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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, 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 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"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> 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		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 461,707.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)					
2 Ck <input checked="" type="checkbox"/> if the foundn is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		11,144.	11,144.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,061.	L-6a Stmt		
b Gross sales price for all assets on line 6a		17,096.			
7 Capital gain net income (from Part IV, line 2)			7,061.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.		18,205.	18,205.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)		2,363.			2,363.
c Other prof fees (attach sch)		10,598.	5,198.		5,400.
17 Interest					
18 Taxes (attach schedule)(see instrs) Excise Tax.		523.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,071.			1,071.
22 Printing and publications					
23 Other expenses (attach schedule)		129.			129.
24 Total operating and administrative expenses. Add lines 13 through 23		14,684.	5,198.		8,963.
25 Contributions, gifts, grants paid		26,100.			26,100.
26 Total expenses and disbursements. Add lines 24 and 25		40,784.	5,198.		35,063.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-22,579.			
b Net investment income (if negative, enter -0-)			13,007.		
c Adjusted net income (if negative, enter -0-)					

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SCANNED NOV 8 2015

REVENUE
ADMINISTRATIVE
AND
OPERATING
EXPENSES

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	3,564.	6,683.	6,683.
	2 Savings and temporary cash investments	46,930.	21,891.	21,891.
	3 Accounts receivable	0.	0.	0.
	Less allowance for doubtful accounts	0.	0.	0.
	4 Pledges receivable	0.	0.	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.	0.	0.
	Less allowance for doubtful accounts	0.	0.	0.
	8 Inventories for sale or use	0.	0.	0.
	9 Prepaid expenses and deferred charges	1,552.	1,029.	1,029.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	261,245.	285,184.	285,184.
	c Investments — corporate bonds (attach schedule) 0			
	11 Investments — land, buildings, and equipment basis	0.	0.	0.
LIABILITIES	Less accumulated depreciation (attach schedule)	0.	0.	0.
	12 Investments — mortgage loans	0.	0.	0.
	13 Investments — other (attach schedule) L-13 Stmt	132,873.	146,920.	146,920.
	14 Land, buildings, and equipment basis	0.	0.	0.
	Less accumulated depreciation (attach schedule)	0.	0.	0.
	15 Other assets (describe 0)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	446,164.	461,707.	461,707.
	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable	0.	0.	
	19 Deferred revenue	0.	0.	
FUND ASSET BALANCES	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.	0.	
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X			
	24 Unrestricted	446,164.	461,707.	
	25 Temporarily restricted	0.	0.	
	26 Permanently restricted	0.	0.	
	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, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	446,164.	461,707.	
	31 Total liabilities and net assets/fund balances (see instructions)	446,164.	461,707.	

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	446,164.
2	Enter amount from Part I, line 27a	2	-22,579.
3	Other increases not included in line 2 (itemize) Increase in market value of investments	3	38,122.
4	Add lines 1, 2, and 3	4	461,707.
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	461,707.

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 Mutual Fund capital gain distributions		P	Various	Various
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 9,130.		10,035.	-905.
b 7,966.		0.	7,966.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-905.
b 0.	0.	0.	7,966.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	7,061.
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	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	7,061.

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))
2013	27,200.	422,138.	0.064434
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
2 Total of line 1, column (d)		2	0.384890
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	0.076978
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.		4	438,894.
5 Multiply line 4 by line 3		5	33,785.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	130.
7 Add lines 5 and 6.		7	33,915.
8 Enter qualifying distributions from Part XII, line 4		8	35,063.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	130.
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	130.
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	130.
6 Credits/Payments			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	1,029.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,029.	
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	899.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	899.	Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA - California		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of Leventhal Kline Management Inc. Telephone no (510) 841-4123			
Located at 127 University Avenue Berkeley CA ZIP +4 94710				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
and enter the amount of tax-exempt interest received or accrued during the year 15				
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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 2014 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 2014)	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 2014?	4 b	X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

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

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

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6 b

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7 b

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
Joy Carlin 127 University Avenue Berkeley CA 94710	Secretary/Dir. 1.00	0.	0.	0.
Nicholas A. Carlin 127 University Avenue Berkeley CA 94710	President/Dir. 2.00	0.	0.	0.
Alexander Carlin 127 University Avenue Berkeley CA 94710	Vice Pres./Dir. 2.00	0.	0.	0.
Nancy Carlin 127 University Avenue Berkeley CA 94710	Treasurer/Dir. 1.00	0.	0.	0.

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

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

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	411,251.
b	Average of monthly cash balances	1 b	33,298.
c	Fair market value of all other assets (see instructions)	1 c	1,029.
d	Total (add lines 1a, b, and c)	1 d	445,578.
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	445,578.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,684.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	438,894.
6	Minimum investment return. Enter 5% of line 5	6	21,945.

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	21,945.
2 a	Tax on investment income for 2014 from Part VI, line 5	2 a	130.
b	Income tax for 2014 (This does not include the tax from Part VI)	2 b	0.
c	Add lines 2a and 2b	2 c	130.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,815.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,815.
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	21,815.

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	35,063.
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	35,063.
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	130.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,933.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				21,815.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2014				
a From 2009	15,184.			
b From 2010	13,459.			
c From 2011	10,682.			
d From 2012	9,918.			
e From 2013	6,616.			
f Total of lines 3a through e	55,859.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 35,063.				
a Applied to 2013, 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 2014 distributable amount				21,764.
e Remaining amount distributed out of corpus	13,299.			
5 Excess distributions carryover applied to 2014 (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	69,158.			
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 2013 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				51.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	15,184.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	53,974.			
10 Analysis of line 9				
a Excess from 2010	13,459.			
b Excess from 2011	10,682.			
c Excess from 2012	9,918.			
d Excess from 2013	6,616.			
e Excess from 2014	13,299.			

BAA

Form 990-PF (2014)

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 2014, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 address 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

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2014

Name

The Leo J. & Celia Carlin Fund

Employer Identification Number

94-3143163

Asset Information:

Description of Property Capital Gain Property

Date Acquired . various How Acquired . . . Purchased

Date Sold . . . various Name of Buyer . . . _____

Sales Price . . . 9,130. Cost or other basis (do not reduce by depreciation) . . . 10,035.

Sales Expense . . . 0. Valuation Method _____

Total Gain (Loss): . . . -905. Accumulation Depreciation . . . _____

Description of Property Capital Gain Distribution

Date Acquired . various How Acquired . . . Purchased

Date Sold . . . various Name of Buyer: . . . _____

Sales Price . . . 7,966. Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss): . . . 7,966. Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . . . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . . . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired: . . . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired: . . . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss) . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . . . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss): . . . _____ Accumulation Depreciation . . . _____

Description of Property _____

Date Acquired . . . _____ How Acquired . . . _____

Date Sold . . . _____ Name of Buyer . . . _____

Sales Price . . . _____ Cost or other basis (do not reduce by depreciation) . . . _____

Sales Expense . . . _____ Valuation Method _____

Total Gain (Loss): . . . _____ Accumulation Depreciation . . . _____

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Postage & Delivery	23.			23.
Telephone & Communications	20.			20.
Bank & Credit Card Fees	20.			20.
Taxes & Filing Fees	35.			35.
Other Investment Expenses	31.			31.
Total	129.			129.

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

Line 3a statement

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	Person or Business Checkbox
Name and address (home or business)				Amount
a Paid during the year				
California Lawyers for the Arts Fort Mason Ctr., C-255 San Francisco CA 94123	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Center for Constitutional Rights 666 Broadway, 7th Floor New York NY 10012	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
Center for Media and Democracy 520 University Ave., Ste. 227 Madison WI 53703	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Democracy Now! 207 W. 25th St., Floor 11 New York NY 10001	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 2,000.
Disability Rights Advocates 2001 Center St., 4th Floor Berkeley CA 94704	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 300.
Edible Schoolyard 1781 Rose Street Berkeley CA 94703	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
Filmmakers Collaborative 145 Ninth St., Ste. 101 San Francisco CA 94103	N/A	PC	Racing to Zero	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
H.E.A.R. 1405 Lyon Street San Francisco CA 94115	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Harvard College Fund 124 Mount Auburn Street Cambridge MA 02138	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Holy Names University 3500 Mountain Blvd. Oakland CA 94619	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.

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	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox	Amount
a Paid during the year					
Int'l Society for Ecology and Culture 2107 Mission St., 2nd Floor San Francisco CA 94110	N/A	PC	Support TUC Radio	Person or Business <input checked="" type="checkbox"/>	1,000.
Jewish Family & Children's Svc. of East Bay 2484 Shattuck Ave., Ste. 210 Berkeley CA 94704	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	300.
Just Theater 5520 Shattuck Ave. Oakland CA 94609	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	300.
Media Freedom Foundation c/o KPFA 1929 Martin Luther King Jr. Way Berkeley CA 94704	N/A	PC	To Support Flashpoints	Person or Business <input checked="" type="checkbox"/>	1,000.
Museum of Performance & Design 893 Folsom Street San Francisco CA 94107	N/A	PC	To Support Symmetry Theatre	Person or Business <input checked="" type="checkbox"/>	500.
National Multiple Sclerosis Society 1700 Owens St., Ste. 190 San Francisco CA 94158	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	100.
Orangutan Foundation Int'l 824 Wellesley Avenue Los Angeles CA 90049	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	500.
People's Rights Fund 147 West 24th St., No. 2 New York NY 10011	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	100.
PlayGround 3286 Adeline St., No. 8 Berkeley CA 94703	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	300.
Playwrights Foundation Inc. 1616 16th St., Ste. 350 San Francisco CA 94103	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	100.
Ploughshares Fund 1808 Wedemeyer St., Ste. 200 San Francisco CA 94129	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	500.
Public Advocates 131 Stewart St., Ste. 300 San Francisco CA 94105	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	250.
Richmond College Prep Schools P.O. Box 2814 Richmond CA 94802	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/>	300.
Rutgers University Foundation 7 College Ave., Winants Hall New Brunswick NJ 08901	N/A	PC	UN Emergency Peace Service	Person or Business <input checked="" type="checkbox"/>	500.
San Francisco Mime Troupe 855 Treat Avenue San Francisco CA 94110	N/A	PC	Morten Grodzins Fellowship Fund	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	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
San Francisco Playhouse 588 Sutter St., Ste. 318 San Francisco CA 94102	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
Shotgun Players 1901 Ashby Street Berkeley CA 94703	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Social & Environmental Entrepreneurs Inc. 23532 Calabasas Rd., Ste. A Calabasas CA 91302	N/A	PC	Support Arkana Alliance	Person or Business <input checked="" type="checkbox"/> 500.
Squaw Valley Community of Writers P.O. Box 1416 Nevada City CA 95959	N/A	PC	Support Writers Scholarship Fund	Person or Business <input checked="" type="checkbox"/> 300.
Stagebridge 2501 Harrison Street Oakland CA 94612	N/A	PC	Living legacy fund	Person or Business <input checked="" type="checkbox"/> 200.
Stagebridge 2501 Harrison Street Oakland CA 94612	N/A	PC	FSM-The Musical	Person or Business <input checked="" type="checkbox"/> 500.
Sutter Care at Home 1900 Powell St., Ste. 300 Emeryville CA 94608	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.
The Sierra Club Foundation 85 Second St., Ste. 750 San Francisco CA 94105	N/A	PC	To Support Law School	Person or Business <input checked="" type="checkbox"/> 500.
Theatre Bay Area 1119 Market St., 2nd Floor San Francisco CA 94103	N/A	PC	To Support Drama School	Person or Business <input checked="" type="checkbox"/> 500.
TheatreFirst 1301 Shattuck Avenue Bekeley CA 94709	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
University of Chicago 1126 East 59th, Ste. 110 Chicago IL 60637	N/A	PC	Morton Grodzins Fellowship Fund	Person or Business <input checked="" type="checkbox"/> 500.
University of Chicago 1126 East 59th, Ste. 110 Chicago IL 60637	N/A	PC	College Fund	Person or Business <input checked="" type="checkbox"/> 500.
Yale University 157 Church Street New Haven CT 06510	N/A	PC	Support Drama School	Person or Business <input checked="" type="checkbox"/> 500.
Yale University 157 Church Street New Haven CT 06510	N/A	PC	Support Law School	Person or Business <input checked="" type="checkbox"/> 250.
Z Space Studio 499 Alabama St., Ste. 450 San Francisco CA 94110	N/A	PC	Support "The Companion Piece"	Person or Business <input checked="" type="checkbox"/> 200.

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

Continued

Line 3a statement

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	Person or Business Checkbox
Name and address (home or business)				Amount
a Paid during the year				
<u>Zen Hospice Project</u>				Person or <input type="checkbox"/>
<u>273 Page Street</u>				Business <input checked="" type="checkbox"/>
<u>San Francisco CA 94102</u>	<u>N/A</u>	<u>PC</u>	<u>General Support</u>	<u>150.</u>

Total

20,000.

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
<u>Leventral Kline Mgmt Inc.</u>	<u>Tax Preparation</u>	<u>2,363.</u>			<u>2,363.</u>
Total		<u>2,363.</u>			<u>2,363.</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
<u>Leventral Kline Mgmt Inc.</u>	<u>Management & Admin Services</u>	<u>6,000.</u>	<u>600.</u>		<u>5,400.</u>
<u>Financial West Group</u>	<u>Investment Advisory Fees</u>	<u>4,598.</u>	<u>4,598.</u>		
Total		<u>10,598.</u>	<u>5,198.</u>		<u>5,400.</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
<u>AT&T Inc.</u>	<u>10,681.</u>	<u>10,681.</u>
<u>Berkshire Hathaway Inc Cl B</u>	<u>75,075.</u>	<u>75,075.</u>
<u>Cia Saneamento Basico de Sao Paulo</u>	<u>3,774.</u>	<u>3,774.</u>
<u>Cisco Sys Inc</u>	<u>13,073.</u>	<u>13,073.</u>

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

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Fidelity National Fin Inc	23,322.	23,322.
Fidelity National Inc New FNFV Group Com	3,541.	3,541.
Hawaiian Elec Inds Discretion	13,626.	13,626.
Hershey Co	19,643.	19,643.
Hewlett Packard Co	10,032.	10,032.
Ishares Tr KLD Select Social Index Fd	23,422.	23,422.
National Grid New ADR	7,349.	7,349.
Portland Gen Elec Co Com New	16,115.	16,115.
Thomson-Reuters Co Com	14,926.	14,926.
Verizon Communications	16,046.	16,046.
Vodafone Group Spon ADR	6,595.	6,595.
Senior Housing Property Trust	7,960.	7,960.
Ventas Inc.	20,004.	20,004.
Total	285,184.	285,184.

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	70,334.	70,334.
Pax World Balanced Fund	70,715.	70,715.
Pax World High Yield Bond Indiv	5,871.	5,871.
Total	146,920.	146,920.