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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 HORNTHAL FAMILY FOUNDATION		A Employer identification number 94-3300777
Number and street (or P O box number if mail is not delivered to street address) 2234 BEACH STREET	Room/suite	B Telephone number 415-563-6336
City or town, state, and ZIP code SAN FRANCISCO, CA 94123		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,897,029.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 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		141,462.			
b Gross sales price for all assets on line 6a 2,448,277.					
7 Capital gain net income (from Part IV, line 2)			141,462.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-5,856.	217.		STATEMENT 2
12 Total. Add lines 1 through 11		172,535.	178,608.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
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:					
a Excess of revenue over expenses and disbursements		53,908.			
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
Assets	1 Cash - non-interest-bearing	524,880.	350,815.	350,815.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 8,326.			
	Less: allowance for doubtful accounts ▶	8,326.	8,326.	8,326.
	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.	1,537,888.
	c Investments - corporate bonds			
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.	1,897,029.	
Liabilities	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)		
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	1	3,564.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,564.
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	3,564.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		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		X
If "Yes," attach a detailed description of the activities.		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA	
8b	X	
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		
9		X
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		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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>JAMES J. HORNTHAL</u> Telephone no. ▶ <u>415-563-6336</u> Located at ▶ <u>2234 BEACH STREET, SAN FRANCISCO, CA</u> ZIP+4 ▶ <u>94123</u>			
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	No
				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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 ▶ _____, _____, _____		
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.)	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. ▶ _____, _____, _____, _____		
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

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)? 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)? **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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No 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 7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

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

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.
All other program-related investments. See instructions.	
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				
a Enter amount for 2009 only			0.	
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.				
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				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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	262,105.			
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 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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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)				
<p>a Paid during the year SEE ATTACHMENT A</p>				
<p>Total</p>			▶ 3a	87,891.
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total</p>			▶ 3b	0.

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

<u>Name</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Price</u>	<u>Cost Basis</u>	<u>G/L</u>
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 PPTYSBI REIT	5/13/2010	6/10/2010	971.98	1,150.00	(178.02)
Ramco-Gershenson PPTYSBI 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 Pptys	6/23/2010	10/1/2010	8,037.36	8,500.00	(462.64)
Hudson Pac Pptys	6/23/2010	10/1/2010	4,835.92	5,100.00	(264.08)
Hudson Pac Pptys	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 Cmnty	8/16/2010	11/9/2010	6,365.89	5,400.00	965.89
American Campus Cmnty	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
<u>Long-term</u>					
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
Cresitwood 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		207
Targa Resources Partners LP	700.00	4/9/2010	4/27/2010	18,963	19,250		(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: EXTERRAN 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.	

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: EXTERRAN 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 INVEST- MENT 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 INVEST- MENT 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

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

▶ **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 HORNTHAL FAMILY FOUNDATION	Employer identification number 94-3300777
File by the due date for filing your return. See instructions.	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) 04

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.

H0R069.SF001
 J. GRAHAM
 OGDEN, UT

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- 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 File by the extended due date for filing your return. See instructions.	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) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990	01
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

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.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2011**.
- For calendar year **2010**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 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.
8b 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.
8c 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 **▶ *James J. Hornthal*** Title **▶ Tax Advisor** Date **▶ 8/5/11**