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

2013

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning

, 2013, 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, state or province, country, and ZIP or foreign postal code Berkeley CA 94710	C If exemption application is pending, check here. ► <input type="checkbox"/>
G Check all that apply <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	D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 446,164.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (attach schedule)				
2 Ck ► <input checked="" type="checkbox"/> if the foundation is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	7,946.	7,946.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	22,349.			
b Gross sales price for all assets on line 6a	33,408.			
7 Capital gain net income (from Part IV, line 2)		22,349.		
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) (attach schedule)				
11 Other income (attach schedule)	None			
12 Total. Add lines 1 through 11.	30,295.	30,295.		
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) L-16b Stmt.	1,980.			1,980.
c Other prof fees (attach schedule) L-16c Stmt.	10,651.	4,151.		6,500.
17 Interest				
18 Taxes (attach schedule) (see instructions) Excise Tax	93.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Line 23 Stmt	139.			420.
24 Total operating and administrative expenses. Add lines 13 through 23	12,863.	4,151.		8,900.
25 Contributions, gifts, grants paid	18,300.			18,300.
26 Total expenses and disbursements. Add lines 24 and 25	31,163.	4,151.		27,200.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-868.			
b Net investment income (if negative, enter -0-)		26,144.		
c Adjusted net income (if negative, enter -0-)				

12
13

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	3,766.	3,564.	3,564.
	2	Savings and temporary cash investments	68,369.	46,930.	46,930.
	3	Accounts receivable			
		Less: allowance for doubtful accounts ►	0.		
	4	Pledges receivable			
		Less: allowance for doubtful accounts ►	0.		
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0.		
	7	Other notes and loans receivable (attach sch) . ►			
		Less: allowance for doubtful accounts ►	0.		
	8	Inventories for sale or use	0.		
	9	Prepaid expenses and deferred charges	1,645.	1,552.	1,552.
	10a	Investments — U S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) . L-10b. Stmt	215,399.	261,245.	261,245.
	c	Investments — corporate bonds (attach schedule)	0.		
L I A B I L I T I E S	11	Investments — land, buildings, and equipment: basis			
		Less accumulated depreciation (attach schedule) ►	0.		
	12	Investments — mortgage loans	0.		
	13	Investments — other (attach schedule) . L-13 Stmt	113,296.	132,873.	132,873.
	14	Land, buildings, and equipment: basis . ►			
		Less accumulated depreciation (attach schedule) ►	0.		
	15	Other assets (describe ►)	0.		
	16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	402,475.	446,164.	446,164.
	17	Accounts payable and accrued expenses	281.		
	18	Grants payable	0.		
	19	Deferred revenue	0.		
	20	Loans from officers, directors, trustees, & other disqualified persons	0.		
	21	Mortgages and other notes payable (attach schedule)	0.		
	22	Other liabilities (describe ►)	0.		
	23	Total liabilities (add lines 17 through 22)	281.		
N F E U T N D A S B S A E L T A S N C O E R S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►			X	
	24	Unrestricted	402,194.	446,164.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	402,194.	446,164.	
	31	Total liabilities and net assets/fund balances (see instructions)	402,475.	446,164.	

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	402,194.
2	Enter amount from Part I, line 27a	2	-868.
3	Other increases not included in line 2 (itemize) ► <u>Increase in market value of investments</u>	3	44,838.
4	Add lines 1, 2, and 3	4	446,164.
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	446,164.

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 Publicly Traded Stocks			P	various	various
b Publicly traded mutual funds			P	various	various
c Mutual fund capital gain distributions			P	various	various
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 18,125.		5,296.	12,829.		
b 5,449.		5,763.	-314.		
c 9,834.		0.	9,834.		
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 0.	0.	0.	12,829.		
b			-314.		
c 0.	0.	0.	9,834.		
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	22,349.	
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	22,349.	

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))
2012	29,687.	397,238.	0.074734
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
2 Total of line 1, column (d)			2 0.436818
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 0.087364
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 422,138.
5 Multiply line 4 by line 3			5 36,880.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 261.
7 Add lines 5 and 6			7 37,141.
8 Enter qualifying distributions from Part XII, line 4			8 27,200.

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)	1	523.
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	2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	523.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	523.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	6	Credits/Payments:
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6 a	1,552.
6	Credits/Payments:	6 b	
a	2013 estimated tax prms and 2012 overpayment credited to 2013	6 c	0.
b	Exempt foreign organizations – tax withheld at source	6 d	
c	Tax paid with application for extension of time to file (Form 8868)	7	Total credits and payments. Add lines 6a through 6d
d	Backup withholding erroneously withheld	8	1,552.
7	Total credits and payments. Add lines 6a through 6d	9	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	10	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	11	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 1,029. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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?

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.

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

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

1 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 ► \$ _____

1 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

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

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?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If 'Yes,' attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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

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		
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	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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.

1 a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	X
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	X
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	X
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	X
(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"/>	X
(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"/>	X
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	
Organizations relying on a current notice regarding disaster assistance check here ►			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/>	X
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"/>	X
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	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 2013?	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? Yes No

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

If 'Yes' to 6b, file Form 8870.

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?

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	Treas/Dir 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		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		

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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	-----
2	-----
3	-----
4	-----

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

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

List the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	----- -----	
2	----- -----	

All other program-related investments. See instructions.

Total. Add lines 1 through 3 ►

BAA

Form 990-PF (2013)

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	364,384.
b Average of monthly cash balances	1 b	64,182.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	428,566.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	428,566.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,428.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	422,138.
6 Minimum investment return. Enter 5% of line 5	6	21,107.

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	21,107.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	523.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	523.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	20,584.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	20,584.
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	20,584.

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	27,200.
b Program-related investments – total from Part IX-B	1 b	
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	27,200.
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	27,200.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				20,584.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years 20 ____ ,20 ____ ,20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	33,276.			
b From 2009	15,184.			
c From 2010	13,459.			
d From 2011	10,682.			
e From 2012	9,918.			
f Total of lines 3a through e	82,519.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 27,200.				
a Applied to 2012, 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)				
d Applied to 2013 distributable amount				20,584.
e Remaining amount distributed out of corpus	6,616.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	89,135.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	33,276.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	55,859.			
10 Analysis of line 9				
a Excess from 2009	15,184.			
b Excess from 2010	13,459.			
c Excess from 2011	10,682.			
d Excess from 2012	9,918.			
e Excess from 2013	6,616.			

BAA

Form 990-PF (2013)

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 2013, enter the date of the ruling	>			
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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				
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	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				
American Conservatory Theater 30 Grant Ave 7th Floor San Francisco CA 94108	N/A	PC	General Support	100.
UC Berkeley Botanical Garden 200 Centennial Drive Berkeley CA 94704	N/A	PC	General Support	500.
Bay State Ventures 502 S Kenwood Ave Baltimore MD 21224	N/A	PC	Support production	200.
Museum of Performance & Design 893B Folsom Street San Francisco CA 94107	N/A	PC	General Support	500.
Ctr for Voltnr & NP Ldrship of Marin 555 Northgate Dr San Rafael CA 94903	N/A	PC	Marin Human fund	300.
NARAL Pro-Choice America 1156 15th Street Washington DC 20005	N/A	PC	General Support	1,000.
Friends of Fountain & Walk PO Box 7343 Berkeley CA 94707	N/A	PC	General Support	100.
Public Advocates 131 Steuart St, Ste 300 San Francisco CA 94105	N/A	PC	General Support	250.
California Lawyers for the Arts Fort Mason Center, C-255 San Francisco CA 94123	N/A	PC	General Support	500.
See Line 3a statement				14,850.
Total			► 3a	18,300.
b Approved for future payment				
Total			► 3b	

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					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

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

		Yes	No
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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	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**

Joy Carl

11/9/14

→ President

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

Signature of officer or trustee		Date	Title	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey R Leighton, CPA	Jeffrey R Leighton, CPA	11/9/14		P01788945
	Firm's name	► Leventhal/Kline Management Inc.		Firm's EIN ► 94-3292172	
Firm's address	► 127 University Avenue Berkeley		CA 94710	Phone no	(510) 841-4123

BAA

Form 990-PF (2013)

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>	22.			22.
<u>Telephone & Communications</u>	20.			20.
<u>Bank & Credit Card Fees</u>	67.			67.
<u>Taxes & Filing Fees</u>	30.			30.
<u>Adj. Col D to cash basis</u>				281.
Total	139.			420.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> <u>Alexander Carlin</u> <u>127 University Avenue</u> <u>Berkeley CA 94710</u>	Director 2.00	0.	0.	0.
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> <u>Nancy Carlin</u> <u>127 University Avenue</u> <u>Berkeley CA 94710</u>	Secty/Dir 1.00	0.	0.	0.

Total

0. 0. 0.

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>Americans United for Sep Church & State</u> <u>1301 K Street, NW #850 East Tower</u> <u>Washington DC 20005</u>				Person or Business <input checked="" type="checkbox"/> 250.
<u>ACLU Foundation of Northern California</u> <u>39 Drummond Street</u> <u>San Francisco CA 94111</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 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	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Jewish Family & Childrens Svc of EB</u> <u>2484 Shattuck Ave, Ste 210</u> <u>Berkeley CA 94704</u>				Person or Business <input checked="" type="checkbox"/> 300.
<u>Berkeley Food & Housing Project</u> <u>2362 Bancroft Way</u> <u>Berkeley CA 94704</u>	N/A	PC	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	PC	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>The Alameda County Community Food Bank</u> <u>PO Box 2599</u> <u>Oakland CA 94614</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>PlayGround</u> <u>268 Bush Street, #2912</u> <u>San Francisco CA 94104</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Stagebridge</u> <u>2501 Harrison Street</u> <u>Oakland CA 94612</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>San Francisco Playhouse</u> <u>588 Sutter Street #318</u> <u>San Francisco CA 94102</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Shotgun Players</u> <u>1901 Ashby Street</u> <u>Berkeley CA 94704</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Aurora Theatre Co</u> <u>2081 Addison Street</u> <u>Berkeley CA 94704</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 1,300.
<u>Theatre Bay Area</u> <u>870 Market Street #375</u> <u>San Francisco CA 94102</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>TheatreFirst</u> <u>Live Oak Theater, 1301 Shattuck Ave</u> <u>Berkeley CA 94709</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>San Francisco Mime Troupe</u> <u>855 Treat Avenue</u> <u>San Francisco CA 94110</u>	N/A	PC	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>	N/A	PC	General Support	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	PC	To Support Symmetry Theatre	Person or Business <input checked="" type="checkbox"/> 200.
<u>California Shakespeare Theatre</u> <u>701 Heinz Avenue</u> <u>Berkeley CA 94710</u>	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 200.

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>Chrysalis Theatre Company Inc</u> <u>605 W. 111th Street, Apt 31</u> <u>New York NY 10025</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Squaw Valley Community of Writers</u> <u>PO Box 1416</u> <u>Nevada City CA 95959</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 200.
<u>Just Theater</u> <u>2419 Dowling Place</u> <u>Berkeley CA 94705</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Berekely Public Library Fdn</u> <u>2090 Kittredge Street</u> <u>Berkeley CA 94704</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Richmond College Prep Schools</u> <u>PO Box 2814</u> <u>Richmond CA 94802</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Brown University</u> <u>38 Brown Street</u> <u>Providence RI 02912</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 500.
<u>Harvard College Fund</u> <u>124 Mount Auburn Street</u> <u>Cambridge MA 02138</u>	----- N/A	----- PC	----- General Support	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>	----- N/A	----- PC	----- College Fund	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>	----- N/A	----- PC	----- Morten Grodzins Fellowship Fund	Person or Business <input checked="" type="checkbox"/> 500.
<u>Edible Schoolyard</u> <u>1781 Rose Street</u> <u>Berkeley CA 94703</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 100.
<u>ALICE-Arts & Literacy in Children's Ed</u> <u>725 Washington Street, Ste 311</u> <u>Oakland CA 94607</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 300.
<u>Berkeley Symphony Orchestra</u> <u>1942 University Avenue Ste 207</u> <u>Berkeley CA 94704</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Holy Names University</u> <u>3500 Mountain Blvd</u> <u>Oakland CA 94619</u>	----- N/A	----- PC	----- Kennedy Center/ Master Guild Series	Person or Business <input checked="" type="checkbox"/> 500.
<u>Alter Theater</u> <u>1337 4th St</u> <u>San Rafael CA 94901</u>	----- N/A	----- PC	----- Living legacy fund	Person or Business <input checked="" type="checkbox"/> 300.
<u>Berkeley Community Fund</u> <u>2111 Martin Luther King Jr Way</u> <u>Berkeley CA 94704</u>	----- N/A	----- PC	----- General Support	Person or Business <input checked="" type="checkbox"/> 200.

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				
Youth Radio 1701 Broadway Oakland CA 94612	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 200.
Yale University 157 Church Street New Haven CT 06510	N/A	PC	To Support Law School	Person or Business <input checked="" type="checkbox"/> 250.
Yale University 157 Church Street New Haven CT 06510	N/A	PC	To Support Drama School	Person or Business <input checked="" type="checkbox"/> 500.

Total

14,850.

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	1,980.			1,980.
Total		<u>1,980.</u>			<u>1,980.</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.			6,000.
Financial West Group	Investment Advisory Fees	4,151.	4,151.		
Steve Aaron Horn	Grant Review	500.			500.
Total		<u>10,651.</u>	<u>4,151.</u>		<u>6,500.</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.	11,181.	11,181.
Berkshire Hathaway Inc Cl B	59,280.	59,280.
CIA Saneamento Basico de Sao Paulo	6,804.	6,804.
Cisco Sys Inc	10,542.	10,542.
Fidelity National Fin Inc	21,969.	21,969.
Hawaiian Elec Inds Discretion	10,607.	10,607.
Hershey Co	18,376.	18,376.
Hewlett Packard Co	6,995.	6,995.
Ishares Tr KLD Select Social Index Fd	20,870.	20,870.
National Grid New ADR	6,793.	6,793.
Norsk Hydro A S Spons ADR	1,905.	1,905.
Portland Gen Elec Co Com New	12,865.	12,865.
Senior Housing Property Trust	8,003.	8,003.
Statoil Hydro ASA Spon ADR	8,880.	8,880.
Thomson-Reuters Co Com NPV	13,993.	13,993.
Verizon Communications	12,285.	12,285.
Ventas Inc	15,981.	15,981.
Vodafone Group Spon ADR	13,916.	13,916.
Total	261,245.	261,245.

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	61,437.	61,437.
Pax World Balanced Fund	65,479.	65,479.
Pax World High Yield Bond Indiv	5,957.	5,957.
Total	132,873.	132,873.