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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2010**

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

For calendar year 2010, or tax year beginning , 2010, and ending

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

THE HORWITZ FAMILY
MEMORIAL FOUNDATION
3332 EAST ROMELLE AVENUE
ORANGE, CA 92869

A Employer identification number
33-0912754

B Telephone number (see the instructions)
(714) 633-7199

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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, column (c), line 16)

\$ 934,534.

J Accounting method. ☒ Cash ☐ Accrual
☐ 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 the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	29,290.	29,290.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	5,592.			
b Gross sales price for all assets on line 6a	367,925.			
7 Capital gain net income (from Part IV, line 2)		5,592.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	34,882.	34,882.	0.	
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	5,235.	2,618.		2,617.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 2	323.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	15,103.	10.		7,716.
24 Total operating and administrative expenses. Add lines 13 through 23	20,661.	2,628.		10,333.
25 Contributions, gifts, grants paid PART XV	332,900.			332,900.
26 Total expenses and disbursements. Add lines 24 and 25	353,561.	2,628.	0.	343,233.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-318,679.			
b Net investment income (if negative, enter -0-)		32,254.		
c Adjusted net income (if negative, enter -0-)			0.	

SCANNED JUN 07 2011

158

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		39,566.	-10,709.	-10,709.
	2	Savings and temporary cash investments				
	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 the 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				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 4	879,840.	661,509.	765,022.	
	c	Investments — corporate bonds (attach schedule) STATEMENT 5	150,000.	150,000.	154,873.	
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 6	74,750.	25,000.	25,348.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)	265.				
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	1,144,421.	825,800.	934,534.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 7)		58.		
	23	Total liabilities (add lines 17 through 22)	0.	58.		
FUNDED ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	1,144,421.	825,742.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)	1,144,421.	825,742.		
	31	Total liabilities and net assets/fund balances (see the instructions)	1,144,421.	825,800.		

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	1,144,421.
2	Enter amount from Part I, line 27a	2	-318,679.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	825,742.
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	825,742.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 8			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 2 5,592.

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 the 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.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	249,252.	1,137,851.	0.219055
2008	277,191.	1,516,774.	0.182750
2007	229,121.	1,668,654.	0.137309
2006	258,132.	1,629,900.	0.158373
2005	93,480.	1,256,132.	0.074419

2 Total of line 1, column (d) 2 0.771906

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 0.154381

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 1,050,161.

5 Multiply line 4 by line 3 5 162,125.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 323.

7 Add lines 5 and 6 7 162,448.

8 Enter qualifying distributions from Part XII, line 4 8 343,233.

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 the 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 instr.)			
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	323.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	323.
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	323.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	265.	
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	265.	
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	58.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
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> ? <i>If 'No,' attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2010)

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>LOUIS B HORWITZ</u> Telephone no <u>(714) 633-7199</u> Located at <u>3332 EAST ROMELLE AVENUE, ORANGE, CA</u> ZIP + 4 <u>92869</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			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.

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2010?	1c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 the instructions.)	2b	N/A
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> .		
3a	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 2010 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 2010.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2010?	4b	X

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Form 990-PF (2010)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b 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?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
LOUIS B HORWITZ 3332 EAST ROMELLE AVENUE ORANGE, CA 92869	PRESIDENT & 0	0.	0.	0.
BRADLEY J HORWITZ 3332 EAST ROMELLE AVENUE ORANGE, CA 92869	VICE PRES & 0	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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2010)

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	1,042,653.
b Average of monthly cash balances	1b	23,500.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,066,153.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,066,153.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	15,992.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,050,161.
6 Minimum investment return. Enter 5% of line 5	6	52,508.

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	52,508.
2a Tax on investment income for 2010 from Part VI, line 5	2a	323.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	323.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	52,185.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	52,185.
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	52,185.

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	343,233.
b Program-related investments — total from Part IX-B	1b	
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)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	343,233.
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	323.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	342,910.

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

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Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				52,185.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	40,295.			
b From 2006	178,243.			
c From 2007	154,904.			
d From 2008	202,152.			
e From 2009	193,053.			
f Total of lines 3a through e	768,647.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 343,233.				
a Applied to 2009, 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 2010 distributable amount				52,185.
e Remaining amount distributed out of corpus	291,048.			
5 Excess distributions carryover applied to 2010 (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	1,059,695.			
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 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	40,295.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,019,400.			
10 Analysis of line 9				
a Excess from 2006	178,243.			
b Excess from 2007	154,904.			
c Excess from 2008	202,152.			
d Excess from 2009	193,053.			
e Excess from 2010	291,048.			

BAA

Form 990-PF (2010)

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 SEE STATEMENT 10				
Total			3a	332,900.
b Approved for future payment				
Total			3b	

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GTCR LLP	\$ 5,235.	\$ 2,618.		\$ 2,617.
TOTAL	<u>\$ 5,235.</u>	<u>\$ 2,618.</u>	<u>\$ 0.</u>	<u>\$ 2,617.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 323.			
TOTAL	<u>\$ 323.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	\$ 7,716.			\$ 7,716.
TAX/LICENSES	10.	\$ 10.		
TEMPLE DUES	7,377.			
TOTAL	<u>\$ 15,103.</u>	<u>\$ 10.</u>	<u>\$ 0.</u>	<u>\$ 7,716.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY CL B - 15 SH	COST	\$ 0.	\$ 0.
JOHNSON & JOHNSON - 750 SH	COST	46,521.	46,387.
MICROSOFT CORP - 1,000 SH	COST	0.	0.
GENERAL ELEC CO - 1,200 SH	COST	31,998.	32,922.
INTEL CORP - 2,400 SH	COST	0.	0.
LIBERTY GLOBAL SERIES C - 1,200 SH	COST	0.	0.
SYSCO CORP - 1,400 SH	COST	37,935.	41,160.
ABBOTT LABS - 800 SH	COST	40,973.	38,328.
CHEVRON CORP - 300 SH	COST	22,906.	27,375.
EXXON MOBIL CORP - 400 SH	COST	28,432.	29,250.
REDWOOD TRUST INC - 2,100 SH	COST	46,332.	31,353.
WAL-MART STORES INC - 1,000 SH	COST	50,176.	53,930.
CROWN CASTLE INTL CORP - 800 SH	COST	23,298.	35,064.

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LAMAR ADVERTISING CO-CL A - 900 SH	COST	\$ 32,027.	\$ 35,856.
LIBERTY GLOBAL SERIES C - 700 SH	COST	10,927.	23,723.
LIBERTY MEDIA INTERACT SER A - 2,300 SH	COST	11,481.	36,271.
AVON PRODUCTS - 1,400 SH	COST	44,246.	40,684.
LOWES COS INC - 1,600 SH	COST	31,611.	40,128.
ELECTR FOR IMAGING INC - 2,600 SH	COST	28,553.	37,206.
SEASpan CORP - 4,400 SH	COST	28,898.	54,648.
CINTAS CORP - 1,000 SH	COST	27,580.	27,960.
BERKSHIRE HATHAWAY CL B - 400 SH	COST	23,931.	32,044.
ELECTRONICE (SEMICONDUCTOR) - 1,800 SH	COST	38,754.	37,854.
UNITED PARCEL SERVICE - 400 SH	COST	25,946.	29,032.
NATIONAL CINEMEDIA INT - 1,700 SH	COST	28,984.	33,847.
	TOTAL	\$ 661,509.	\$ 765,022.

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GENERAL ELEC CAP 4.750% 09-15-12	COST	\$ 100,000.	\$ 104,019.
BANK OF AMERICA CP 6.350% DUE 09-15-18	COST	50,000.	50,854.
	TOTAL	\$ 150,000.	\$ 154,873.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
\$25,000 ISRAEL BOND	COST	\$ 25,000.	\$ 25,348.
ISHARES LEHMAN TREASURY - 500 SH	COST	0.	0.
	TOTAL	\$ 25,000.	\$ 25,348.

STATEMENT 7
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

EXCISE TAXES PAYABLE	...	\$ 58.
	TOTAL	\$ 58.

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 8

FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	200 SH BERKSHIRE HATHAWAY CLB	PURCHASED	1/31/2005	2/19/2010
2	700 SH GENERAL ELEC CO	PURCHASED	5/15/2008	2/19/2010
3	600 SH LIBERTY GLOBAL SERIES C	PURCHASED	3/27/2008	2/19/2010
4	1,000 SH MICROSOFT CORP	PURCHASED	10/26/2005	2/19/2010
5	1,200 SH LIBERTY MEDIA INTERACTIVE A	PURCHASED	6/30/2009	4/12/2010
6	600 SH CROWN CASTLE INTL CORP	PURCHASED	9/30/2008	4/14/2010
7	200 SH ISHARES LEHMAN TREASURY	PURCHASED	1/26/2009	5/04/2010
8	100 SH ISHARES LEHMAN TREASURY	PURCHASED	1/26/2009	5/28/2010
9	100 SH ISHARES LEHMAN TREASURY	PURCHASED	1/26/2009	6/30/2010
10	600 SH LIBERTY GLOBAL SERIES C	PURCHASED	3/27/2008	7/08/2010
11	150 SH BERKSHIRE HATHAWAY CLB	PURCHASED	1/31/2005	9/09/2010
12	300 SH CROWN CASTLE INTL CORP	PURCHASED	9/30/2008	9/09/2010
13	200 SH EXXON MOBIL CORP	PURCHASED	7/17/2008	9/09/2010
14	300 SH GENERAL ELEC CO	PURCHASED	5/15/2008	9/09/2010
15	600 SH INTEL CORP	PURCHASED	6/04/2008	9/09/2010
16	300 SH LAMAR ADVERTISING CO-CL A	PURCHASED	3/27/2008	9/09/2010
17	400 SH LIBERTY GLOBAL SERIES C	PURCHASED	6/30/2009	9/09/2010
18	500 SH LOWES COS INC	PURCHASED	5/08/2009	9/09/2010
19	600 SH SYSCO CORP	PURCHASED	3/27/2008	9/09/2010
20	100 SH ISHARES LEHMAN TREASURY	PURCHASED	1/26/2009	11/04/2010
21	300 SH LIBERTY GLOBAL SERIES C	PURCHASED	6/30/2009	11/04/2010
22	300 SH CHEVRON CORP	PURCHASED	7/17/2008	11/09/2010
23	200 SH EXXON MOBIL CORP	PURCHASED	7/17/2008	11/09/2010
24	800 SH ELECTR FOR IMAGING INC	PURCHASED	8/17/2009	12/08/2010
25	400 SH GENERAL ELEC CO	PURCHASED	5/15/2008	12/08/2010
26	500 SH LIBERTY MEDIA INTERACTIVE A	PURCHASED	6/30/2009	12/08/2010
27	500 SH REDWOOD TRUST INC	PURCHASED	5/15/2008	12/08/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	15,747.		11,965.	3,782.				\$ 3,782.
2	11,322.		22,565.	-11,243.				-11,243.
3	15,079.		20,302.	-5,223.				-5,223.
4	28,822.		25,312.	3,510.				3,510.
5	19,686.		5,990.	13,696.				13,696.
6	22,395.		17,474.	4,921.				4,921.
7	21,163.		19,900.	1,263.				1,263.
8	10,593.		9,950.	643.				643.
9	10,650.		9,950.	700.				700.
10	16,167.		20,302.	-4,135.				-4,135.
11	12,289.		8,974.	3,315.				3,315.
12	12,685.		8,737.	3,948.				3,948.
13	12,248.		15,963.	-3,715.				-3,715.
14	4,764.		9,671.	-4,907.				-4,907.
15	10,804.		14,007.	-3,203.				-3,203.
16	8,686.		10,676.	-1,990.				-1,990.
17	11,616.		6,244.	5,372.				5,372.
18	10,856.		9,763.	1,093.				1,093.
19	17,181.		17,593.	-412.				-412.
20	11,168.		9,950.	1,218.				1,218.
21	11,365.		4,683.	6,682.				6,682.
22	25,188.		25,366.	-178.				-178.
23	14,187.		15,963.	-1,776.				-1,776.
24	11,341.		8,786.	2,555.				2,555.

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
25	6,775.		12,894.	-6,119.				\$ -6,119.
26	7,987.		2,496.	5,491.				5,491.
27	7,161.		16,857.	-9,696.				-9,696.
							TOTAL	\$ 5,592.

STATEMENT 9
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORSLOUIS B HORWITZ
BRADLEY J HORWITZSTATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MENNINGER FOUNDATION P. O. BOX #809045 HOUSTON, TX 77289		PUBLIC	GENERAL	\$ 1,000.
FRED HUTCHINSON CANCER RSH CTR P. O. BOX 19024 SEATTLE, WA 98109		PUBLIC	GENERAL	10,000.
TLC FOUNDATION FOR THE BLIND 7915 LINDLEY AVENUE RESEDA, CA 91335		PUBLIC	OPERATIONS AND BUILDING FUND	10,000.
JEWISH FEDERATION & FAMILY SERVICE 1 FEDERATION WAY SUITE 330 IRVINE, CA 92603		PUBLIC	GENERAL	2,000.
WORLD UN FOR PROGRESS JUDAISM 633 THIRD AVENUE NEW YORK, NY 10017		PUBLIC	GENERAL	1,000.

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JEWISH FEDERATION & FAMILY SERVICE 1 FEDERATION WAY SUITE 350 IRVINE, CA 92603		PUBLIC	GENERAL	\$ 2,000.
TOPEKA RESCUE MISSION P. O. BOX 8350 TOPEKA, KS 66608		PUBLIC	GENERAL	500.
HABITAT FOR HUMANITY INTL 121 HABITAT STREET AMERICUS, GA 31709		PUBLIC	GENERAL	1,000.
ANTI-DEFAMATION LEAGUE 959 SOUTH COAST DRIVE, STE 374 COSTA MESA, CA 92626		PUBLIC	GENERAL	1,000.
ORANGE COUNTY RESCUE MISSION P. O. BOX 4007 SANTA ANA, CA 92705		PUBLIC	GENERAL	1,000.
THE SALVATION ARMY 10200 PIONEER ROAD TUSTIN, CA 92782		PUBLIC	GENERAL	1,000.
CARE 151 ELLIS STREET NE ATLANTA, GA 30303		PUBLIC	GENERAL	1,000.
TEMPLE BETH SHOLOM 2625 N TUSTIN AVENUE SANTA ANA, CA 92705		PUBLIC	GENERAL	8,200.
ST JOSEPH HOSPITAL OF ORG COUNTY 1100 WEST STEWART DRIVE ORANGE, CA 92863		PUBLIC	FUNDS TO PURCHASE SURGICAL EQUIPMENT	100,000.
DOCTORS WITHOUT BORDERS USA P. O. BOX 5030 HAGERSTOWN, MD 21741		PUBLIC	GENERAL	1,000.
U.S. FUND FOR UNICEF P. O. BOX 27780 NEWARK, NJ 07101		PUBLIC	GENERAL	1,000.
RYMAN-CARROLL FOUNDATION 7515 WOODROW WILSON DRIVE LOS ANGELES, CA 90046		PUBLIC	GENERAL	900.

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
KS WILD ENDOWMENT FUND P.O. BOX 332 WILLIAMS, OR 97544		PUBLIC	THE KLAMATH-SISKIYOU WILDLANDS CENTER	\$ 1,000.
THE FURNITURE BANK 6300 BOWLING GREEN ST. HOUSTON, TX 77201		PUBLIC	GENERAL	1,000.
SPECIAL OLYMPICS WASHINGTON P. O. BOX 2047 SEATTLE, WA 98111		PUBLIC	GENERAL	3,000.
CHILDRENS HOSPITAL OF O.C. 455 S MAIN ST ORANGE, CA 92868		PUBLIC	GENERAL	2,500.
THE SMILE TRAIN P.O. BOX 96231 WASHINGTON, DC 20090		PUBLIC	GENERAL	500.
PONCHO FOR THE ARTS 603 STEWART STREET STE 1717 SEATTLE, WA 98101		PUBLIC	GENERAL	5,000.
SEATTLE ARTS & LECTURES 105 S MAIN ST #201 SEATTLE, WA 98104		PUBLIC	GENERAL	1,000.
PLANNED PARENTHOOD 3601 FANNIN STREET HOUSTON, TX 77004		PUBLIC	GENERAL	1,000.
UNITED WAY OF KING COUNTY 720 SECOND AVENUE SEATTLE, WA 98104		PUBLIC	SPECIFIC CAMPAIGN TO END CHRONIC HOMELESS	55,000.
MAZON 1990 SOUTH BUNDY DRIVE SUITE 260 LOS ANGELES, CA 90025		PUBLIC	GENERAL	1,000.
BIG WILDLIFE P.O. BOX 489 WILLIAMS, OR 97544		PUBLIC	GENERAL	5,000.
VOICES FOR CHILDREN 2851 MEADOWLARK DRIVE SAN DIEGO, CA 92123		PUBLIC	GENERAL	1,000.

THE HORWITZ FAMILY
MEMORIAL FOUNDATION

33-0912754

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VOILA FOUNDATION % TRILOGY INTL P.O. BOX 531010 BELLEVUE, WA 98015		PUBLIC	HAITI	\$ 100,000.
PROJECT WILDLIFE 887 1/2 SHERMAN STREET SAN DIEGO, CA 92110		PUBLIC	GENERAL	5,000.
MUSEUM OF GLASS 1801 DOCK ST TACOMA, WA 98402		PUBLIC	GENERAL	5,000.
CAN DO MULTIPLE SCLEROSIS 27 MAIN STREET SUITE 303 EDWARDS, CO 81632		PUBLIC	GENERAL	1,300.
SANTA ANA POLICE FOUNDATION GUILD 1801 E PARK CRT PL, BLDG E, STE 103 SANTA ANA, CA 92701		PUBLIC	GENERAL	1,000.
STARLIGHT FOUNDATION 5001 150TH AVE. NE #110 REDMOND, WA 98052		PUBLIC	GENERAL	1,000.
TOTAL \$				<u>332,900.</u>