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Return of Private Foundation

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

2010

Department of the Treasury
Internal Revenue Service

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 _____, and ending _____

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

| | | | | |
|---|---|------------------------------------|---------------------------|-------------------------|
| Name of foundation | | A Employer identification number | | |
| HORNTHAL FAMILY FOUNDATION | | 94-3300777 | | |
| Number and street (or P O box number if mail is not delivered to street address) 2234 BEACH STREET | | Room/suite | | |
| City or town, state, and ZIP code SAN FRANCISCO, CA 94123 | | | | |
| 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, col. (c), line 16) | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | | |
| ► \$ 1,897,029. (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).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income |
| 1 Contributions, gifts, grants, etc., received | | | | N/A |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments | | | | |
| 3 Dividends and interest from securities | | 36,929. | 36,929. | STATEMENT 1 |
| 5a Gross rents b Net rental income or (loss) _____ | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 2,448,277. | | 141,462. | | |
| 7 Capital gain net income (from Part IV, line 2) | | 141,462. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications Gross sales less returns and allowances | | | | |
| 10a b Less Cost of goods sold <i>RECEIVED</i> <i>NOV 18 2011</i> <i>USC</i> | | -5,856. | 217. | STATEMENT 2 |
| 11 Other income | | 172,535. | 178,608. | |
| 12 Total. Add lines 1 through 11 | | | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0. | 0. | 0. |
| 14 Other employee salaries and wages <i>JEN, UT</i> | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees b Accounting fees STMT 3 | | 9,000. | 0. | 9,000. |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes STMT 4 | | 1,310. | 110. | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | 19,941. | 0. | 19,941. |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 5 | | 485. | 305. | 1. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 30,736. | 415. | 28,942. |
| 25 Contributions, gifts, grants paid | | 87,891. | | 87,891. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 118,627. | 415. | 116,833. |
| 27 Subtract line 26 from line 12: | | 53,908. | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | | 178,193. | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A |

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| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small> | | Beginning of year | End of year | |
|---|---|--|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| 1 | Cash - non-interest-bearing | 524,880. | 350,815. | 350,815. |
| 2 | Savings and temporary cash investments | | | |
| 3 | Accounts receivable ► 8,326. | 8,326. | 8,326. | 8,326. |
| | 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 | | | |
| 7 | Other notes and loans receivable ► | | | |
| | 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 | | | |
| b | Investments - corporate stock | STMT 6 | 1,350,530. | 1,566,832. |
| c | Investments - corporate bonds | | | 1,537,888. |
| 11 | Investments - land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation ► | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other | | | |
| 14 | Land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation ► | | | |
| 15 | Other assets (describe ►) | | | |
| 16 | Total assets (to be completed by all filers) | | 1,883,736. | 1,925,973. |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable | | | |
| 22 | Other liabilities (describe ► STATEMENT 7) | | 36,875. | 25,200. |
| 23 | Total liabilities (add lines 17 through 22) | | 36,875. | 25,200. |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 | Unrestricted | | |
| | 25 | Temporarily restricted | | |
| | 26 | Permanently restricted | | |
| | Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| | 27 | Capital stock, trust principal, or current funds | 0. | 0. |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 1,846,861. | 1,900,773. | |
| 30 | Total net assets or fund balances | 1,846,861. | 1,900,773. | |
| 31 | Total liabilities and net assets/fund balances | 1,883,736. | 1,925,973. | |

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 | 1,846,861. |
| 2 | Enter amount from Part I, line 27a | 2 | 53,908. |
| 3 | Other increases not included in line 2 (itemize) ► CURRENT YEAR ADJUSTMENT | 3 | 4. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,900,773. |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,900,773. |

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 shs. MLC Co.) | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
| 1a | | | | | |
| b | SEE ATTACHED STATEMENT | | | | |
| 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 | 2,448,277. | | 2,306,755. | 141,462. | |
| 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) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | 141,462. | |
| 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 | 141,462. | |
| 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). If (loss), enter -0- in Part I, line 8 | | | 3 | N/A | |

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 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)) |
|--|--|--|---|
| 2009 | 124,512. | 1,586,101. | .078502 |
| 2008 | 112,352. | 1,719,425. | .065343 |
| 2007 | 157,974. | 1,997,337. | .079092 |
| 2006 | 163,988. | 2,023,276. | .081051 |
| 2005 | 137,383. | 2,230,860. | .061583 |

2 Total of line 1, column (d) 2 **.365571**

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 **.073114**

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 **1,769,821.**

5 Multiply line 4 by line 3 5 **129,399.**

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 **1,782.**

7 Add lines 5 and 6 7 **131,181.**

8 Enter qualifying distributions from Part XII, line 4 8 **116,833.**

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 | 3,564. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | 0. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | 3 | 3,564. |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 3 | Add lines 1 and 2 | | 5 | 3,564. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 | Credits/Payments: | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 1,765. | |
| 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 | 1,765. | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 8. | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 1,807. | |
| 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 ► | 11 | Refunded | |

Part VII-A Statements Regarding Activities

| | | Yes | No |
|----|--|-----|----|
| 1a | | X | |
| 1b | | X | |
| 1c | | X | |
| 2 | | X | |
| 3 | | X | |
| 4a | | X | |
| 4b | | | |
| 5 | | X | |
| 6 | | X | |
| 7 | | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see 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 General Instruction G? If "No," attach explanation | 8b | 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)? If "Yes," complete Part XIV | 9 | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | X |

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Part VII-A Statements Regarding Activities (continued)

| | | |
|-----------------------|--|---|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| Website address ► N/A | | |
| 14 | The books are in care of ► JAMES J. HORNTHAL Located at ► 2234 BEACH STREET, SAN FRANCISCO, CA | Telephone no. ► 415-563-6336 ZIP+4 ► 94123 |
| 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 N/A |
| 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 Yes X No X |

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

| | 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 | X No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | X No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | X No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | X 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 | X 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 | X 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | 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? | 1b | |
| 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 | X No |
| If "Yes," list the years ► | | |
| 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.) | N/A | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | | |
| 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 | X 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.) | N/A | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | |
| 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 |

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No
 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)?

N/A



5b

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

6b

X

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

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?

Yes No

N/A

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.

| (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 |
|---|---|---|---|---------------------------------------|
| JAMES J. HORNTHAL 2234 BEACH STREET SAN FRANCISCO, CA 94123 | PRESIDENT, CHAIR 0.50 | 0. | 0. | 0. |
| BETHANY S. HORNTHAL 2234 BEACH STREET SAN FRANCISCO, CA 94123 | VP, TREASURER 0.50 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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**

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. |
| 3 | NONE | |
| | | 0. |

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 | 1,230,996. |
| b Average of monthly cash balances | 1b | 565,777. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 1,796,773. |
| 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 | 1,796,773. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 26,952. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,769,821. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 88,491. |

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 | 88,491. |
| 2a Tax on investment income for 2010 from Part VI, line 5 | 2a | 3,564. |
| b Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 3,564. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 84,927. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 84,927. |
| 6 Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 84,927. |

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 | 116,833. |
| 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 | |
| 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 | 116,833. |
| 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 | 5 | 0. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 116,833. |

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 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 84,927. |
| 2 Undistributed income, if any, as of the end of 2010 | | | 0. | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | 27,718. | | | |
| b From 2006 | 63,504. | | | |
| c From 2007 | 62,931. | | | |
| d From 2008 | 27,819. | | | |
| e From 2009 | 48,227. | | | |
| f Total of lines 3a through e | 230,199. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 116,833. | | | 0. | |
| a Applied to 2009, but not more than line 2a | | | | |
| 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 | | | | 84,927. |
| e Remaining amount distributed out of corpus | 31,906. | | | |
| 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: | 262,105. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 0. | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| 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 instr. | | | 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) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 27,718. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 234,387. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | 63,504. | | | |
| b Excess from 2007 | 62,931. | | | |
| c Excess from 2008 | 27,819. | | | |
| d Excess from 2009 | 48,227. | | | |
| e Excess from 2010 | 31,906. | | | |

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 2010, 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

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

- 3 Subject line 23 from line 20
a 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)(ii)
 - (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 the 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 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) | | | | |
| <i>a Paid during the year</i> | | | | |
| SEE ATTACHMENT A | | | | |
| Total | | | | ► 3a 87,891. |
| <i>b Approved for future payment</i> | | | | |
| NONE | | | | |
| Total | | | | ► 3b 0. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | Related or exempt function income |
|---|-------------------------|---------------|-------------------------------|---------------|--------------------------------------|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 36,929. | |
| 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 | 900000 | -6,072. | 14 | 217. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 14 | 141,462. | |
| 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) | | -6,072. | | 178,608. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 172,536. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |

Relationship of Activities to the Accomplishment of Exempt Purposes

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

2010 Cash Contributions, Gifts, Grants, and Similar Amounts

| Date | Donees Name | Contribution | Status of Recipient |
|--------------|----------------------------------|---------------------|----------------------------|
| Jan-10 | JCC | \$ 36.00 | 501(c)(3) |
| Feb-10 | International Medical Corps | \$ 1,000.00 | 501(c)(3) |
| Feb-10 | The Sapling Foundation | \$ 6,000.00 | 501(c)(3) |
| Feb-10 | JCCSF | \$ 500.00 | 501(c)(3) |
| Apr-10 | Foundation Fighting Blindness | \$ 1,000.00 | 501(c)(3) |
| Apr-10 | Academy of Science | \$ 20.00 | 501(c)(3) |
| May-10 | JDC | \$ 4,500.00 | 501(c)(3) |
| May-10 | JCC | \$ 25.00 | 501(c)(3) |
| May-10 | NY Charities | \$ 500.00 | 501(c)(3) |
| Jul-10 | Groundspring (JCRC) | \$ 7,500.00 | 501(c)(3) |
| Jul-10 | JCC | \$ 20,000.00 | 501(c)(3) |
| Aug-10 | Clinton Foundation | \$ 20,000.00 | 501(c)(3) |
| Aug-10 | Council on Foreign Relations | \$ 405.00 | 501(c)(3) |
| Aug-10 | The Brain Tumor Society | \$ 250.00 | 501(c)(3) |
| Sep-10 | Give Forward LLC | \$ 75.00 | 501(c)(3) |
| Sep-10 | AJWS | \$ 2,500.00 | 501(c)(3) |
| Dec-10 | Beyond Differences | \$ 100.00 | 501(c)(3) |
| Dec-10 | Narrative | \$ 100.00 | 501(c)(3) |
| Dec-10 | AISCS (Mollie) | \$ 180.00 | 501(c)(3) |
| Dec-10 | Breast Cancer Fund | \$ 250.00 | 501(c)(3) |
| Dec-10 | One Voice Movement | \$ 10,000.00 | 501(c)(3) |
| Dec-10 | CLAL | \$ 10,000.00 | 501(c)(3) |
| Dec-10 | Huckleberry Youth Foundation | \$ 2,500.00 | 501(c)(3) |
| Dec-10 | Leukemia & Lymphoma Society | \$ 100.00 | 501(c)(3) |
| Dec-10 | Princeton Friends of P'ton Track | \$ 100.00 | 501(c)(3) |
| Dec-10 | HBS Fund | \$ 250.00 | 501(c)(3) |
| TOTAL | | \$ 87,891.00 | |

Hornthal Family Foundation
 2010 Capital Gain/Loss Schedule
 EIN: 94-3300777

| Name | Date Acquired | Date Sold | Sale Price | Cost Basis | G/L |
|--------------------------------|---------------|-----------|------------|------------|------------|
| Gol Linhas Aers | 10/9/2009 | 1/4/2010 | 29,340.63 | 18,960.00 | 10,380.63 |
| OpenTable, Inc. | 9/22/2009 | 1/4/2010 | 13,319.66 | 14,000.01 | (680.35) |
| Sovran Self Storage | 9/30/2009 | 1/4/2010 | 7,237.83 | 5,950.00 | 1,287.83 |
| Verisk Analytics 10-6-09 A | 10/6/2009 | 1/4/2010 | 3,060.92 | 2,199.99 | 860.93 |
| Verisk Analytics 10-6-09 A | 10/6/2009 | 1/4/2010 | 15,304.60 | 11,000.00 | 4,304.60 |
| Verisk Analytics 10-6-09 A | 10/6/2009 | 1/4/2010 | 27,549.72 | 19,800.01 | 7,749.71 |
| Verisk Analytics 10-6-09 B | 10/6/2009 | 1/4/2010 | 3,060.92 | 2,200.00 | 860.92 |
| Banco Santander Brazil | 10/7/2010 | 1/14/2010 | 1,384.97 | 1,340.32 | 44.65 |
| Banco Santander Brazil | 10/7/2010 | 1/14/2010 | 2,770.43 | 2,680.66 | 89.77 |
| Banco Santander Brazil | 10/7/2010 | 1/14/2010 | 8,312.79 | 8,041.99 | 270.80 |
| Banco Santander Brazil | 10/7/2010 | 1/14/2010 | 29,084.25 | 28,146.93 | 937.32 |
| Bank of America - 12-3-09 | 12/3/2009 | 1/27/2010 | 15,119.81 | 15,000.00 | 119.81 |
| Brookdale Sr Living | 11/9/2009 | 1/27/2010 | 3,533.95 | 3,200.00 | 333.95 |
| Brookdale Sr Living | 11/9/2009 | 1/27/2010 | 3,539.95 | 3,200.00 | 339.95 |
| Brookdale Sr Living | 11/9/2009 | 1/27/2010 | 10,607.86 | 9,600.00 | 1,007.86 |
| Cowen Group | 12/15/2009 | 1/27/2010 | 519.99 | 500.00 | 19.99 |
| Cowen Group | 12/15/2009 | 1/27/2010 | 519.99 | 500.00 | 19.99 |
| Cowen Group | 12/15/2009 | 1/27/2010 | 519.99 | 500.00 | 19.99 |
| Cowen Group | 12/15/2009 | 1/27/2010 | 519.99 | 500.00 | 19.99 |
| Cowen Group | 12/15/2009 | 1/27/2010 | 519.99 | 499.99 | 20.00 |
| Cowen Group | 12/15/2009 | 1/27/2010 | 2,600.72 | 2,500.00 | 100.72 |
| Dole Food | 10/22/2009 | 1/27/2010 | 11,890.75 | 12,500.00 | (609.25) |
| Kimco Realty | 12/8/2009 | 1/27/2010 | 2,648.51 | 2,500.00 | 148.51 |
| Marshall and Ilsley | 10/21/2009 | 1/27/2010 | 24,152.49 | 20,125.00 | 4,027.49 |
| RehabCare Group | 11/12/2009 | 1/27/2010 | 6,232.60 | 4,799.99 | 1,432.61 |
| RehabCare Group | 11/12/2009 | 2/4/2010 | 2,831.96 | 2,400.00 | 431.96 |
| RehabCare Group | 11/12/2009 | 2/4/2010 | 8,496.79 | 7,200.01 | 1,296.78 |
| SVB Financial Group | 11/18/2009 | 2/4/2010 | 6,479.19 | 5,775.00 | 704.19 |
| Warner Chilcott | 11/19/2009 | 2/4/2010 | 17,718.52 | 15,575.00 | 2,143.52 |
| PebbleBrook Hotel Trust | 12/8/2009 | 2/11/2010 | 7,003.41 | 7,000.00 | 3.41 |
| SVB Financial Group | 11/18/2009 | 2/11/2010 | 14,622.85 | 13,475.00 | 1,147.85 |
| American Water Works Co | 11/17/2009 | 2/26/2010 | 22,610.81 | 21,630.00 | 980.81 |
| Bank of America Corp - 12-3-09 | 12/3/2009 | 3/15/2010 | 42,284.46 | 37,500.00 | 4,784.46 |
| SWS Group | 12/3/2009 | 3/15/2010 | 3,662.95 | 3,450.00 | 212.95 |
| SWS Group | 12/3/2009 | 3/15/2010 | 12,199.84 | 11,500.00 | 699.84 |
| Cowen Group | 12/18/2009 | 3/19/2010 | 5,420.53 | 5,000.01 | 420.52 |
| Cowen Group | 12/15/2009 | 3/19/2010 | 6,503.92 | 6,000.00 | 503.92 |
| Kraton Performance Polymers | 12/16/2009 | 3/19/2010 | 7,326.08 | 6,075.00 | 1,251.08 |
| PebbleBrook Hotel Trust | 12/8/2009 | 3/19/2010 | 3,238.46 | 2,999.99 | 238.47 |
| PebbleBrook Hotel Trust | 12/8/2009 | 3/19/2010 | 4,319.95 | 4,000.00 | 319.95 |
| PebbleBrook Hotel Trust | 12/8/2009 | 3/19/2010 | 6,482.92 | 6,000.01 | 482.91 |
| Team Health Holdings | 12/15/2009 | 3/19/2010 | 19,395.75 | 15,600.00 | 3,795.75 |
| Crude Carriers | 3/12/2010 | 3/26/2010 | 16,509.79 | 19,000.00 | (2,490.21) |
| Consol Energy | 3/25/2010 | 4/22/2010 | 8,277.86 | 8,500.00 | (222.14) |
| Consol Energy | 3/25/2010 | 4/22/2010 | 16,556.24 | 16,999.99 | (443.75) |
| Graham Packaging | 2/10/2010 | 4/22/2010 | 4,699.52 | 3,999.99 | 699.53 |
| Hersha Hospitality REIT | 3/19/2010 | 4/22/2010 | 1,469.97 | 1,275.00 | 194.97 |
| Kayne Anderson MLP | 1/14/2010 | 4/22/2010 | 26,771.24 | 23,610.00 | 3,161.24 |
| Centene Corp | 1/21/2010 | 4/30/2010 | 19,871.66 | 15,400.00 | 4,471.66 |

Hornthal Family Foundation
 2010 Capital Gain/Loss Schedule
 EIN: 94-3300777

| Name | Date Acquired | Date Sold | Sale Price | Cost Basis | G/L |
|-------------------------------|---------------|-----------|------------|------------|------------|
| Symetra Financial Corp | 1/21/2010 | 4/30/2010 | 12,496.29 | 10,800.00 | 1,696.29 |
| PMI Group | 4/27/2010 | 5/4/2010 | 14,527.37 | 16,605.00 | (2,077.63) |
| Ares Capital Corp | 1/26/2010 | 5/6/2010 | 4,915.60 | 3,927.00 | 988.60 |
| Ares Capital Corp | 1/26/2010 | 5/6/2010 | 1,468.30 | 1,173.00 | 295.30 |
| Ares Capital Corp | 1/26/2010 | 5/6/2010 | 9,576.74 | 7,650.00 | 1,926.74 |
| Cathay General Bancorp | 2/1/2010 | 5/6/2010 | 3,590.94 | 2,640.00 | 950.94 |
| Graham Packaging | 2/10/2010 | 5/6/2010 | 8,210.86 | 7,000.01 | 1,210.85 |
| Teekay Offshore Partners | 3/17/2010 | 5/11/2010 | 6,256.91 | 6,818.00 | (561.09) |
| Apollo Investment Corp | 4/27/2010 | 5/12/2010 | 4,279.93 | 4,960.00 | (680.07) |
| Apollo Investment Corp | 4/27/2010 | 5/12/2010 | 11,791.80 | 13,640.00 | (1,848.20) |
| Consol Energy | 3/25/2010 | 5/12/2010 | 55,026.35 | 59,500.01 | (4,473.66) |
| E Trade Financial Corp | 4/29/2010 | 5/12/2010 | 1,501.47 | 1,750.00 | (248.53) |
| E Trade Financial Corp | 4/29/2010 | 5/12/2010 | 7,494.87 | 8,750.00 | (1,255.13) |
| Kilroy Realty Corp | 4/15/2010 | 5/12/2010 | 3,242.95 | 3,400.00 | (157.05) |
| Kilroy Realty Corp | 4/15/2010 | 5/12/2010 | 12,979.78 | 13,600.00 | (620.22) |
| Navios Maritime Partners | 4/30/2010 | 5/12/2010 | 7,786.67 | 8,920.00 | (1,133.33) |
| Safe Bulkers | 3/18/2010 | 5/14/2010 | 5,265.10 | 4,900.00 | 365.10 |
| Sensata Tech Holding BV | 3/10/2010 | 5/14/2010 | 6,601.77 | 6,300.00 | 301.77 |
| AMB Property Corp REIT | 4/7/2010 | 5/25/2010 | 5,016.64 | 5,500.00 | (483.36) |
| Bre PPTYS REIT | 4/1/2010 | 5/25/2010 | 7,759.87 | 6,850.00 | 909.87 |
| Greenbrier Cos | 5/6/2010 | 5/25/2010 | 2,872.08 | 2,812.50 | 59.58 |
| Greenbrier Cos | 5/6/2010 | 5/25/2010 | 1,280.03 | 1,250.00 | 30.03 |
| Hersha Hospitality REIT | 3/19/2010 | 5/25/2010 | 3,128.95 | 2,975.00 | 153.95 |
| Owens Corning | 2/24/2010 | 5/25/2010 | 18,355.85 | 14,250.00 | 4,105.85 |
| Penn RL Est Inv TR REIT | 5/4/201 | 5/25/2010 | 4,037.93 | 4,875.00 | (837.07) |
| Sensata Tech Holding BV | 3/10/2010 | 5/25/2010 | 6,036.53 | 6,300.00 | (263.47) |
| Sensata Tech Holding BV | 3/10/2010 | 5/25/2010 | 3,449.94 | 3,600.00 | (150.06) |
| Sensata Tech Holding BV | 3/10/2010 | 5/25/2010 | 1,723.97 | 1,800.00 | (76.03) |
| Teekay Offshore Partners | 3/17/2010 | 5/25/2010 | 11,410.24 | 12,662.00 | (1,251.76) |
| Greenbrier Cos | 5/6/2010 | 6/10/2010 | 8,420.15 | 8,437.50 | (17.35) |
| Pinnacle West Cap Corp | 4/8/2010 | 6/10/2010 | 14,032.76 | 15,200.00 | (1,167.24) |
| Ramco-Gershenson PPTYSB REIT | 5/13/2010 | 6/10/2010 | 971.98 | 1,150.00 | (178.02) |
| Ramco-Gershenson PPTYSB REIT | 5/13/2010 | 6/10/2010 | 3,883.93 | 4,600.00 | (716.07) |
| ReachLocal | 5/19/2010 | 6/10/2010 | 1,231.98 | 1,300.00 | (68.02) |
| ReachLocal | 5/19/2010 | 6/10/2010 | 1,232.98 | 1,300.00 | (67.02) |
| ReachLocal | 5/19/2010 | 6/10/2010 | 2,467.96 | 2,600.00 | (132.04) |
| ReachLocal | 5/19/2010 | 6/10/2010 | 1,234.98 | 1,300.00 | (65.02) |
| Safe Bulkers | 3/18/2010 | 6/10/2010 | 8,852.85 | 9,100.00 | (247.15) |
| THL Credit | 4/21/2010 | 6/10/2010 | 1,134.48 | 1,300.00 | (165.52) |
| THL Credit | 4/21/2010 | 6/10/2010 | 1,134.98 | 1,299.99 | (165.01) |
| THL Credit | 4/21/2010 | 6/10/2010 | 6,792.54 | 7,787.00 | (994.46) |
| THL Credit | 4/21/2010 | 6/10/2010 | 7,950.40 | 9,113.01 | (1,162.61) |
| Dollar General Corp | 4/14/2010 | 7/2/2010 | 14,194.76 | 13,500.00 | 694.76 |
| Felcor Lodging Trust Tex REIT | 6/16/2010 | 7/12/2010 | 10,209.15 | 12,100.00 | (1,890.85) |
| PPL Corp SER Conv Prf Stk | 6/22/2010 | 7/22/2010 | 53,202.00 | 50,000.00 | 3,202.00 |
| Apache Corp | 7/23/2010 | 8/9/2010 | 9,720.03 | 8,800.00 | 920.03 |
| HCP Inc | 6/18/2010 | 8/9/2010 | 5,410.94 | 4,950.00 | 460.94 |
| PPL Corp | 6/22/2010 | 8/9/2010 | 8,208.91 | 7,200.00 | 1,008.91 |
| NXP Semiconductors | 8/5/2010 | 8/17/2010 | 2,451.96 | 2,800.00 | (348.04) |

Hornthal Family Foundation
 2010 Capital Gain/Loss Schedule
 EIN: 94-3300777

| Name | Date Acquired | Date Sold | Sale Price | Cost Basis | G/L |
|----------------------------------|---------------|------------|------------|------------|------------|
| NXP Semiconductors | 8/5/2010 | 8/17/2010 | 2,452.08 | 2,800.00 | (347.92) |
| NXP Semiconductors | 8/5/2010 | 8/17/2010 | 2,452.46 | 2,800.00 | (347.54) |
| Diamondrock Hospitality | 5/25/2010 | 8/19/2010 | 3,524.14 | 3,360.00 | 164.14 |
| Diamondrock Hospitality | 5/25/2010 | 8/19/2010 | 881.27 | 840.00 | 41.27 |
| Metlife | 8/3/2010 | 8/19/2010 | 5,767.93 | 6,300.00 | (532.07) |
| Apache Corp | 7/23/2010 | 8/27/2010 | 17,606.60 | 17,600.00 | 6.60 |
| Apache Corp | 7/23/2010 | 8/27/2010 | 8,803.85 | 8,800.00 | 3.85 |
| HCP Inc | 6/18/2010 | 8/27/2010 | 3,394.29 | 3,300.00 | 94.29 |
| Metlife | 8/3/2010 | 8/27/2010 | 5,501.91 | 6,300.00 | (798.09) |
| Metlife | 8/3/2010 | 8/27/2010 | 7,337.88 | 8,400.00 | (1,062.12) |
| Teekay Offshore Partners | 8/17/2010 | 8/27/2010 | 7,244.32 | 7,752.50 | (508.18) |
| CNInsure Inc Spon ADR | 7/8/2010 | 9/13/2010 | 2,185.46 | 2,500.00 | (314.54) |
| CNInsure Inc Spon ADR | 7/8/2010 | 9/13/2010 | 15,294.74 | 17,500.00 | (2,205.26) |
| Chimera Investment Corp | 6/23/2010 | 9/21/2010 | 19,773.61 | 17,885.00 | 1,888.61 |
| Chimera Investment Corp | 6/23/2010 | 9/21/2010 | 403.74 | 365.00 | 38.74 |
| HCP Inc | 6/18/2010 | 9/21/2010 | 1,813.97 | 1,650.00 | 163.97 |
| HCP Inc | 6/18/2010 | 9/21/2010 | 3,627.97 | 3,300.00 | 327.97 |
| HCP Inc | 6/18/2010 | 9/21/2010 | 3,628.01 | 3,300.00 | 328.01 |
| PPL Corp | 6/22/2010 | 9/21/2010 | 18,575.93 | 16,800.00 | 1,775.93 |
| PPL Corp SER Conv Prf Stk | 6/22/2010 | 9/21/2010 | 5,524.91 | 5,000.00 | 524.91 |
| PPL Corp SER Conv Prf Stk | 6/22/2010 | 9/21/2010 | 49,733.15 | 45,000.00 | 4,733.15 |
| Ameresco Class A Common Stk | 7/21/2010 | 9/24/2010 | 19,775.66 | 16,000.00 | 3,775.66 |
| Hudson Pac Ppty | 6/23/2010 | 10/1/2010 | 8,037.36 | 8,500.00 | (462.64) |
| Hudson Pac Ppty | 6/23/2010 | 10/1/2010 | 4,835.92 | 5,100.00 | (264.08) |
| Hudson Pac Ppty | 6/23/2010 | 10/1/2010 | 3,225.95 | 3,400.00 | (174.05) |
| Libbey Inc | 8/12/2010 | 10/29/2010 | 2,490.96 | 1,927.00 | 563.96 |
| Libbey Inc | 8/12/2010 | 10/29/2010 | 8,114.98 | 6,273.00 | 1,841.98 |
| Libbey Inc | 8/12/2010 | 10/29/2010 | 11,942.79 | 9,225.00 | 2,717.79 |
| Libbey Inc | 8/12/2010 | 10/29/2010 | 5,319.91 | 4,100.00 | 1,219.91 |
| Xcel Energy | 8/3/2010 | 11/4/2010 | 18,962.64 | 17,200.00 | 1,762.64 |
| Funtalk China Holdings | 10/26/2010 | 11/8/2010 | 15,547.74 | 18,200.00 | (2,652.26) |
| Funtalk China Holdings | 10/26/2010 | 11/8/2010 | 2,395.96 | 2,800.00 | (404.04) |
| American Campus Cmntys | 8/16/2010 | 11/9/2010 | 6,365.89 | 5,400.00 | 965.89 |
| American Campus Cmntys | 8/16/2010 | 11/9/2010 | 12,733.46 | 10,800.00 | 1,933.46 |
| Teekay Offshore Partners | 8/17/2010 | 11/9/2010 | 2,601.96 | 2,215.00 | 386.96 |
| Teekay Offshore Partners | 8/17/2010 | 11/9/2010 | 14,319.99 | 12,182.50 | 2,137.49 |
| Kayne Anderson MLP | 8/6/2010 | 11/12/2010 | 27,399.54 | 26,300.00 | 1,099.54 |
| Stanley Blk & Decker | 11/1/2010 | 11/12/2010 | 52,194.11 | 50,000.00 | 2,194.11 |
| Costamare Inc | 11/3/2010 | 11/16/2010 | 18,104.69 | 20,400.00 | (2,295.31) |
| Netspend Holdings | 10/19/2010 | 11/16/2010 | 15,465.73 | 12,100.00 | 3,365.73 |
| General Motors common shares | 11/18/2010 | 11/18/2010 | 35,259.40 | 33,000.00 | 2,259.40 |
| Health Care REIT Inc | 9/21/2010 | 11/18/2010 | 4,726.41 | 4,575.00 | 151.41 |
| Prologis REIT | 10/26/2010 | 11/18/2010 | 13,339.77 | 12,300.00 | 1,039.77 |
| UDR Inc | 9/8/2010 | 11/18/2010 | 22,252.62 | 20,350.00 | 1,902.62 |
| Alexandria Real Estate Eqts REIT | 9/22/2010 | 11/22/2010 | 6,833.88 | 6,925.00 | (91.12) |
| Blackrock Kelso Cap Corp | 10/19/2010 | 11/22/2010 | 3,296.94 | 3,585.00 | (288.06) |
| Blackrock Kelso Cap Corp | 10/19/2010 | 11/22/2010 | 5,497.41 | 5,975.00 | (477.59) |
| Stanley Blk & Decker | 11/1/2010 | 11/22/2010 | 30,587.48 | 30,000.00 | 587.48 |
| Stanley Blk & Decker | 11/1/2010 | 11/22/2010 | 20,417.65 | 20,000.00 | 417.65 |

Hornthal Family Foundation
 2010 Capital Gain/Loss Schedule
 EIN: 94-3300777

| <u>Name</u> | <u>Date Acquired</u> | <u>Date Sold</u> | <u>Sale Price</u> | <u>Cost Basis</u> | <u>G/L</u> |
|----------------------------------|----------------------|------------------|-------------------|-------------------|------------|
| General Motors common shares | 11/18/2010 | 12/1/2010 | 17,404.71 | 16,500.00 | 904.71 |
| General Motors conv jr pfd ser b | 11/18/2010 | 12/1/2010 | 25,724.56 | 25,000.00 | 724.56 |
| Petroleo Bras SA ADR | 9/24/2010 | 12/2/2010 | 29,159.51 | 30,590.00 | (1,430.49) |
| Petroleo Bras SA ADR | 9/24/2010 | 12/2/2010 | 14,581.00 | 15,295.00 | (714.00) |
| Prudential Financial | 11/11/2010 | 12/2/2010 | 25,597.47 | 27,250.00 | (1,652.53) |
| Blackrock Inc. | 11/8/2010 | 12/7/2010 | 16,914.71 | 16,300.00 | 614.71 |
| Blackrock Inc. | 11/8/2010 | 12/7/2010 | 50,759.14 | 48,900.00 | 1,859.14 |
| Blackrock Inc. | 11/8/2010 | 12/7/2010 | 16,922.71 | 16,300.00 | 622.71 |
| United Nat Foods | 9/30/2010 | 12/13/2010 | 28,691.51 | 26,400.00 | 2,291.51 |
| United Nat Foods | 9/30/2010 | 12/13/2010 | 7,178.88 | 6,600.00 | 578.88 |
| American Cap Agy Corp | 9/28/2010 | 12/14/2010 | 21,205.89 | 19,500.00 | 1,705.89 |
| American Cap Agy Corp | 9/28/2010 | 12/14/2010 | 1,414.23 | 1,300.00 | 114.23 |
| Verisk Analytics | 9/27/2010 | 12/14/2010 | 32,843.24 | 27,250.00 | 5,593.24 |
| Hatteras Financial Corp | 9/21/2010 | 12/17/2010 | 25,058.29 | 23,000.00 | 2,058.29 |
| Apollo Commercial Real Estate | 9/16/2010 | 12/23/2010 | 6,575.89 | 6,400.00 | 175.89 |
| Apollo Commercial Real Estate | 9/16/2010 | 12/23/2010 | 13,159.78 | 12,800.00 | 359.78 |
| BAC Stars SPX | 6/15/2010 | 12/29/2010 | 63,375.00 | 60,000.00 | 3,375.00 |
| | Total ST | | 1,887,074.97 | 1,789,024.91 | 98,050.06 |

Long-term

| | | | | | |
|--------------------|-----------|-----------|--------------|--------------|------------|
| Expt Arn RICI-ER | 5/28/2009 | 8/3/2010 | 58,198.25 | 50,000.00 | 8,198.25 |
| ML & Co. Stars NKY | 1/31/2008 | 2/8/2010 | 29,777.47 | 35,000.00 | (5,222.53) |
| | | Total LT | 87,975.72 | 85,000.00 | 2,975.72 |
| | | Total All | 1,975,050.69 | 1,874,024.91 | 101,025.78 |

Sales of Publicly Traded Partnerships

| | UNITS DISPOSED | ACQUISITION DATE | DISPOSITION DATE | PROCEEDS | COST BASIS | ADJUSTMENT TO BASIS | TOTAL GAIN/LOSS |
|-----------------------------------|-------------------|---------------------|---------------------|----------------|----------------|------------------------|--------------------|
| Chesapeake Midstream Partners | 1000.00 | 8/2/2010 | 11/1/2010 | 26,780 | 21,000 | (692) | 6,472 |
| Copano Energy LLC | 700.00 | 3/3/2010 | 4/27/2010 | 18,012 | 16,170 | (331) | 2,173 |
| Crestwood Midstream Partners | 500.00 | 12/11/2009 | 1/22/2010 | 10,450 | 10,550 | (17) | (83) |
| DCP Midstream Partners | 200.00 | 8/11/2010 | 11/1/2010 | 7,112 | 6,514 | (208) | 806 |
| Energy Transfer Partners | 500.00 | 1/6/2010 | 1/22/2010 | 22,467 | 22,360 | 0 | 107 |
| Energy Transfer Partners | 400.00 | 8/18/2010 | 11/1/2010 | 20,177 | 18,488 | (415) | 2,104 |
| Exterran Partners | 500.00 | 9/8/2010 | 11/1/2010 | 11,716 | 10,800 | (215) | 1,131 |
| Genesis Energy LP | 700.00 | 3/16/2010 | 4/27/2010 | 14,273 | 14,350 | (19) | (58) |
| Global Partners LP | 700.00 | 3/16/2010 | 4/27/2010 | 16,039 | 15,925 | (74) | 188 |
| Inergy LP | 500.00 | 1/20/2010 | 1/22/2010 | 18,215 | 18,125 | 0 | 90 |
| Inergy LP | 300.00 | 9/8/2010 | 10/13/2010 | 12,112 | 10,680 | (72) | 1,504 |
| Kinder Morgan Energy LP | 300.00 | 5/4/2010 | 7/22/2010 | 19,834 | 19,875 | (370) | 329 |
| Legacy Reserves LP | 500.00 | 1/12/2010 | 1/22/2010 | 10,537 | 10,210 | 0 | 327 |
| Magellan Midstream Partners | 500.00 | 7/14/2010 | 7/22/2010 | 24,746 | 23,325 | 0 | 1,421 |
| ONEOK Partners LP | 400.00 | 2/2/2010 | 4/19/2010 | 25,460 | 24,300 | (463) | 1,623 |
| Pioneer Southwest Energy Partners | 400.00 | 11/11/2009 | 1/22/2010 | 9,245 | 8,315 | 38 | 892 |
| Regency Energy Partners | 1000.00 | 12/2/2009 | 1/22/2010 | 22,030 | 19,120 | (287) | 3,197 |
| Regency Energy Partners | 1000.00 | 8/11/2010 | 11/1/2010 | 25,361 | 23,800 | (960) | 2,521 |
| Targa Resources Partners LP | 500.00 | 1/13/2010 | 1/22/2010 | 11,777 | 11,570 | 0 | 207 |
| Targa Resources Partners LP | 700.00 | 4/9/2010 | 4/27/2010 | 18,963 | 19,250 | (287) | (287) |
| Targa Resources Partners LP | 500.00 | 8/10/2010 | 10/13/2010 | 14,937 | 12,400 | (663) | 3,200 |
| TC PipeLines LP | 500.00 | 11/13/2009 | 1/22/2010 | 18,923 | 19,000 | (323) | 246 |
| Western Gas Partners LP | 2000.00 | 12/4/2009 | 1/22/2010 | 40,686 | 36,400 | (136) | 4,422 |
| Williams Partners LP | 500.00 | 9/23/2010 | 11/1/2010 | 21,993 | 21,200 | (350) | 1,143 |
| Totals | 14,800 | | | 441,845 | 413,727 | (5,557) | 33,675 |

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|--|-----------|---|
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|--|--------------|-------------------------|-------------------|
| K-1 FLOW-THRU: ENERGY TRANSFER PARTNERS | 3. | 0. | 3. |
| K-1 FLOW-THRU: GENESIS ENERGY LP | 62. | 0. | 62. |
| K-1 FLOW-THRU: GLOBAL PARTNERS | 1. | 0. | 1. |
| K-1 FLOW-THRU: KINDER MORGAN ENERGY PARTNERS | 7. | 0. | 7. |
| K-1 FLOW-THRU: PLAINS ALL AMERICAN PIPELINE | 1. | 0. | 1. |
| K-1 FLOW-THRU: WESTERN GAS PARTNERS | 44. | 0. | 44. |
| K-1 FLOW-THRU: WILLIAMS PARTNERS | 1. | 0. | 1. |
| MERRILL LYNCH 270-04A28 | 36,330. | 0. | 36,330. |
| MERRILL LYNCH 270-04A75 | 480. | 0. | 480. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 36,929. | 0. | 36,929. |

| FORM 990-PF | OTHER INCOME | STATEMENT | 2 |
|-------------|--------------|-----------|---|
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| K-1: CHESAPEAKE MIDSTREAM PARTNERS (ORDINARY BUSINESS LOSS) | -692. | 0. | |
| K-1: COPANO ENERGY LLC (ORDINARY BUSINESS LOSS) | -332. | 0. | |
| K-1: CRESTWOOD MIDSTREAM PARTNERS (ORDINARY BUSINESS LOSS) | -17. | 0. | |
| K-1: DCP MIDSTREAM PARTNERS (ORDINARY BUSINESS LOSS) | -363. | 0. | |
| K-1: ENBRIDGE ENERGY PARTNERS LP (ORDINARY BUSINESS LOSS) | -440. | 0. | |
| K-1: ENERGY TRANSFER PARTNERS (ORDINARY BUSINESS LOSS) | -390. | 0. | |
| K-1: EXTERAN PARTNERS (ORDINARY BUSINESS LOSS) | -225. | 0. | |
| K-1: GENESIS ENERGY LP (ORDINARY BUSINESS LOSS) | -141. | 0. | |
| K-1: GLOBAL PARTNERS LP (ORDINARY BUSINESS LOSS) | -73. | 0. | |
| K-1: INERGY LP (ORDINARY BUSINESS LOSS) | -72. | 0. | |
| K-1: KINDER MORGAN ENERGY PARTNERS (ORDINARY BUSINESS LOSS) | -356. | 0. | |

HORNTHAL FAMILY FOUNDATION

94-3300777

| | | |
|---|-------------|----------|
| K-1: ONEOK PARTNERS (ORDINARY BUSINESS LOSS) | -462. | 0. |
| K-1: PLAINS ALL AMERICAN PIPELINE (ORDINARY BUSINESS LOSS) | -135. | 0. |
| K-1: PAA NATURAL GAS STORAGE (ORDINARY BUSINESS LOSS) | -8. | 0. |
| K-1: PIONEER SOUTHWEST ENERGY PARTNERS (ORDINARY BUSINESS INCOME) | 72. | 0. |
| K-1: REGENCY ENERGY PARTNERS (ORDINARY BUSINESS LOSS) | -1,152. | 0. |
| K-1: TARGA RESOURCES PARTNERS (ORDINARY BUSINESS LOSS) | -661. | 0. |
| K-1 TC PIPELINES (ORDINARY BUSINESS LOSS) | -95. | 0. |
| K-1: WESTERN GAS PARTNERS (ORDINARY BUSINESS LOSS) | -180. | 0. |
| K-1: WILLIAMS PARTNERS (ORDINARY BUSINESS LOSS) | -351. | 0. |
| K-1: EXTERRA PARTNERS (OTHER RENTAL REAL ESTATE) | 10. | 10. |
| CASH IN LIEU ML #270-04A75 | 10. | 10. |
| OTHER INCOME | 197. | 197. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -5,856. | 217. |

| FORM 990-PF | ACCOUNTING FEES | STATEMENT 3 | | |
|------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| ACCOUNTING FEES | 9,000. | 0. | | 9,000. |
| TO FORM 990-PF, PG 1, LN 16B | 9,000. | 0. | | 9,000. |

| FORM 990-PF | TAXES | STATEMENT 4 | | |
|-------------------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| FOREIGN TAX WITHHELD (ML 270-04A28) | 110. | 110. | | 0. |
| FOURTH QUARTER ESTIMATED PAYMENT | 1,200. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,310. | 110. | | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK FEES | 302. | 302. | | 0. |
| FILING FEE - FRANCHISE TAX BOARD | 10. | 0. | | 0. |
| REGISTRY OF CHARITABLE FEE | 50. | 0. | | 0. |
| K-1: GLOBAL PARTNERS (CASH CONTRIBUTIONS TO CHARITIES) | 1. | 0. | | 1. |
| K-1: KINDER MORGAN ENERGY PARTNERS (INVESTMENT INTEREST EXPENSE) | 3. | 3. | | 0. |
| K-1: PIONEER SOUTHWEST ENERGY PARTNERS (SECTION 59(E)(2) EXPENDITURES) | 34. | 0. | | 0. |
| K-1: KINDER MORGAN ENERGY PARTNERS (SECTION 59(E)(2) EXPENDITURES) | 12. | 0. | | 0. |
| K-1: ENBRIDGE ENERGY PARTNERS (NONDEDUCTIBLE EXPENSES) | 1. | 0. | | 0. |
| K-1: ENERGY TRANSFER PARTNERS (NONDEDUCTIBLE EXPENSES) | 28. | 0. | | 0. |
| K-1: GLOBAL PARTNERS (NONDEDUCTIBLE EXPENSES) | 1. | 0. | | 0. |
| K-1: ONEOK PARTNERS (NONDEDUCTIBLE EXPENSES) | 1. | 0. | | 0. |
| K-1: KINDER MORGAN ENERGY PARTNERS (NONDEDUCTIBLE EXPENSES) | 1. | 0. | | 0. |
| K-1: REGENCY ENERGY PARTNERS (NONDEDUCTIBLE EXPENSES) | 39. | 0. | | 0. |
| K-1: TARGA RESOURCES PARTNERS (NONDEDUCTIBLE EXPENSES) | 2. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 485. | 305. | | 1. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT | 6 |
|--|-------------------|----------------------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| MERRILL LYNCH 270-04A75 | 326,802. | 260,295. | |
| MERRILL LYNCH 270-04A28 | 1,240,030. | 1,277,593. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,566,832. | 1,537,888. | |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT | 7 |
|---|-------------------|----------------|---|
| DESCRIPTION | BOY AMOUNT | EOY AMOUNT | |
| OTHER CURRENT LIABILITIES - UNCLEARED CHECKS | 36,875. | 2,700. | |
| OTHER CURRENT LIABILITIES - AMERICAN EXPRESS | 0. | 22,500. | |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 36,875. | 25,200. | |

HORNTHAL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
94-3300777 PAGE 1 OF 1

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 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a K-1 FLOW-THRU: DCP MIDSTREAM PARTNERS (SECTION 12) | P | VARIOUS | VARIOUS |
| b K-1 FLOW-THRU: KINDER MORGAN ENERGY LP (SECTION 1) | P | VARIOUS | VARIOUS |
| c K-1 FLOW-THRU: REGENCY ENERGY PARTNERS (SECTION 1) | P | VARIOUS | VARIOUS |
| d SEE STATEMENT D-1 (ML #240-04A28) | P | VARIOUS | VARIOUS |
| e SEE STATEMENT D-2 | P | VARIOUS | VARIOUS |
| f 4000 SHS ENTROPIC COMMUNICATIONS | P | VARIOUS | 08/02/10 |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| (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 | | | 1. |
| b | | | -5. |
| c | | | -56. |
| d 1,975,051. | | 1,874,025. | 101,026. |
| e 441,845. | | 408,170. | 33,675. |
| f 31,381. | | 24,560. | 6,821. |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 1. |
| b | | | -5. |
| c | | | -56. |
| d | | | 101,026. |
| e | | | 33,675. |
| f | | | 6,821. |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|----------|
| 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 | 141,462. |
| 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). If (loss), enter "-0-" in Part I, line 8 } 3 | | N/A |

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | | |
|--|---|--------------------------------|
| Type or print | Name of exempt organization | Employer identification number |
| File by the due date for filing your return. See Instructions. | HORNTHAL FAMILY FOUNDATION | 94-3300777 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 2234 BEACH STREET | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94123 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

JAMES J. HORNTHAL

- The books are in the care of ► 2234 BEACH STREET - SAN FRANCISCO, CA 94123

Telephone No. ► 415-563-6336 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2010 or

► tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

| | | |
|---|----|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ 565. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ 565. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ 0. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

| | | |
|--|--|---|
| Part II. Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed). | | |
| Type or print <small>File by the extended due date for filing your return. See instructions.</small> | Name of exempt organization HORNTHAL FAMILY FOUNDATION | Employer identification number 94-3300777 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 2234 BEACH STREET | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94123 | |
| | | |

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 | 01 | Form 990-BL | 02 |
| Form 990-BL | Form 1041-A | 03 | Form 4720 |
| Form 990-EZ | 04 | Form 5227 | 09 |
| Form 990-PF | 05 | Form 6069 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 06 | Form 8870 | 11 |
| Form 990-T (trust other than above) | | | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JAMES J. HORNTHAL

- The books are in the care of ► **2234 BEACH STREET - SAN FRANCISCO, CA 94123**

Telephone No. ► **415-563-6336** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011**.

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO
PREPARE A COMPLETE AND ACCURATE TAX RETURN.**

| | | | |
|---|----|----|-------------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 565. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ | 565. |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0. |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► 

Title ► **Tax Adviser**

Date ► **8/5/11**

Form 8868 (Rev. 1-2011)