Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,797,367.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,104.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,798.	39,798.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	50,350.			
	b Gross sales price for all assets on line 6a 3,171,180.				
	7 Capital gain net income (from Part IV, line 2)		50,350.		
	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	<4,574.>	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	87,678.	90,148.		
Operating and Administrative Expenses	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	185.	6.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	12,104.	0.		12,104.
	22 Printing and publications				
	23 Other expenses STMT 5	492.	455.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,781.	461.		21,104.
	25 Contributions, gifts, grants paid	66,311.			66,311.
	26 **Total expenses and disbursements.** Add lines 24 and 25	88,092.	461.		87,415.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<414.>			
	b **Net investment income** (if negative, enter -0-)		89,687.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	788,368.	636,900.	636,900.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	1,200.		
	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	1,082,087.	1,206,280.	1,160,467.
	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)	1,871,655.	1,843,180.	1,797,367.
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)	34,118.	6,057.	
	23 **Total liabilities** (add lines 17 through 22)	34,118.	6,057.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] 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	1,837,537.	1,837,123.	
	30 **Total net assets or fund balances**	1,837,537.	1,837,123.	
	31 **Total liabilities and net assets/fund balances**	1,871,655.	1,843,180.	

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	1,837,537.
2	Enter amount from Part I, line 27a	2	<414.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,837,123.
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	1,837,123.

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	3,171,180.		3,120,895.	50,350.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				50,350.

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 50,350.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	152,065.	1,789,117.	.084994
2010	116,833.	1,769,821.	.066014
2009	124,512.	1,586,101.	.078502
2008	112,352.	1,719,425.	.065343
2007	157,974.	1,997,337.	.079092

2	Total of line 1, column (d)	2	.373945
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	.074789
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,721,231.
5	Multiply line 4 by line 3	5	128,729.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	897.
7	Add lines 5 and 6	7	129,626.
8	Enter qualifying distributions from Part XII, line 4	8	87,415.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	1,794.
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	1,794.
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	1,794.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,563.		
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	2,563.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	769.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 769. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	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) ▶ 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 2012 or the taxable year beginning in 2012 (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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES J. HORNTHAL Telephone no. ▶ 415-563-6336

Located at ▶ 2234 BEACH STREET, SAN FRANCISCO, CA 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
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 2012?	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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (No)

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? 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	0.
2	
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	1,096,994.
b	Average of monthly cash balances		1b	650,449.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,747,443.
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	1,747,443.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	26,212.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,721,231.
6	**Minimum investment return.** Enter 5% of line 5		6	86,062.

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	86,062.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,794.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,794.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	84,268.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	84,268.
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	84,268.

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	87,415.
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	87,415.
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	87,415.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				84,268.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 62,931.				
b From 2008 27,819.				
c From 2009 48,227.				
d From 2010 31,906.				
e From 2011 64,659.				
f Total of lines 3a through e	235,542.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 87,415.				
a Applied to 2011, 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 2012 distributable amount				84,268.
e Remaining amount distributed out of corpus	3,147.			
5 Excess distributions carryover applied to 2012 (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	238,689.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	62,931.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	175,758.			
10 Analysis of line 9:				
a Excess from 2008 27,819.				
b Excess from 2009 48,227.				
c Excess from 2010 31,906.				
d Excess from 2011 64,659.				
e Excess from 2012 3,147.				

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 2012, 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT A				66,311.
Total			▶ 3a	66,311.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	39,798.	
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	<4,574.>			
8 Gain or (loss) from sales of assets other than inventory			18	50,350.	
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)		<4,574.>		90,148.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 85,574.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
MK			

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/12/13 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JASON C. GRAHAM	Jason C. Graham	11/6/13		P00448590

Firm's name ▶ WTAS LLC — Firm's EIN ▶ 33-1197384

Firm's address ▶ 100 FIRST STREET, STE 1600 SAN FRANCISCO, CA 94105 — Phone no. (415) 764-2700

223622
12-05-12

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

2012 Cash Contributions, Gifts, Grants, and Similar Amounts

Date	Donees Name	Contribution		Status of Recipient
Jan	JUST GIVE	$	250	501(c)(3)
Jan	HARVARD UNIVERSITY	$	250	501(c)(3)
Jan	NETWORK FOR GOOD	$	150	501(c)(3)
Jan	PRINCETON UNIVERSITY	$	50	501(c)(3)
Jan	PRINCETON UNIVERSITY	$	100	501(c)(3)
Jan	PRINCETON UNIVERSITY	$	500	501(c)(3)
Jan	UC BERKELEY	$	250	501(c)(3)
Jan	KICKSTARTER COM - CHARITABLE	$	500	501(c)(3)
Jan	LIMMUD BAY AREA	$	290	501(c)(3)
Feb	THE SAPLING FOUNDATION	$	7,500	501(c)(3)
Feb	TED	$	1,575	501(c)(3)
Mar	BEYOND DIFFERENCES	$	500	501(c)(3)
Mar	2012 FORUM	$	3,133	501(c)(3)
Apr	AIDS LIFECYCLE	$	250	501(c)(3)
Apr	BREAST CANCER FUND	$	2,000	501(c)(3)
Jun	JUSTGIVE	$	25,600	501(c)(3)
Jun	JCRC	$	7,725	501(c)3)
Jul	PRINCETON UNIVERSITY	$	100	501(c)(4)
Jul	JUSTGIVE	$	1,000	501(c)(3)
Jul	COUNCIL ON FOREIGN RELATIONS	$	425	501(c)(3)
Jan	BELVEDERE COMMUNITY FOUNDATION	$	500	501(c)(3)
Mar	JVS	$	2,500	501(c)(3)
Mar	BAY AREA JEWISH HEALING CENTER	$	180	501(c)(3)
Sep	BREAST CANCER FUND	$	250	501(c)(3)
Sep	RODEF SHALOM CONG	$	1,000	501(c)(3)
Sep	92Y TRIBECA	$	500	501(c)(3)
Nov	HOMELESS PRENATAL PROGRAM	$	300	501(c)(3)
Nov	2012 FORUM	$	3,240	501(c)(3)
Dec	PEF ISRAEL ENDOWMENT	$	1,000	501(c)(3)
Dec	TED	$	1,193	501(c)(3)
Dec	UCSF	$	2,500	501(c)(3)
Dec	ROBIN HOOD FOUNDATION	$	1,000	501(c)(3)
		$	66,311	

STATEMENT A

Merrill Lynch
Bank of America Corporation

Account No. 270-04A28 | Taxpayer No. 94-3300777

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

following sections are provided to facilitate your review and the preparation of your tax return.

2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those ı a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross ;eeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be ıded in this section with the adjusted cost basis (where available).

alculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of ıble bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and -covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities ributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") gations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a arketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount cable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract ıstment payments in income when received.

99-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
'VERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
ES COMMERCIAL		*CUSIP Number*	*04013V108*					
400.0000	Sale	04/25/12	05/10/12	6,599.85	7,400.00	0.00	(800.15)	
100.0000	Sale	04/25/12	05/10/12	1,650.43	1,850.00	0.00	(199.57)	
500.0000	Sale	04/25/12	05/10/12	8,254 81	9,250 00	0.00	(995.19)	
	Security Subtotal			***16,505.09***	***18,500.00***	***0.00***	***(1,994.91)***	
'ERICAN INTERNATIONAL		*CUSIP Number*	*026874784*					
500.0000	Sale	05/06/12	05/31/12	14,502 02	15,250.00	0.00	(747 98)	
300.0000	Sale	05/06/12	07/09/12	9,293.79	9,150.00	0 00	143.79	
700.0000	Sale	05/06/12	07/09/12	21,687.26	21,350 00	0.00	337.26	
2000.0000	Sale	09/11/12	10/11/12	71,534 54	65,000.00	0 00	6,534 54	
	Security Subtotal			***117,017.61***	***110,750.00***	***0.00***	***6,267.61***	
ƆLLO COML REAL ESTATE		*CUSIP Number*	*03762U105*					
1200.0000	Sale	10/03/12	11/08/12	18,694.58	20,376.00	0.00	(1,681.42)	
-ISON TRANSMISSION HLD		*CUSIP Number*	*01973R101*					
300.0000	Sale	03/15/12	04/23/12	6,365.86	6,900.00	0 00	(534.14)	
200.0000	Sale	03/15/12	04/23/12	4,244.12	4,600.00	0 00	(355 88)	
500.0000	Sale	03/15/12	04/23/12	10,624 76	11,500.00	0.00	(875 24)	
	Security Subtotal			***21,234.74***	***23,000.00***	***0.00***	***(1,765.26)***	

Merrill Lynch
Bank of America Corporation

Account No. 270-04A28 | Taxpayer No. 94-3300777

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

99-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ERICAN CAMPUS CMNTYS INC		*CUSIP Number*	*024835100*					
600.0000	Sale	07/11/12	09/13/12	27,281.49	26,483.28	0.00	798 21	
ES CAPITAL CORP		*CUSIP Number*	*04010L103*					
800.0000	Sale	01/20/12	03/06/12	13,087.76	12,480.00	0.00	607.76	
700.0000	Sale	01/20/12	03/06/12	11,452 49	10,920.00	0.00	532.49	
800.0000	Sale	01/20/12	03/26/12	12,984.73	12,480.00	0.00	504.73	
300.0000	Sale	01/20/12	03/26/12	4,869.30	4,680.00	0.00	189.30	
400.0000	Sale	01/20/12	03/26/12	6,492.44	6,240.00	0.00	252.44	
2000 0000	Sale	08/17/12	10/11/12	34,021.94	33,620.00	0 00	401.94	
	Security Subtotal			***82,908.66***	***80,420.00***	***0.00***	***2,488.66***	
'ERICAN CAP AGY CORP		*CUSIP Number*	*02503X105*					
1500.0000	Sale	03/07/12	05/10/12	48,150.72	44,025.00	0.00	4,125.72	
)MARIN PHARMACEUTICALS		*CUSIP Number*	*09061G101*					
1000.0000	Sale	05/31/12	07/18/12	41,073.57	36,550.00	0.00	4,523 57	
ACKROCK INC		*CUSIP Number*	*09247X101*					
200.0000	Sale	05/23/12	05/31/12	34,155 23	32,000 00	0 00	2,155.23	
300.0000	Sale	05/23/12	07/18/12	52,251 93	48,000 00	0.00	4,251 93	
	Security Subtotal			***86,407.16***	***80,000.00***	***0.00***	***6,407.16***	
OOMIN BRANDS INC		*CUSIP Number*	*094235108*					
500.0000	Sale	08/07/12	09/14/12	7,158.35	5,500.00	0 00	1,658.35	
RRY PLASTICS GROUP INC		*CUSIP Number*	*08579W103*					
1000.0000	Sale	10/03/12	10/11/12	14,009 68	16,000 00	0.00	(1,990.32)	
1000.0000	Sale	10/03/12	10/11/12	14,009.69	16,000.00	0.00	(1,990 31)	
	Security Subtotal			***28,019.37***	***32,000.00***	***0.00***	***(3,980.63)***	
EARWIRE CORP CL A		*CUSIP Number*	*18538Q105*					
10000 0000	Sale	12/08/11	02/02/12	17,989.65	20,000.00	0 00	(2,010 35)	
STAMARE INC		*CUSIP Number*	*Y1771G102*					
400.0000	Sale	03/22/12	05/18/12	4,975.89	5,640.00	0.00	(664.11)	
100.0000	Sale	03/22/12	05/18/12	1,245.97	1,410.00	0 00	(164.03)	
500 0000	Sale	03/22/12	05/18/12	6,234.86	7,050.00	0.00	(815.14)	
100.0000	Sale	03/22/12	05/18/12	1,247.97	1,410.00	0.00	(162.03)	

Merrill Lynch
Bank of America Corporation

Account No. 270-04A28

Taxpayer No. 94-3300777

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

99-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
STAMARE INC		CUSIP Number	Y1771G102					
100.0000	Sale	03/22/12	05/18/12	1,252.97	1,410 00	0.00	(157 03)	
300.0000	Sale	03/22/12	05/18/12	3,770.92	4,230 00	0 00	(459.08)	
200.0000	Sale	03/22/12	05/18/12	2,515.94	2,820.00	0.00	(304.06)	
300.0000	Sale	03/22/12	05/18/12	3,776 92	4,230.00	0.00	(453 08)	
	Security Subtotal			***25,021.44***	***28,200.00***	***0.00***	***(3,178.56)***	
S INVESTMENTS INC		CUSIP Number	12673A108					
500.0000	Sale	01/27/12	03/08/12	6,764 88	6,640.00	0.00	124.88	
800.0000	Sale	07/11/12	09/13/12	11,579.10	10,960.00	0.00	619 10	
	Security Subtotal			***18,343.98***	***17,600.00***	***0.00***	***743.98***	
PITAL BANK FINL CORP		CUSIP Number	139794101					
1500.0000	Sale	09/20/12	11/26/12	25,541 80	27,000.00	0 00	(1,458.20)	
LLAR GENERAL CORP		CUSIP Number	256677105					
400.0000	Sale	12/07/11	02/10/12	16,953.47	15,600 00	0.00	1,353.47	
NA CONTAINERSHIPS INC NPV		CUSIP Number	Y2069P101					
5000.0000	Sale	07/19/12	08/22/12	26,509.40	30,783.11	0 00	(4,273.71)	
RATA THERAPEUTICS INC		CUSIP Number	26658A107					
500.0000	Sale	07/18/12	07/27/12	4,332 90	4,500 00	0.00	(167.10)	
PHASE ENERGY INC		CUSIP Number	29355A107					
500.0000	Sale	03/29/12	04/10/12	3,484 92	3,000 00	0.00	484 92	
500.0000	Sale	03/29/12	04/10/12	3,484.92	3,000 00	0.00	484.92	
	Security Subtotal			***6,969.84***	***6,000.00***	***0.00***	***969.84***	
ST NIAGARA FINL GROUP		CUSIP Number	33582V108					
1000.0000	Sale	12/07/11	02/10/12	9,529.82	8,500.00	0.00	1,029 82	
200.0000	Sale	12/07/11	02/10/12	1,906.46	1,700.00	0 00	206 46	
	Security Subtotal			***11,436.28***	***10,200.00***	***0.00***	***1,236.28***	
ETMATICS GROUP PLC		CUSIP Number	G35569105					
500.0000	Sale	10/04/12	10/11/12	10,639.76	8,500.00	0 00	2,139 76	

THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

99-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ALLIANCE INC		*CUSIP Number*	*361202104*					
300 0000	Sale	02/09/12	04/10/12	4,547.90	3,600.00	0.00	947.90	
100.0000	Sale	02/09/12	04/10/12	1,516.47	1,200.00	0.00	316.47	
100.0000	Sale	02/09/12	04/10/12	1,516 97	1,200.00	0.00	316 97	
	Security Subtotal			***7,581.34***	***6,000.00***	***0.00***	***1,581.34***	
CEBOOK INC		*CUSIP Number*	*30303M102*					
1226 0000	Sale	05/17/12	05/18/12	47,763.89	46,588.00	0.00	1,175 89	
1774.0000	Sale	05/17/12	05/18/12	69,113.67	67,412 00	0.00	1,701.67	
1000.0000	Sale	05/17/12	05/22/12	32,189 48	38,000.00	0.00	(5,810.52)	
	Security Subtotal			***149,067.04***	***152,000.00***	***0.00***	***(2,932.96)***	
NESSE & WYOMING		*CUSIP Number*	*371559204*					
500.0000	Sale	09/14/12	10/11/12	53,759 20	50,000.00	0.00	3,759.20	
OBUS MED INC		*CUSIP Number*	*379577208*					
500.0000	Sale	08/02/12	08/03/12	6,881.84	6,000.00	0.00	881.84	
'UPO FINANCIERO SANTNDE		*CUSIP Number*	*40053C105*					
1000.0000	Sale	09/26/12	10/31/12	13,234.20	12,184.90	0.00	1,049.30	
RSHA HOSPTLTY TR A SBI		*CUSIP Number*	*427825104*					
300.0000	Sale	05/03/12	05/18/12	1,457.97	1,680.00	0.00	(222.03)	
2200.0000	Sale	05/03/12	05/18/12	10,699.46	12,320.00	0.00	(1,620.54)	
	Security Subtotal			***12,157.43***	***14,000.00***	***0.00***	***(1,842.57)***	
ALTH CARE REIT INC COM		*CUSIP Number*	*42217K106*					
100.0000	Sale	02/22/12	04/26/12	5,663.87	5,350.00	0.00	313.87	
100.0000	Sale	02/22/12	04/26/12	5,664.12	5,350.00	0.00	314.12	
400.0000	Sale	08/07/12	10/04/12	23,823.71	23,500.00	0.00	323 71	
1000.0000	Sale	09/19/12	11/26/12	59,648.76	55,665.60	0 00	3,983.16	
	Security Subtotal			***94,800.46***	***89,865.60***	***0.00***	***4,934.86***	
L CREDIT INC		*CUSIP Number*	*872438106*					
1000.0000	Sale	09/20/12	11/15/12	13,409 70	14,090.00	0.00	(680.30)	
ƆNWOOD PHARMACEUTICALS		*CUSIP Number*	*46333X108*					
800 0000	Sale	02/10/12	02/22/12	11,093 72	12,072.00	0.00	(978.28)	

Merrill Lynch
Bank of America Corporation

Account No. 270-04A28

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THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

)9-B

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
DER MORGAN MANAGEMENT		CUSIP Number	49455U100					
500.0000	Sale	08/08/12	08/22/12	36,786 09	36,750.00	0.00	36.09	
800.0000	Sale	08/08/12	10/11/12	62,100 46	58,800 00	0.00	3,300 46	
	Security Subtotal			***98,886.55***	***95,550.00***	***0.00***	***3,336.55***	
E RLTY GROUP TR		CUSIP Number	49803T102					
500 0000	Sale	10/17/12	11/15/12	2,587.27	2,600 00	0.00	(12.73)	
YNE ANDERSON MLP		CUSIP Number	486606106					
800.0000	Sale	02/29/12	05/03/12	23,829.07	25,099.69	0.00	(1,270.62)	
600.0000	Sale	08/03/12	10/04/12	18,794.93	17,765.63	0.00	1,029.30	
	Security Subtotal			***42,624.00***	***42,865.32***	***0.00***	***(241.32)***	
:INGTON REALTY TRUST		CUSIP Number	529043101					
1500.0000	Sale	10/10/12	11/15/12	13,542.70	14,175.00	0.00	(632.30)	
NCO LLC COMMON STOCK		CUSIP Number	535782106					
500.0000	**Sale**	**10/12/12**	**11/15/12**	**17,659.65**	**17,895.00**	**0.00**	**(235.35)**	**TRANSACTION ADDED**
:LOCK INC		CUSIP Number	53224V100					
500.0000	Sale	10/03/12	10/11/12	3,789 91	4,500.00	0.00	(710.09)	
TALS USA HLDGS CORP		CUSIP Number	59132A104					
900.0000	Sale	08/09/12	08/28/12	12,338 72	13,275.00	0.00	(936 28)	
NNING & NAPIER INC		CUSIP Number	56382Q102					
400.0000	Sale	11/17/11	01/19/12	5,267.90	4,800.00	0.00	467.90	
200 0000	Sale	11/17/11	01/19/12	2,635.15	2,400.00	0 00	235.15	
1400.0000	Sale	11/17/11	01/19/12	18,458 64	16,800 00	0 00	1,658.64	
	Security Subtotal			***26,361.69***	***24,000.00***	***0.00***	***2,361.69***	
TIONSTAR MTG HLDGS INC		CUSIP Number	63861C109					
1000.0000	Sale	03/07/12	05/10/12	14,209 68	14,000.00	0.00	209.68	
100.0000	Sale	03/07/12	05/10/12	1,420 97	1,400.00	0.00	20 97	
300.0000	Sale	03/07/12	05/10/12	4,263.89	4,200.00	0.00	63 89	
	Security Subtotal			***19,894.54***	***19,600.00***	***0.00***	***294.54***	

Merrill Lynch
Bank of America Corporation

Account No. 270-04A28

Taxpayer No. 94-3300777

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

99-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
L CORPORATION		CUSIP Number	69351T106					
700.0000	Sale	04/10/12	06/11/12	19,368 57	19,040.00	0 00	328.57	
300.0000	Sale	04/10/12	06/11/12	8,301 56	8,160.00	0 00	141.56	
	Security Subtotal			**27,670.13**	**27,200.00**	**0.00**	**470.13**	
ᴾCO HLDGS INC		CUSIP Number	713291102					
300.0000	Sale	03/05/12	05/08/12	5,666 87	5,775.00	0.00	(108 13)	
500.0000	Sale	03/05/12	05/08/12	9,446.04	9,625.00	0.00	(178.96)	
	Security Subtotal			**15,112.91**	**15,400.00**	**0.00**	**(287.09)**	
VNYMAC MTG INVT TR		CUSIP Number	70931T103					
600.0000	Sale	08/17/12	10/11/12	14,359.06	12,558.00	0.00	1,801.06	
MCO-GERSHENSON PPTYSBI REIT		CUSIP Number	751452202					
100.0000	Sale	05/17/12	07/18/12	1,215.42	1,202 12	0 00	13 30	
100.0000	Sale	05/17/12	07/18/12	1,216.46	1,202.12	0 00	14.34	
1000.0000	Sale	05/17/12	07/18/12	12,164 22	12,021.12	0 00	143.10	
	Security Subtotal			**14,596.10**	**14,425.36**	**0.00**	**170.74**	
MOUR RESIDENTIAL REIT		CUSIP Number	042315101					
2600.0000	Sale	02/03/12	03/08/12	18,303.67	18,070.00	0 00	233.67	
400.0000	Sale	02/03/12	03/08/12	2,816 95	2,780.00	0 00	36.95	
1700.0000	Sale	03/09/12	05/10/12	11,882.73	11,679.00	0.00	203.73	
6300.0000	Sale	03/09/12	05/10/12	44,051.76	43,281 00	0.00	770.76	
2200.0000	Sale	07/10/12	08/22/12	15,751.65	15,840.00	88.35 (W)	0.00	
2200.0000	Sale	07/10/12	10/04/12	16,813.12	16,368.35	0 00 (Y)	444 77	
	Security Subtotal			**109,619.88**	**108,018.35**	**88.35**	**1,689.88**	
XNORD CORP NEW		CUSIP Number	76169B102					
150.0000	Sale	03/28/12	05/16/12	2,996.93	2,700 00	0 00	296 93	
100.0000	Sale	03/28/12	05/16/12	1,998.16	1,800.00	0 00	198 16	
100.0000	Sale	03/28/12	05/16/12	1,999.31	1,800.00	0.00	199 31	
450.0000	Sale	03/28/12	05/31/12	9,080.80	8,100.00	0.00	980.80	
200.0000	Sale	03/28/12	05/31/12	4,042.91	3,600.00	0 00	442 91	
	Security Subtotal			**20,118.11**	**18,000.00**	**0.00**	**2,118.11**	

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2012 ANNUAL STATEMENT SUMMARY

99-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
J COMMNTYS INC		*CUSIP Number*	*866674104*					
200.0000	Sale	01/11/12	03/06/12	8,369.85	7,100 00	0.00	1,269.85	
200.0000	Sale	01/11/12	03/06/12	8,371 85	7,100.00	0.00	1,271 85	
	Security Subtotal			***16,741.70***	***14,200.00***	***0.00***	***2,541.70***	
'ON PROPERTY GROUP DEL		*CUSIP Number*	*828806109*					
100.0000	Sale	03/09/12	05/10/12	15,555.65	13,700 00	0.00	1,855.65	
500.0000	Sale	09/19/12	10/04/12	76,452 99	78,000.00	0.00	(1,547.01)	
	Security Subtotal			***92,008.64***	***91,700.00***	***0.00***	***308.64***	
\ COMMUNICATIONS CRP A		*CUSIP Number*	*78388J106*					
67.0000	Sale	04/03/12	05/18/12	3,315.27	3,366.75	0 00	(51 48)	
100 0000	Sale	04/03/12	05/18/12	4,948 99	5,025 00	0 00	(76 01)	
100.0000	Sale	04/03/12	05/18/12	4,949.16	5,025 00	0.00	(75 84)	
33.0000	Sale	04/03/12	05/18/12	1,633.24	1,658.25	0.00	(25.01)	
100.0000	Sale	04/03/12	05/18/12	4,949.33	5,025.00	0.00	(75.67)	
	Security Subtotal			***19,795.99***	***20,100.00***	***0.00***	***(304.01)***	
SSER HOLDINGS CORPORAT		*CUSIP Number*	*869233106*					
500.0000	Sale	07/17/12	08/22/12	17,772.31	18,000.00	0.00	(227 69)	
.LY BEAUTY HLDGS INC		*CUSIP Number*	*79546E104*					
500.0000	Sale	02/07/12	03/06/12	12,054 78	10,550.00	0.00	1,504.78	
200 0000	Sale	02/07/12	04/05/12	5,124 39	4,220 00	0 00	904.39	
200.0000	Sale	02/07/12	04/05/12	5,124 77	4,220 00	0 00	904 77	
	Security Subtotal			***22,303.94***	***18,990.00***	***0.00***	***3,313.94***	
IACOR INC		*CUSIP Number*	*871561106*					
1000.0000	Sale	02/09/12	02/24/12	4,798 91	5,000.00	0 00	(201.09)	
400 0000	Sale	02/09/12	02/24/12	1,919.57	2,000 00	0 00	(80 43)	
	Security Subtotal			***6,718.48***	***7,000.00***	***0.00***	***(281.52)***	
\RWOOD PPTY TR INC		*CUSIP Number*	*85571B105*					
1000.0000	Sale	10/03/12	11/15/12	21,508 52	23,000.00	0 00	(1,491.48)	
\G INDUSTRIALS, INC.		*CUSIP Number*	*85254J102*					
200.0000	Sale	08/10/12	09/24/12	3,164.61	2,830.00	0 00	334 61	

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THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

99-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LECT INCOME REIT		*CUSIP Number*	*81618T100*					
600.0000	Sale	03/06/12	05/10/12	13,727.69	12,900 00	0 00	827 69	
500.0000	Sale	03/06/12	05/10/12	11,444.74	10,750.00	0.00	694.74	
400.0000	Sale	03/06/12	05/10/12	9,159.79	8,600.00	0.00	559.79	
	Security Subtotal			***34,332.22***	***32,250.00***	***0.00***	***2,082.22***	
4M HEALTH HOLDINGS INC		*CUSIP Number*	*87817A107*					
800.0000	Sale	09/12/12	10/04/12	21,427.12	22,440.00	0 00	(1,012.88)	
XTAINER GROUP HOLDINGS		*CUSIP Number*	*G8766E109*					
1500.0000	Sale	09/13/12	11/08/12	45,351 42	47,250.00	0 00	(1,898 58)	
'R INC		*CUSIP Number*	*902653104*					
1500.0000	Sale	05/30/12	07/18/12	39,965.85	38,550.00	0.00	1,415.85	
; SILICA HLDGS INC		*CUSIP Number*	*90346E103*					
252.0000	Sale	01/31/12	04/05/12	5,067.61	4,284.00	0 00	783.61	
100.0000	Sale	01/31/12	04/05/12	2,011.95	1,700.00	0.00	311.95	
100 0000	Sale	01/31/12	04/05/12	2,013.95	1,700.00	0.00	313.95	
100 0000	Sale	01/31/12	04/05/12	2,014.95	1,700.00	0.00	314 95	
448.0000	Sale	01/31/12	04/05/12	9,031.48	7,616.00	0.00	1,415.48	
	Security Subtotal			***20,139.94***	***17,000.00***	***0.00***	***3,139.94***	
IITEWAVE FOODS CO		*CUSIP Number*	*966244105*					
500.0000	Sale	10/26/12	11/14/12	7,577.33	8,500.00	0 00	(922 67)	
' BIOSCIENCES INC		*CUSIP Number*	*984238105*					
300.0000	Sale	02/24/12	04/05/12	497.99	600.00	0.00	(102 01)	
784.0000	Sale	02/24/12	04/05/12	1,305 33	1,568 00	0 00	(262.67)	
916.0000	Sale	02/24/12	04/05/12	1,529.69	1,832.00	0 00	(302.31)	
	Security Subtotal			***3,333.01***	***4,000.00***	***0.00***	***(666.99)***	
Covered Short Term Capital Gains and Losses Subtotal				**1,831,477.09**	**1,798,071.92**	**88.35**	**33,493.52**	

'NCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

:KAY OFFSHORE PARTNERS L P		*CUSIP Number*	*Y8565J101*					
1000.0000	Sale	09/12/12	11/08/12	26,424 41	27,137.50	0.00	(713.09)	

Merrill Lynch
Bank of America Corporation

Account No.	Taxpayer No.
270-04A28	94-3300777

HORNTHAL FAMILY FOUNDATION
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THE HORNTHAL FAMILY FOUNDATION

2012 ANNUAL STATEMENT SUMMARY

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

)9-B

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LAR LNG PARTNERS LP		*CUSIP Number*	*Y2745C102*					
400.0000	Sale	07/11/12	08/16/12	12,424 68	12,380 00	0.00	44.68	
Noncovered Short Term Capital Gains and Losses Subtotal				**38,849.09**	**39,517.50**	**0.00**	**(668.41)**	
Γ SHORT TERM CAPITAL GAINS AND LOSSES				**1,870,326.18**	**1,837,589.42**	**88.35**	**32,825.11**	

NG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

NCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
.VAL STARS ISSUER BAC		*CUSIP Number*	*06050R213*					
2500.0000	Sale	03/24/11	04/03/12	21,268.75	25,000 00	0.00	(3,731.25)	
C CURR MITTS		*CUSIP Number*	*06052H486*					
2500.0000	Sale	03/25/10	03/30/12	24,705.69	25,000.00	0 00	(294.31)	
LD ARN ISSUER EKS		*CUSIP Number*	*28264M756*					
5000 0000	Sale	03/24/11	06/01/12	57,665.00	50,000.00	0 00	7,665.00	
i00 STARS ISSUER RBC		*CUSIP Number*	*78009M868*					
2500 0000	Sale	03/24/11	04/03/12	27,280 00	25,000.00	0.00	2,280.00	
Noncovered Long Term Capital Gains and Losses Subtotal				**130,919.44**	**125,000.00**	**0.00**	**5,919.44**	
Γ LONG TERM CAPITAL GAINS AND LOSSES				**130,919.44**	**125,000.00**	**0.00**	**5,919.44**	

Hornthal Family Foundation
EIN: 94-3300777

Sales of Publicly Traded Partnerships

	UNITS DISPOSED	ACQUISITION DATE	DISPOSITION DATE	Proceeds	Cost Basis	Adjustment to Basis	Total Gain/Loss
AmeriGas Partners LP	1000.00	3/15/2012	4/23/2012	38,679	41,250	(306)	(2,265)
Atlas Resource Partners LP	1200.00	11/20/2012	12/13/2012	26,117	27,612	-	(1,495)
Carlyle Group	500.00	5/3/2012	7/9/2012	11,580	11,000	734	(154)
Copano Energy LLC	1000.00	Various	Various	30,449	32,700	(645)	(1,606)
DCP Midstream Partners LP	400.00	3/2/2012	4/23/2012	18,109	18,968	(108)	(751)
Delek Logistics Partners LP	700.00	11/1/2012	11/15/2012	14,889	14,700	-	189
Eagle Rock Energy Partners LP	2200.00	8/14/2012	8/16/2012	19,869	19,184	-	685
Ellington Financial LLC	1000.00	8/15/2012	8/28/2012	22,439	22,450	-	(11)
Enbridge Energy Partners LP	1750.00	9/6/2012	9/24/2012	51,067	50,120	-	947
Energy Transfer Partners	500.00	6/28/2012	7/18/2012	22,587	22,285	(172)	474
Enterprise Products Partners LP	700.00	9/25/2012	10/11/2012	37,748	37,149	(499)	1,098
EV Energy Partners LP	100.00	2/10/2012	3/6/2012	7,038	6,795	(1)	244
Legacy Reserves LP	1000.00	11/8/2012	12/13/2012	22,869	24,800	111	(2,042)
Linn Energy LLC	2000.00	1/12/2012	1/17/2012	72,186	71,900	-	286
Markwest Energy Partners LP	4000.00	Various	Various	209,247	211,512	(246)	(2,019)
Martin Midstream Partners LP	600.00	11/20/2012	12/13/2012	18,287	18,696	(294)	(115)
MPLX LP	500.00	10/25/2012	11/20/2012	13,289	11,000	(63)	2,352
Northern Tier Energy LP	2000.00	7/26/2012	8/13/2012	34,682	28,000	681	6,001
OakTree Capital	700.00	4/11/2012	5/18/2012	25,195	30,100	222	(5,127)
OneOK Partners LP	400.00	2/28/2012	3/15/2012	22,560	23,708	(152)	(996)
Plains All American Pipeline LP	600.00	3/6/2012	4/23/2012	24,215	24,009	(73)	279
PVR Partners LP	500.00	11/9/2012	11/20/2012	11,670	11,555	-	115
QR Energy LP	2000.00	4/11/2012	4/23/2012	38,878	38,360	-	518
Sandridge Mississippian Trust II	2000.00	4/17/2012	5/10/2012	44,243	42,000	-	2,243
Suburban Propane Partners LP	750.00	8/9/2012	8/28/2012	28,469	28,208	-	261
Summit Midstream Partners LP	1750.00	9/28/2012	10/11/2012	41,680	40,000	(249)	1,929
Susser Petroleum	2000.00	9/19/2012	9/24/2012	45,521	41,000	-	4,521
Targa Resources Partners LP	2000.00	11/15/2012	12/4/2012	73,555	72,000	(2,576)	4,131
Tesoro Logistics LP	300.00	10/2/2012	10/11/2012	13,120	12,540	-	580
Vanguard Natural Resources LLC	1100.00	Various	Various	31,057	30,361	-	696
Williams Partners LP	1800.00	Various	Various	97,887	97,980	-	(93)
TOTALS	37,050			1,169,181	1,161,942	(3,636)	10,875

STATEMENT D-2

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
K-1 FLOW-THRU: AMERIGAS PARTNERS LP	19.	0.	19.
K-1 FLOW-THRU: CARLYLE GROUP	153.	0.	153.
K-1 FLOW-THRU: ENERGY TRANSFER PARTNERS	14.	0.	14.
K-1 FLOW-THRU: MARKWEST ENERGY PARTNERS LP	83.	0.	83.
K-1 FLOW-THRU: NORTHERN TIER ENERGY LP	3.	0.	3.
K-1 FLOW-THRU: OAKTREE CAPITAL	96.	0.	96.
K-1 FLOW-THRU: PLAINS ALL AMERICAN PIPELINE LP	1.	0.	1.
K-1 FLOW-THRU: TARGA RESOURCES PARTNERS LP	1.	0.	1.
MERRILL LYNCH 270-04A28	36,716.	0.	36,716.
MERRILL LYNCH 270-04A75	2,712.	0.	2,712.
TOTAL TO FM 990-PF, PART I, LN 4	39,798.	0.	39,798.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
K-1: AMERIGAS PARTNERS LP P (ORDINARY BUSINESS LOSS)	<325.>	0.	
K-1: COPANO ENERGY LLC (ORDINARY BUSINESS LOSS)	<645.>	0.	
K-1: DCP MIDSTREAM PARTNERS (ORDINARY BUSINESS LOSS)	<108.>	0.	
K-1: ENERGY TRANSFER PARTNERS (ORDINARY BUSINESS LOSS)	<171.>	0.	
K-1: ENTERPRISE PRODUCTS PARTNERS LP (ORDINARY BUSINESS LOSS)	<475.>	0.	
K-1: EV ENERGY PARTNERS LP (ORDINARY BUSINESS GAIN)	12.	0.	
K-1: LEGACY RESERVES LP (ORDINARY BUSINESS GAIN)	188.	0.	
K-1: MARKWEST ENERGY PARTNERS LP (ORDINARY BUSINESS LOSS)	<329.>	0.	
K-1: MARTIN MIDSTREAM PARTNERS LP (ORDINARY BUSINESS LOSS)	<290.>	7.	
K-1: MPLX LP (ORDINARY BUSINESS LOSS)	<63.>	0.	

K-1: NORTHERN TIER ENERGY LP (ORDINARY BUSINESS GAIN)	678.	0.	
K-1: OAKTREE CAPITAL (ORDINARY BUSINESS LOSS)	<2.>	<2.>	
K-1: ONEOK PARTNERS LP (ORDINARY BUSINESS LOSS)	<152.>	0.	
K-1: PLAINS ALL AMERICAN PIPELINE LP (ORDINARY BUSINESS LOSS)	<67.>	<5.>	
K-1: SUMMIT MIDSTREAM PARTNERS LP (ORDINARY BUSINESS LOSS)	<249.>	0.	
K-1: TARGA RESOURCES PARTNERS LP (ORDINARY BUSINESS LOSS)	<2,576.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,574.>	0.	

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 K-1 WITHHELD	6.	6.		0.
FEDERAL TAXES	179.	0.		0.
TO FORM 990-PF, PG 1, LN 18	185.	6.		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	300.	300.		0.
FILING FEE - FRANCHISE TAX BOARD	10.	0.		0.
REGISTRY OF CHARITABLE FEE	25.	0.		0.
K-1: ADJ(NONDEDUCTIBLE EXPENSE)	2.	0.		0.
K-1: CARLYLE GROUP (2% ITEMIZED DDX)	26.	26.		0.
K-1: OAKTREE CAPITAL (2% ITEMIZED DDX)	2.	2.		0.
K-1: CARLYLE GROUP (INVESTMENT INTEREST EXPENSE)	17.	17.		0.
K-1: ENERGY TRANSFER PARTNERS LP (INVESTMENT INTEREST EXPENSE)	20.	20.		0.
K-1: EV ENERGY PARTNERS LP (SECTION 59(E)(2) EXPENDITURES)	13.	13.		0.
K-1: LEGACY RESERVES LP (SECTION 59(E)(2) EXPENDITURES)	77.	77.		0.
TO FORM 990-PF, PG 1, LN 23	492.	455.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH 270-04A75	326,802.	312,883.
MERRILL LYNCH 270-04A28	879,478.	847,584.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,206,280.	1,160,467.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER CURRENT LIABILITIES - UNCLEARED CHECKS	1,000.	1,000.
OTHER CURRENT LIABILITIES - AMERICAN EXPRESS	29,814.	5,057.
OTHER CURRENT LIABILITIES - VISA	3,304.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	34,118.	6,057.

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: CARLYLE GROUP	P	VARIOUS	
b	K-1 FLOW-THRU: OAKTREE CAPITAL	P	VARIOUS	
c	K-1 FLOW-THRU: OAKTREE CAPITAL	P	VARIOUS	
d	K-1 FLOW-THRU: ENERGY TRANSFER PARTNERS LP (SECTI	P	VARIOUS	
e	K-1 FLOW-THRU: ENTERPRISE PRODUCTS PARTNERS LP (	P	VARIOUS	
f	K-1 FLOW-THRU: MARTIN MIDSTREAM PARTNERS LP (SEC	P	VARIOUS	
g	SEE STATEMENT D-1 (ML 270-04A28)	P	VARIOUS	
h	STMT D-1 (ML 270-04A28) WASH SALE	P	VARIOUS	
i	SEE STATEMENT D-1 (ML 270-04A28)	P	VARIOUS	
j	SEE STATEMENT D-2	P	VARIOUS	
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	624.			624.
b	10.			10.
c	120.			120.
d				5.
e				<24.>
f				<4.>
g	1,870,326.		1,837,589.	32,737.
h				88.
i	130,919.		125,000.	5,919.
j	1,169,181.		1,158,306.	10,875.
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				624.
b				10.
c				120.
d				5.
e				<24.>
f				<4.>
g				32,737.
h				88.
i				5,919.
j				10,875.
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	50,350.
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

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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 or other filer, see instructions.	Employer identification number (EIN) or
	HORNTHAL FAMILY FOUNDATION	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	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

- The books are in the care of ▶ JAMES J. HORNTHAL 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, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 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	$ 0.
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	$ 2,563.
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 Privacy Act and Paperwork Reduction Act Notice, see instructions.**

223841
01-21-13

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E Frandsen
Ogden, UT 84201-0045

● 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HORNTHAL FAMILY FOUNDATION	Employer identification number (EIN) or 94-3300777
	Number, street, and room or suite no. If a P.O. box, see instructions. 2234 BEACH STREET	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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.

● The books are in the care of ▶ JAMES J. HORNTHAL
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, 2013.

5 For calendar year 2012, 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	$ 0.
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	$ 2,563.
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 must be completed for Part II only.

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 ▶ CPA Date ▶ 8/12/13

KFrandsen
Hor 069
Ogden UT 84201-0045

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01-21-13