>				Person or Business <input checked="" type="checkbox"/> 100.
<u>Berkeley Art Center Association</u> <u>1275 Walnut Street</u> <u>Berkeley CA 94709</u>		Publicly Supported		Person or Business <input checked="" type="checkbox"/> 200.
<u>Just Theater</u> <u>2419 Dowling Place</u> <u>Berkeley CA 94705</u>	N/A	509(a)1	General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Berkeley Public Library Fdn</u> <u>2090 Kittredge Street</u> <u>Berkeley CA 94704</u>		Publicly Supported		Person or Business <input checked="" type="checkbox"/> 500.
<u>Richmond College Prep Schools</u> <u>PO Box 2814</u> <u>Richmond CA 94802</u>		School		Person or Business <input checked="" type="checkbox"/> 500.
<u>Winnarainbow Inc.</u> <u>1301 Henry Street</u> <u>Berkeley CA 94709</u>	N/A	509(a)2	General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Berkeley Public Library Fdn</u> <u>2090 Kittredge Street</u> <u>Berkeley CA 94704</u>		Publicly Supported	For Neighborhood Libraries	Person or Business <input checked="" type="checkbox"/> 100.
		509(a)1	Campaign	

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Brown University</u> <u>38 Brown Street</u> <u>Providence RI 02912</u>		<u>School</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Harvard College Fund</u> <u>124 Mount Auburn Street</u> <u>Cambridge MA 02138</u>	<u>N/A</u>	<u>School</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>University of Chicago</u> <u>1126 East 59th, Ste 110</u> <u>Chicago IL 60637</u>		<u>School</u> <u>509(a)1</u>	<u>College Fund</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>University of Chicago</u> <u>1126 East 59th, Ste 110</u> <u>Chicago IL 60637</u>		<u>School</u> <u>509(a)1</u>	<u>Morten Grodzins Fellowship Fund</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Edible Schoolyard</u> <u>1781 Rose Street</u> <u>Berkeley CA 94703</u>		<u>Publicly Supported</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 100.
<u>H.E.A.R.</u> <u>1405 Lyons Street</u> <u>San Francisco CA 94115</u>		<u>Publicly Supported</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 300.
<u>ALICE-Arts & Literacy in Children's Ed</u> <u>725 Washington Street, Ste 311</u> <u>Oakland CA 94607</u>		<u>Publicly Supported</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 200.
<u>Berkeley Symphony Orchestra</u> <u>1942 University Avenue Ste 207</u> <u>Berkeley CA 94704</u>		<u>509(a)2</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Holy Names University</u> <u>3500 Mountain Blvd</u> <u>Oakland CA 94619</u>		<u>School</u> <u>509(a)1</u>	<u>Kennedy Center/ Master Guild Series</u>	Person or Business <input checked="" type="checkbox"/> 500.
<u>Mill Valley Philharmonic</u> <u>611 Springfield Way</u> <u>Mill Valley CA 94941</u>		<u>Publicly Supported</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 250.
<u>Blue Bear School of Music</u> <u>Fort Mason Ctr, Bldg D</u> <u>San Francisco CA 94122</u>		<u>School</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 100.
<u>Symphony Parnassus</u> <u>PO Box 225297</u> <u>San Fracisco CA 94122</u>		<u>Publicly Supported</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 250.
<u>Berkeley Community Fund</u> <u>2111 Martin Luther King Jr Way</u> <u>Berkeley CA 94704</u>		<u>Publicly Supported</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 200.
<u>Pacific Lutheran Theological Seminary</u> <u>2770 Marin Avenue</u> <u>Berkeley CA 94708</u>		<u>Church</u> <u>509(a)1</u>	<u>General Support</u>	Person or Business <input checked="" type="checkbox"/> 100.
<u>Yale University</u> <u>157 Church Street</u> <u>New Haven CT 06510</u>		<u>School</u> <u>509(a)1</u>	<u>To Support Law School</u>	Person or Business <input checked="" type="checkbox"/> 250.

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

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year Yale University 157 Church Street New Haven CT 06510			School To Support 509(a)1 Drama School	Person or Business <input checked="" type="checkbox"/> 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.
Vodafone Group Spon ADR	8,917.	8,917.
Total	215,399.	215,399.

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	113,296.	113,296.

Application for Extension of Time To File an
Exempt Organization Return

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

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 ► Ileventhal 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, 2013, 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.