



990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

The Leo J. & Celia Carlin Fund

Number and street (or P O box number if mail is not delivered to street address)

127 University Avenue

City or town, state or province, country, and ZIP or foreign postal code

Berkeley CA 94710

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization. Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 413,873. J Accounting method. Cash Accrual
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	68.			
4	Dividends and interest from securities	7,345.			
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,020.			
b	Gross sales price for all assets on line 6a	13,341.			
7	Capital gain net income (from Part IV, line 2)		7,020.		
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) See Stmt				
12	Total. Add lines 1 through 11	14,433.	7,020.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages	0.			
15	Pension plans, employee benefits	0.			
16a	Legal fees (attach schedule)	0.			
b	Accounting fees (attach schedule) L-16b Stmt	2,735.	1,359.		4,076.
c	Other professional fees (attach schedule) L-16c Stmt	8,218.	3,718.		4,500.
17	Interest				
18	Taxes (attach schedule) (see instructions) See Stmt	136.			
19	Depreciation (attach schedule) and depletion	0.			
20	Occupancy	0.			0.
21	Travel, conferences, and meetings	634.			634.
22	Printing and publications				
23	Other expenses (attach schedule) See Stmt	97.			97.
24	Total operating and administrative expenses.				
	Add lines 13 through 23	11,820.	5,077.		9,307.
25	Contributions, gifts, grants paid	30,800.			30,800.
26	Total expenses and disbursements. Add lines 24 and 25	42,620.	5,077.		40,107.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-28,187.			
b	Net investment income (if negative, enter -0-)		1,943.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice; see instructions.

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Form 990-PF (2017)

a.d

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,561.	3,595.	3,595.
	2	Savings and temporary cash investments	71,433.	26,738.	26,738.
	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 schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,223.	1,087.	1,087.
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) L-10b Stmt	275,855.	318,113.	318,113.
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) L-13 Stmt	56,855.	64,340.	64,340.
	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)	406,927.	413,873.	413,873.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses	2,700.	0.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	2,700.	0.	
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted	404,227.	413,873.	
	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			
	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)	404,227.	413,873.	
	31	Total liabilities and net assets/fund balances (see instructions)	406,927.	413,873.	

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	404,227.
2	Enter amount from Part I, line 27a	2	-28,187.
3	Other increases not included in line 2 (itemize) ► Increase in Market Value of investments	3	37,833.
4	Add lines 1, 2, and 3	4	413,873.
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	413,873.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(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 Distribution		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 7,417.		6,321.	1,096.	
b 5,924.		0.	5,924.	
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.	0.	1,096.
b 0.	0.	0.	0.	5,924.
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	7,020.
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 doesn't 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 (col (b) divided by col (c))
2016	36,829.	388,794.	0.094726
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
2 Total of line 1, column (d)			2 0.399944
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.079989
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 396,735.
5 Multiply line 4 by line 3			5 31,734.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 19.
7 Add lines 5 and 6			7 31,753.
8 Enter qualifying distributions from Part XII, line 4			8 40,107.
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)

1a	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)	1	19.	N/A
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			
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	19.	
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	19.	
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,087.	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,087.	
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	1,068.	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ► 1,067. Refunded ►	11	0.	

Part VII-A Statements Regarding Activities

1a	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?	Yes	No
1a			<input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	Yes	No
1b			<input checked="" type="checkbox"/>
1c	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.	Yes	No
1c			<input checked="" type="checkbox"/>
c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____	Yes	No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____	Yes	No
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.	Yes	No
2			<input checked="" type="checkbox"/>
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	Yes	No
3			<input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a			<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
b			<input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .	Yes	No
5			<input checked="" type="checkbox"/>
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?	Yes	No
6			<input checked="" type="checkbox"/>
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	Yes	No
7			<input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ► CA	Yes	No
8a			<input checked="" type="checkbox"/>
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	Yes	No
b			<input checked="" type="checkbox"/>
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	Yes	No
9			<input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10			<input checked="" type="checkbox"/>

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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 2017, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
11		X
12		X
13	X	
14		
15		
16	X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a 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? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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.) Yes No

1b 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 Organizations relying on a current notice regarding disaster assistance, check here ►

1c 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 2017?

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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes 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.)

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2017 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 2017.)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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 2017?

	Yes	No
1a		
1b	X	
1c	X	
2		
2a		
2b		
3		
3a		
3b		
4		
4a	X	
4b	X	

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:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions.					
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>						
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> X				
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> X				
Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors						

1 List all officers, directors, trustees, and 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				► 0

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 ► 0

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	
2		0.
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

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	1a	349,402.
b	Average of monthly cash balances	1b	52,288.
c	Fair market value of all other assets (see instructions)	1c	1,087.
d	Total (add lines 1a, b, and c)	1d	402,777.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	402,777.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,042.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	396,735.
6	Minimum investment return. Enter 5% of line 5	6	19,837.

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	19,837.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	19.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,818.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,818.
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	19,818.

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	1a	40,107.
b	Program-related investments—total from Part IX-B	1b	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)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	40,107.
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	19.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,088.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				19,818.
2 Undistributed income, if any, as of the end of 2017.			0.	
a Enter amount for 2016 only				
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	9,918.			
b From 2013	6,616.			
c From 2014	13,299.			
d From 2015	15,723.			
e From 2016	17,661.			
f Total of lines 3a through e	63,217.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 40,107.				
a Applied to 2016, 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 2017 distributable amount				19,818.
e Remaining amount distributed out of corpus	20,289.			
5 Excess distributions carryover applied to 2017 (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	83,506.			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	9,918.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	73,588.			
10 Analysis of line 9:				
a Excess from 2013	6,616.			
b Excess from 2014	13,299.			
c Excess from 2015	15,723.			
d Excess from 2016	17,661.			
e Excess from 2017	20,289.			

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

N/A

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

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

- a The name, address, and telephone number or email 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACLU Foundation of N. Cal 39 Drumm Street San Francisco CA 94111	N/A	PC	General Support	1,000.
Alzheimer's Association 225 N. Michigan 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	100.
Americans United for Sep. Church & State 1901 L Street, NW Suite 400	N/A	PC	General Support	250.
Washington DC 20036	N/A	PC	General Support	1,500.
Aurora Theatre Co. 2081 Addison St. Berkeley CA 94704	N/A	PC	General Support	500.
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	200.
Berkeley Community Health Project 2339 Durant Avenue Berkeley CA 94704	N/A	PC	Berkeley Free Clinic	100.
Berkeley Food & Housing Project 1901 Fairview Street Berkeley CA 94703	N/A	PC	General Support	200.
See Statement				26,050.
Total				► 3a 30,800.
b Approved for future payment				
Total				► 3b

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) Exclusion 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	68.	
4	Dividends and interest from securities			14	7,345.	
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	7,020.	0.
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)				14,433.	0.
13	Total. Add line 12, columns (b), (d), and (e)				13	14,433.

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

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	Yes	No	
a	Transfers from the reporting foundation to a noncharitable exempt organization of.		
(1)	Cash	1a(1)	<input checked="" type="checkbox"/>
(2)	Other assets	1a(2)	<input checked="" type="checkbox"/>
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	<input checked="" type="checkbox"/>
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	<input checked="" type="checkbox"/>
(3)	Rental of facilities, equipment, or other assets	1b(3)	<input checked="" type="checkbox"/>
(4)	Reimbursement arrangements	1b(4)	<input checked="" type="checkbox"/>
(5)	Loans or loan guarantees	1b(5)	<input checked="" type="checkbox"/>
(6)	Performance of services or membership or fundraising solicitations	1b(6)	<input checked="" type="checkbox"/>
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

May the IRS discuss this return
with the preparer shown below?
See instructions Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Dion L Griffin, CPA	<i>Dion Griffin</i>	10/16/18		P01882984
	Firm's name ► Leventhal/Kline Management Inc.	Firm's EIN ► 94-3292172			
Firm's address ► 127 University Avenue	Phone no (510) 841-4123				

BAA

Berkeley

Preparer's signature

Da

10116118

Check if
soft employed

PTIN

ed 801002004

Dion L Griffin, CPA

Firm's name ► Leventha

Firm's address: ▶ 137 University Avenue

Firm's EIN ► 94-3292172

Phone no. (510) 841-4123

Firm's address ► 137 University Avenue

Phone No. (510) 841-4125

Form 990-PI

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a. Paid during the year</i>				
Berkeley Public Library Foundation 2090 Kittredge Street Berkeley, CA 94704	N/A	PC	IMO Linda Gage General Support	1,000.
Berkeley Repertory Theatre 2025 Addison Street Berkeley, CA 94704	N/A	PC	IHO John & Carol Field General Support	200.
Berkeley Symphony Orchestra 1942 University Ave., Ste. 207 Berkeley, CA 94704	N/A	PC	For Music in Schools	500.
Berkeley Symphony Orchestra 1942 University Ave., Ste. 207 Berkeley, CA 94704	N/A	PC	General Support	1,000.
Black Swan Arts & Media P.O. Box 2738 Oakland, CA 94602	N/A	PC	The Prepared Table	500.
Brown University 38 Brown Street Providence, RI 02912	N/A	PC	Class '81 Reunion Fund	500.
California Lawyers for the Arts Fort Mason Center, 2 Marina Blvd. San Francisco, CA 94123	N/A	PC	General Support	500.
California Shakespeare Theater 701 Heinz Avenue Berkeley, CA 94710	N/A ,	PC	General Support	300.
Carbon Tax Center 11 Hanover Square, 21st Floor New York, NY 10005	N/A	PC	General Support	500.
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012	N/A	PC	General Support	500.
Center for Media and Democracy P.O. Box 259010 Madison, WI 53715	N/A	PC	General Support	1,300.
Chrysalis Theatre Company 605 W. 11th Street, #31 New York, NY 10025	N/A	PC	A Line in the Sand	200.
Democracy Now! 207 W. 25th St., Floor 11 New York, NY 10001	N/A	PC	General Support	2,000.
Disability Rights Advocates 2001 Center St., 4th Floor Berkeley, CA 94704	N/A	PC	General Support	300.
Eugene O'Neill Foundation P.O. Box 402 Danville, CA 94526	N/A	PC	General Support	500.
Fractured Atlas 248 West 35th Street, 10th Floor New York, NY 10001	N/A	PC	Viola Sills Project	500.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a. Paid during the year</i>				
Green Planet Films P.O. Box 247 Corte Madera, CA 94976	N/A	PC	Where Once Was Water	100.
H.E.A.R. 1405 Lyon Street San Francisco, CA 94115	N/A	PC	General Support	500.
Harvard College Fund 124 Mount Auburn Street Cambridge, MA 02138	N/A	PC	Nicholas Carlin Class of '77	500.
Holy Names University 3500 Mountain Blvd. Oakland, CA 94619	N/A	PC	Kennedy Center	250.
Holy Names University 3500 Mountain Blvd. Oakland, CA 94619	N/A	PC	Master Guild Series	250.
Int'l Society for Ecology and Culture P.O. Box 36 East Hardwick, VT 05836	N/A	PC	Support TUC Radio	750.
Jewish Family & Children's Svc. of East Bay 2484 Shattuck Ave., Ste. 210 Berkeley, CA 94704	N/A	PC	General Support	100.
KPFA 1929 Martin Luther King Jr. Way Berkeley, CA 94704	N/A	PC	To Support Flashpoints	750.
KQED 2601 Miraposa Street San Francisco, CA 94110	N/A	PC	General Support	100.
Lawyers Comm. for Civil Rights Under Law 1401 New York Ave. NW, #400 Washington, DC 20005	N/A	PC	General Support	500.
Mill Valley Philharmonic 42 Miller Avenue Mill Valley, CA 94941	N/A	PC	General Support	300.
Museum of Performance & Design 893B Folsom Street San Francisco, CA 94107	N/A	PC	General Support	500.
Orangutan Foundation Int'l 824 Wellesley Avenue Los Angeles, CA 90049	N/A	PC	General Support	500.
Planned Parenthood Federation 123 William Street, 10th Floor New York, NY 10038	N/A	PC	General Support	500.
PlayGround 3286 Adeline St., No. 8 Berkeley, CA 94703	N/A	PC	General Support	500.
Playwrights Foundation Inc. 1616 16th St., Ste. 350 San Francisco, CA 94103	N/A	PC	General Support	500.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a Paid during the year</i>				
Ploughshares Fund 1808 Wedemeyer St., Ste. 200 San Francisco, CA 94129	N/A	PC	General Support	500.
Poetry Flash/Danse Lumiere 6334 Kensington Avenue Richmond, CA 94805	N/A	PC	For Danse Lumiere	250.
Pomona College 550 North College Avenue Claremont, CA 91711	N/A	PC	Chanya Charles Thesis Prize	400.
Richmond College Prep Schools P.O. Box 2814 Richmond, CA 94802	N/A	PC	General Support	300.
San Francisco Mime Troupe 855 Treat Avenue San Francisco, CA 94110	N/A	PC	General Support	500.
San Francisco Playhouse 588 Sutter St., Ste. 318 San Francisco, CA 94102	N/A	PC	General Support	1,000.
SFFilm 39 Mesa Street San Francisco, CA 94129	N/A	PC	Support Ten Summers	100.
Shotgun Players 1901 Ashby Street Berkeley, CA 94703	N/A	PC	General Support	1,200.
Social & Environmental Entrepreneurs Inc. 23532 Calabasas Road, Suite A Calabasas, CA 91302	N/A	PC	Support Alianza Arkana	500.
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	N/A	PC	General Support	200.
Squaw Valley Community of Writers P.O. Box 1416 Nevada City, CA 95959	N/A	PC	General Support	300.
Sutter Care at Home 1900 Powell St., Ste. 300 Emeryville, CA 94608	N/A	PC	General Support	100.
UC Berkeley Botanical Garden 200 Centennial Drive Berkeley, CA 94720	N/A	PC	Paul & Barbara Licht Fund	100.
University of Chicago 5801 South Ellis Avenue Chicago, IL 60637	N/A	PC	Morton Grodzins Fellowship Fund	500.
University of Chicago 5801 South Ellis Avenue Chicago, IL 60637	N/A	PC	College Fund	500.
Theatre Bay Area 1119 Market St., 2nd Floor San Francisco, CA 94103	N/A	PC	General Support	600.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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
<i>a Paid during the year</i>				
TheatreFirst 1301 Shattuck Avenue Bekeley, CA 94709	N/A	PC	General Support	1,000.
The Paul Dresher Ensemble 55 Taylor Street San Francisco, CA 94102	N/A	PC	General Support	200.
Z Space Studio 499 Alabama St., Ste. 450 San Francisco, CA 94110	N/A	PC	General Support	200.
Yale University 157 Church Street New Haven, CT 06510	N/A	PC	IHO Joy Carlin Class of '54	500.
Youth Radio 1701 Broadway Oakland, CA 94612	N/A	PC	General Support	200.
				26,050.

Name The Leo J. & Celia Carlin Fund	Employer Identification No 94-3143163
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Asset Information:

Description of Property	Capital Gain Property
Business Code	Exclusion Code
Date Acquired	various How Acquired Purchased
Date Sold	various Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	7,417. Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	1,096. Accumulated Depreciation
 Description of Property Capital Gain Distribution	
Business Code	Exclusion Code
Date Acquired	various How Acquired Purchased
Date Sold	various Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	5,924. Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	5,924. Accumulated Depreciation
 Description of Property	
Business Code	Exclusion Code
Date Acquired	How Acquired
Date Sold	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulated Depreciation
 Description of Property	
Business Code	Exclusion Code
Date Acquired	How Acquired
Date Sold	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulated Depreciation
 Description of Property	
Business Code	Exclusion Code
Date Acquired	How Acquired
Date Sold	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	Cost or other basis (do not reduce by depreciation)
Sales Expense	Valuation Method
Total Gain (Loss)	Accumulated Depreciation

Totals:

Total Gain (Loss) of all assets	7,020.
Gross Sales Price of all assets	13,341.
Unrelated Business Income	Business Code
Excluded by section 512, 513, 514	Exclusion Code
Related/Exempt Function Income	7,020.

QuickZoom here to Form 990-PF, Page 1 ►

QuickZoom here to Form 990-PF, Page 12 ►

Name The Leo J. & Celia Carlin Fund	Employer Identification No 94-3143163
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Line 16a - Legal Fees

Line 16b - Accounting Fees

Line 16c - Other Professional Fees

Name The Leo J. & Celia Carlin Fund	Employer Identification No 94-3143163
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
AT&T Inc.	12,364.	12,364.
Berkshire Hathaway Inc Cl B	85,235.	85,235.
Black Knight Inc. Com	5,342.	5,342.
See L-10b Stmt	215,172.	215,172.
Totals to Form 990-PF, Part II, Line 10b	318,113.	318,113.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Pax World Balanced Fund	64,340.	64,340.
Totals to Form 990-PF, Part II, Line 13	64,340.	64,340.

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
Cannae Holdings	3,832.	3,832.
Cisco Sys Inc	18,001.	18,001.
DXC	1,993.	1,993.
Fidelity National Fin Inc	15,685.	15,685.
Hannon Armstrong Sustainable	10,346.	10,346.
Hawaiian Elec Inds Discretion	14,834.	14,834.
Hershey Co	21,578.	21,578.
Hewlett Packard Co	3,590.	3,590.
HP Inc. Com	5,253.	5,253.
Idearc Inc.	241.	241.
Ishares Tr KLD Select Social Index Fd	30,334.	30,334.
J Alexander Holdings	369.	369.
Microfocus International	1,142.	1,142.
Portland Gen Elec Co Com New	19,417.	19,417.
RMR Group Inc.	178.	178.
Sabra Health Care REIT	1,445.	1,445.
Square Inc.	9,014.	9,014.
Thomson-Reuters Co Com	16,128.	16,128.
Verizon Communications	18,155.	18,155.
Senior Housing Property Trust	6,894.	6,894.
Ventas Inc.	16,743.	16,743.
Total	215,172.	215,172.