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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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		D 1 Foreign organizations, check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
H Check type of organization		
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		
<input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 406,927.		
J Accounting method		
<input type="checkbox"/> Cash		
<input checked="" type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

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)		0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2.	2.	0.	
4 Dividends and interest from securities		8,213.	8,213.	0.	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		11,620.	L-6a Stmt		
b Gross sales price for all assets on line 6a		107,912.			
7 Capital gain net income (from Part IV, line 2)			11,620.		
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.		19,835.	19,835.	0.	
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). L-16b Stmt.		2,700.	684		2,051.
c Other professional fees (attach sch) L-16c Stmt.		10,026.	5,526		4,500.
17 Interest					
18 Taxes (attach schedule)(see instrs) Excise Tax		276.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,101.	0.		1,101.
22 Printing and publications					
23 Other expenses (attach schedule) See Line 23 Stmt		363.			363.
24 Total operating and administrative expenses Add lines 13 through 23		14,466.	6,210.		8,015.
25 Contributions, gifts, grants paid		28,950.			28,950.
26 Total expenses and disbursements Add lines 24 and 25		43,416.	6,210.		36,965.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-23,581.			
b Net investment income (if negative, enter -0-).			13,625.		
c Adjusted net income (if negative, enter -0-).				0.	

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ADMINISTRATIVE AND OPERATING EXPENSES

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	6,309.	1,561.	1,561.
	2 Savings and temporary cash investments	8,213.	71,433.	71,433.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	899.	1,223.	1,223.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	240,091.	275,855.	275,855.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	145,821.	56,855.	56,855.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	401,333.	406,927.	406,927.
	17 Accounts payable and accrued expenses	2,734.	2,700.	
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS OR LIABILITIES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	2,734.	2,700.	
	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	398,599.	404,227.	
	25 Temporarily restricted	0.	0.	
	26 Permanently restricted	0.	0.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
FUND BALANCES	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)	398,599.	404,227.	
	31 Total liabilities and net assets/fund balances (see instructions)	401,333.	406,927.	

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	398,599.
2	Enter amount from Part I, line 27a	2	-23,581.
3	Other increases not included in line 2 (itemize) <u>Increase in Market Value of investments</u>	3	29,209.
4	Add lines 1, 2, and 3	4	404,227.
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	404,227.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 105,361.		96,292.	9,069.
b 2,551.		0.	2,551.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a 0.	0.	0.	9,069.
b 0.	0.	0.	2,551.
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	11,620.
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	0.

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.

(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 (col. (b) divided by col. (c))
2015	36,098.	417,524.	0.086457
2014	34,933.	438,894.	0.079593
2013	27,200.	422,138.	0.064434
2012	29,687.	397,238.	0.074734
2011	31,450.	416,176.	0.075569

2 Total of line 1, column (d)	2	0.380787
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	0.076157
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	388,794.
5 Multiply line 4 by line 3	5	29,609.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	136.
7 Add lines 5 and 6.	7	29,745.
8 Enter qualifying distributions from Part XII, line 4	8	36,965.

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 instructions)			
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	136.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (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	136.
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	136.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	1,223.	
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	1,223.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,087.	
11 Enter the amount of line 10 to be credited to 2017 estimated tax	11	1,087.	Refunded

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?		
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>N/A</u>		
14 The books are in care of <u>Leventhal Kline Management Inc.</u> Telephone no <u>(510) 841-4123</u> Located at <u>127 University Avenue</u> <u>Berkeley</u> <u>CA</u> ZIP + 4 <u>94710</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2016 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 2016)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to

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

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? ☐ Yes ☒ No**6 b**

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7 b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

1	None	
2		0.
3		
4		

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	None	
2		0.
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	367,961.
b Average of monthly cash balances	1 b	25,531.
c Fair market value of all other assets (see instructions)	1 c	1,223.
d Total (add lines 1a, b, and c)	1 d	394,715.
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	394,715.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,921.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	388,794.
6 Minimum investment return. Enter 5% of line 5	6	19,440.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	19,440.
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	136.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	136.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	19,304.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	19,304.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	19,304.

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	36,965.
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	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	36,965.
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	136.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,829.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				19,304.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011	10,682.			
b From 2012	9,918.			
c From 2013	6,616.			
d From 2014	13,299.			
e From 2015	15,723.			
f Total of lines 3a through e	56,238.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 36,965.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				19,304.
e Remaining amount distributed out of corpus	17,661.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	73,899.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	10,682.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	63,217.			
10 Analysis of line 9				
a Excess from 2012	9,918.			
b Excess from 2013	6,616.			
c Excess from 2014	13,299.			
d Excess from 2015	15,723.			
e Excess from 2016	17,661.			

BAA

Form 990-PF (2016)

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 2016, 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

(a) 2016

(b) 2015

(c) 2014

(d) 2013

(e) Total

b 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** 'Assets' alternative test — enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** 'Support' alternative test — enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the 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**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACLU Foundation of N. Cal 39 Drumm Street San Francisco CA 94111	N/A	PC	General Support	250.
Alter Theater 1337 Fourth Street, Suite A San Rafael CA 94901	N/A	PC	General Support	300.
Alzheimer's Association 225 N. Michagan Ave, 17th Fl. Chicago IL 60601	N/A	PC	General Support	100.
American Conservatory Theater 30 Grant Ave 7th Floor San Francisco CA 94108	N/A	PC	Alumni Association	200.
Americans United for Sep. Church & State 1901 L Street, NW Suite 400 Washington DC 20036	N/A	PC	General Support	250.
Audubon Washington 5902 Lake Washington Blvd. S. Seattle WA 98118	N/A	PC	General Support	1,000.
Aurora Theatre Co. 2081 Addison St. Berkeley CA 94704	N/A	PC	General Support	1,000.
NARAL Pro-Choice America 1156 15th Street Washington DC 20005	N/A	PC	General Support	1,000.
Berkeley Chamber Performances 6166 Buena Vista Ave. Oakland CA 94618	N/A	PC	General Support	500.
See Line 3a statement				24,350.
Total			3 a	28,950.
b Approved for future payment				
Total			3 b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	8,213.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18		11,620.
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)				8,215.	11,620.
13 Total. Add line 12, columns (b), (d), and (e)				13	19,835.

(See worksheet in line 13 instructions to verify calculations)

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

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2016

Name The Leo J. & Celia Carlin Fund	Employer Identification Number 94-3143163
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Asset Information:

Description of Property Capital Gain Property
Date Acquired . . various How Acquired . . . Purchased
Date Sold . . . various Name of Buyer . . .
Sales Price . . . 105,361. . . . Cost or other basis (do not reduce by depreciation) . . . 96,292.
Sales Expense Valuation Method
Total Gain (Loss) . . . 9,069. . . . Accumulation Depreciation . . .

Description of Property Capital Gain Distribution
Date Acquired . . various How Acquired . . . Purchased
Date Sold . . . various Name of Buyer . . .
Sales Price . . . 2,551. . . . Cost or other basis (do not reduce by depreciation) . . . 0.
Sales Expense Valuation Method
Total Gain (Loss) . . . 2,551. . . . 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
Printing Expense	288.			288.
Dues & Subscriptions	20.			20.
Telephone & Communications	20.			20.
Taxes & Filing Fees	35.			35.
Total	363.			363.

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				
Berkeley Community Health Project 2339 Durant Avenue Berkeley CA 94704	N/A	PC	Berkeley Free Clinic	Person or Business <input checked="" type="checkbox"/> 100.
Berkeley Food & Housing Project 1901 Fairview Street Berkeley CA 94703	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 100.
Berkeley Public Library Foundation 2090 Kittredge Street Berkeley CA 94704	N/A	PC	Memory of Ann Lipow General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
Berkeley Symphony Orchestra 1942 University Ave., Ste. 207 Berkeley CA 94704	N/A	PC	For Music in Schools	Person or Business <input checked="" type="checkbox"/> 500.
Berkeley Symphony Orchestra 1942 University Ave., Ste. 207 Berkeley CA 94704	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
Black Swan Arts & Media P.O. Box 2738 Oakland CA 94602	N/A	PC	The Prepared Table	Person or Business <input checked="" type="checkbox"/> 500.
Brown University 38 Brown Street Providence RI 02912	N/A	PC	Class '81 Reunion Fund	Person or Business <input checked="" type="checkbox"/> 500.
California Shakespeare Theater 701 Heinz Avenue Berkeley CA 94710	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
Center for Constitutional Rights 666 Broadway, 7th Floor New York NY 10012	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Center for Media and Democracy P.O. Box 259010 Madison WI 53715	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 1,000.
Cloud Forest Institute P.O. Box 1435 Ukiah CA 95482	N/A	PC	Standing Rock Legal Defense Fund	Person or Business <input checked="" type="checkbox"/> 500.

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				
Democracy Now! 207 W. 25th St., Floor 11 New York NY 10001	N/A	PC	General Support	Person or Business <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 checked="" type="checkbox"/> 300.
Eugene O'Neill Foundation P.O. Box 402 Danville CA 94526	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
Fractured Atlas 248 West 35th Street, 10th Floor New York NY 10001	N/A	PC	Viola Sills Project	Person or Business <input checked="" type="checkbox"/> 500.
Grabhorn Institute 1802 Hays Street, The Presidio San Francisco CA 94129	N/A	PC	General Support	Person or Business <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 checked="" type="checkbox"/> 500.
Holy Names University 3500 Mountain Blvd. Oakland CA 94619	N/A	PC	Kennedy Center	Person or Business <input checked="" type="checkbox"/> 250.
Holy Names University 3500 Mountain Blvd. Oakland CA 94619	N/A	PC	Kennedy Center Master Guild Series	Person or Business <input checked="" type="checkbox"/> 250.
Int'l Society for Ecology and Culture P.O. Box 36 East Hardwick VT 05836	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.
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.
Mill Valley Philharmonic 42 Miller Avenue Mill Valley CA 94941	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
Museum of Performance & Design 893B Folsom Street San Francisco CA 94107	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.
Ojai Playwrights Conference P.O. Box 1288 Ojai CA 93024	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 300.
Orangutan Foundation Int'l 824 Wellesley Avenue Los Angeles CA 90049	N/A	PC	General Support	Person or Business <input checked="" type="checkbox"/> 500.

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				
People's Rights Fund 147 West 24th St., No. 2 New York NY 10011	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
PlayGround 3286 Adeline St., No. 8 Berkeley CA 94703	N/A	PC	Thick House Renovation	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
PlayGround 3286 Adeline St., No. 8 Berkeley CA 94703	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Playwrights Foundation Inc. 1616 16th St., Ste. 350 San Francisco CA 94103	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Ploughshares Fund 1808 Wedemeyer St., Ste. 200 San Francisco CA 94129	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
Poetry Flash/Danse Lumiere 6334 Kensington Avenue Richmond CA 94805	N/A	PC	For Danse Lumiere	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
Public Advocates 131 Steuart St., Ste. 300 San Francisco CA 94105	N/A	PC	General Support	Person or Business <input type="checkbox"/> <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 type="checkbox"/> <input checked="" type="checkbox"/> 300.
San Francisco Mime Troupe 855 Treat Avenue San Francisco CA 94110	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
San Francisco Playhouse 588 Sutter St., Ste. 318 San Francisco CA 94102	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Shotgun Players 1901 Ashby Street Berkeley CA 94703	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Social & Environmental Entrepreneurs Inc. 23532 Calabasas Road, Suite A Calabasas CA 91302	N/A	PC	Support Alianza Arkana	Person or Business <input type="checkbox"/> <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 type="checkbox"/> <input checked="" type="checkbox"/> 300.
Stagebridge 2501 Harrison Street Oakland CA 94612	N/A	PC	Living legacy fund	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
Sutter Care at Home 1900 Powell St., Ste. 300 Emeryville CA 94608	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.

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				
UC Berkeley Bontanical Garden 200 Centennial Drive Berkeley CA 94720	N/A	PC	Paul & Barbara Licht Fund	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
Theatre Bay Area 1119 Market St., 2nd Floor San Francisco CA 94103	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
TheatreFirst 1301 Shattuck Avenue Bekeley CA 94709	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
The Paul Drescher Ensemble 55 Taylor Street San Francisco CA 94102	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 100.
Z Space Studio 499 Alabama St., Ste. 450 San Francisco CA 94110	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
Youth Radio 1701 Broadway Oakland CA 94612	N/A	PC	General Support	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.

Total

24,350.

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 Mont Inc.	Tax Preparation	2,700.	684.		2,051.
Total		<u>2,700.</u>	<u>684.</u>		<u>2,051.</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 Mont Inc.	Management & Advisory Services	6,000.	1,500.		4,500.
Empowered Investments	Investment Advisory Fees	4,026.	4,026.		0.

Form 990-PF, Page 1, Part I

Continued

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
<hr/>					
Total		<u>10,026.</u>	<u>5,526.</u>		<u>4,500.</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.	13,525.	13,525.
Berkshire Hathaway Inc Cl B	70,081.	70,081.
Care Cap PPTY Inc.	1,725.	1,725.
Cisco Sys Inc	14,203.	14,203.
Fidelity National Fin Inc	13,482.	13,482.
Fidelity National Inc New FNFV Group Com	3,083.	3,083.
Hannon Armstrong Sustainable	8,166.	8,166.
Hawaiian Elec Inds Discretion	13,459.	13,459.
Hershey Co	19,548.	19,548.
Hewlett Packard Co	5,785.	5,785.
HP Inc. Com	3,710.	3,710.
Idearc Inc.	242.	242.
Ishares Tr KLD Select Social Index Fd	25,027.	25,027.
J Alexander Holdings	409.	409.
National Grid New ADR	6,066.	6,066.
Portland Gen Elec Co Com New	18,459.	18,459.
RMR Group Inc.	119.	119.
Thomson-Reuters Co Com	16,199.	16,199.
Verizon Communications	18,309.	18,309.
Senior Housing Property Trust	6,815.	6,815.
Ventas Inc.	17,443.	17,443.
Total	<u>275,855.</u>	<u>275,855.</u>

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Pax World Balanced Fund	56,855.	56,855.
Total	<u>56,855.</u>	<u>56,855.</u>