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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94123 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,062,224. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 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 | 52,233. | 52,233. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 146,945. | | | |
| | b Gross sales price for all assets on line 6a | 4,346,225. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 146,945. | | |
| | 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 | <11,113.> | <35.> | | STATEMENT 2 | |
| 12 Total. Add lines 1 through 11 | 188,065. | 199,143. | | | |
| 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 | 1,300. | 0. | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | 19,270. | 0. | 19,270. |
| | 22 Printing and publications | | | | |
| 23 Other expenses | STMT 5 | 1,353. | 1,306. | 3. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 30,923. | 1,306. | 28,273. | |
| 25 Contributions, gifts, grants paid | | 155,298. | | 155,298. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 186,221. | 1,306. | 183,571. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | 1,844. | | | |
| b Net investment income (if negative, enter -0-) | | | 197,837. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

| 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 | 636,900. | 358,807. | 358,807. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 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 | 1,206,280. | 1,535,310. | 1,703,417. |
| | 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 - see the instructions. Also, see page 1, item 1) | 1,843,180. | 1,894,117. | 2,062,224. | |
| 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) | 6,057. | 55,051. | | |
| 23 Total liabilities (add lines 17 through 22) | 6,057. | 55,051. | | |
| 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 | 1,837,123. | 1,839,066. | |
| | 30 Total net assets or fund balances | 1,837,123. | 1,839,066. | |
| 31 Total liabilities and net assets/fund balances | 1,843,180. | 1,894,117. | | |

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 | 1,837,123. |
| 2 Enter amount from Part I, line 27a | 2 | 1,844. |
| 3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT | 3 | 99. |
| 4 Add lines 1, 2, and 3 | 4 | 1,839,066. |
| 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 | 1,839,066. |

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 | 4,346,225. | 4,199,192. | 146,945. |

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 | | | 146,945. |

| | | | |
|---|---|---|----------|
| 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 | 146,945. |
| 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)) |
|--|--|--|---|
| 2012 | 87,415. | 1,721,231. | .050786 |
| 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 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .345639 |
| 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 | .069128 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 1,894,001. |
| 5 Multiply line 4 by line 3 | 5 | 130,929. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,978. |
| 7 Add lines 5 and 6 | 7 | 132,907. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 183,571. |

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 1,978. |
| 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 | 1,978. |
| 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 | 1,978. |
| 6 Credits/Payments | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 2,069. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 4,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 6,069. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 5. | |
| 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 | 4,086. | |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 4,086. Refunded <input type="checkbox"/> | 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? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u> | | |
| 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 | 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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 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. HORNTAL** 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**

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See the instructions for exceptions and filing requirements for 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ▶ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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 | |
| 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 2013 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 2013) | N/A | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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 2013? | | 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

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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. HORNTAL 2234 BEACH STREET SAN FRANCISCO, CA 94123 | PRESIDENT, CHAIR 0.50 | 0. | 0. | 0. |
| BETHANY S. HORNTAL 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 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 | 1,510,124. |
| b Average of monthly cash balances | 1b | 412,720. |
| c Fair market value of all other assets | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 1,922,844. |
| 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 | 1,922,844. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 28,843. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,894,001. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 94,700. |

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 | 94,700. |
| 2a Tax on investment income for 2013 from Part VI, line 5 | 2a | 1,978. |
| b Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 1,978. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 92,722. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 Add lines 3 and 4 | 5 | 92,722. |
| 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 | 92,722. |

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 | 183,571. |
| 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 | 183,571. |
| 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 | 1,978. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 181,593. |

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 2012 | (c) 2012 | (d) 2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 92,722. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | 27,819. | | | |
| b From 2009 | 48,227. | | | |
| c From 2010 | 31,906. | | | |
| d From 2011 | 64,659. | | | |
| e From 2012 | 3,147. | | | |
| f Total of lines 3a through e | 175,758. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ | 183,571. | | | |
| a Applied to 2012, 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 2013 distributable amount | | | | 92,722. |
| e Remaining amount distributed out of corpus | 90,849. | | | |
| 5 Excess distributions carryover applied to 2013 (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 | 266,607. | | | |
| 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 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 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 2008 not applied on line 5 or line 7 | 27,819. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 238,788. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | 48,227. | | | |
| b Excess from 2010 | 31,906. | | | |
| c Excess from 2011 | 64,659. | | | |
| d Excess from 2012 | 3,147. | | | |
| e Excess from 2013 | 90,849. | | | |

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 | | | | 155,298. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 155,298. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

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: STCG | | P | VARIOUS | |
| b K-1 FLOW-THRU: LTCG | | P | VARIOUS | |
| c K-1 FLOW-THRU: SEC 1231 | | | VARIOUS | |
| d SEE STATEMENT D-1 (ML 270-04A28) | | P | VARIOUS | |
| e SEE STATEMENT D-1 (ML 270-04A28) | | P | VARIOUS | |
| f ML 270-04A28: CASH IN LIEU | | | VARIOUS | |
| g SEE STATEMENT D-2 | | P | VARIOUS | |
| 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 18. | | | 18. |
| b 998. | | | 998. |
| c | | | <97.> |
| d 2,746,878. | | 2,675,635. | 71,243. |
| e 14,604. | | 30,000. | <15,396.> |
| f | | | 9. |
| g 1,583,727. | | 1,493,557. | 90,170. |
| 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 | | | 18. |
| b | | | 998. |
| c | | | <97.> |
| d | | | 71,243. |
| e | | | <15,396.> |
| f | | | 9. |
| g | | | 90,170. |
| 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

146,945.

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

HORNTHAL FAMILY FOUNDATION
EIN: 94-3300777

2013 Cash Contributions, Gifts, Grants, and Similar Amounts

| Date | Donees Name | Contribution | Status of Recipient |
|------|--|-------------------|---------------------|
| Jan | JUST GIVE | \$ 40,250 | 501(c)(3) |
| Jan | UC BERKELEY | \$ 1,500 | 501(c)(3) |
| Jan | CONTEMPORARY JEWISH MUSEUM | \$ 500 | 501(c)(3) |
| Jan | JEWISH COMMUNITY RELATIONSH COUNCIL | \$ 10,300 | 501(c)(3) |
| Jan | NETWORK FOR GOOD | \$ 180 | 501(c)(3) |
| Jan | NETWORK FOR GOOD | \$ 360 | 501(c)(3) |
| Jan | PRINCETON UNIVERSITY | \$ 100 | 501(c)(3) |
| Jan | PRINCETON UNIVERSITY | \$ 100 | 501(c)(3) |
| Jan | PRINCETON UNIVERSITY | \$ 400 | 501(c)(3) |
| Jan | SEVA FOUNDATION | \$ 1,000 | 501(c)(3) |
| Jan | HARVARD UNIVERSITY | \$ 250 | 501(c)(3) |
| Jan | TEACH FOR AMERICA | \$ 1,000 | 501(c)(3) |
| Feb | THE SAPLING FOUNDATION | \$ 7,500 | 501(c)(3) |
| Feb | TED CONFERENCES | \$ 1,232 | 501(c)(3) |
| Mar | GIVEFORWARD | \$ 1,070 | 501(c)(3) |
| Apr | THE BREAST CANCER RESEARCH FOUNDATION | \$ 2,500 | 501(c)(3) |
| Apr | SAN FRANCISCO JEWISH FILM FESTIVAL | \$ 250 | 501(c)(3) |
| Apr | PAYPAL *BEYONDDIFFE 4029357733 | \$ 500 | 501(c)(3) |
| Apr | PAYPAL *JEWISHVOCAT 4029357733 | \$ 1,000 | 501(c)(3) |
| Apr | BRANDEIS HILLEL DAY | \$ 500 | 501(c)(3) |
| May | MONTEREY BAY AQUARIUM | \$ 150 | 501(c)(3) |
| May | SAGER FAMILY FOUNDATION | \$ 500 | 501(c)(3) |
| Jun | JEWISH COMMUNITY CENTER OF SAN FRANCISCO | \$ 25,000 | 501(c)(3) |
| Jul | COUNCIL ON FOREIGN RELATIONS | \$ 435 | 501(c)(3) |
| Jul | PAYPAL *DONATION 4029357733 | \$ 100 | 501(c)(3) |
| Aug | RODEFSHOLOM | \$ 742 | 501(c)(3) |
| Sep | BREAST CANCER FUND | \$ 65 | 501(c)(3) |
| Sep | BREAST CANCER FUND | \$ 5,000 | 501(c)(3) |
| Dec | NARAL PRO CHOICE AMERICA | \$ 1,500 | 501(c)(3) |
| Jul | AIDS WALK SAN FRANCICO | \$ 100 | 501(c)(3) |
| Nov | WPY*ONEVOICE | \$ 2,500 | 501(c)(3) |
| Nov | SKOLL WORLD FORUM | \$ 1,380 | 501(c)(3) |
| Dec | VITANNA | \$ 9,934 | 501(c)(3) |
| Dec | JUST GIVE | \$ 31,950 | 501(c)(3) |
| Dec | OTHER CHARITABLE | \$ 5,450 | 501(c)(3) |
| | | <u>\$ 155,298</u> | |



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THE HORNTHAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

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

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with 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 proceeds 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 included in this section with the adjusted cost basis (where available).

In calculating 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 taxable 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 non-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 distributed 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") obligations 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 remarketing 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 allocable 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 adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B

2013 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 |
|--|-------------------------|-------------------------|------------------------------|------------|---------------|------------------------------|----------------|---------|
| SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c. | | | | | | | | |
| COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS) | | | | | | | | |
| ASSOCIATED ESTATES RLTY REIT | | | | | | | | |
| 1200.0000 | Sale | 05/29/13 | 06/14/13 | 19,159.99 | 20,700.00 | 0.00 | (1,540.01) | |
| ADVENT SOFTWARE INC | | | | | | | | |
| 800.0000 | Sale | 08/08/13 | 007974108 10/10/13 | 24,151.41 | 21,600.00 | 0.00 | 2,551.41 | |
| AVALONBAY CMMUN INC | | | | | | | | |
| 200.0000 | Sale | 11/29/12 | 053484101 01/29/13 | 27,561.38 | 26,000.00 | 0.00 | 1,561.38 | |
| ASHFORD HOSPITALITY TR | | | | | | | | |
| 4000.0000 | Sale | 06/20/13 | 044103109 08/26/13 | 47,563.51 | 47,647.14 | 0.00 | (83.63) | |
| APOLLO COML REAL ESTATE | | | | | | | | |
| 1000.0000 | Sale | 03/06/13 | 03762U105 05/08/13 | 18,123.59 | 17,012.00 | 0.00 | 1,111.59 | |
| AG MTG INVT TR INC | | | | | | | | |
| 500.0000 | Sale | 12/20/12 | 001228105 02/25/13 | 12,409.72 | 11,800.00 | 0.00 | 609.72 | |

THE HORNTAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-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 |
|--------------|---|-------------------------|------------------------------|------------------|------------------|------------------------------|-----------------|---------|
| | AMERICAN RESIDENTIAL PROPERTIES INC SHS 500.0000 Sale | CUSIP Number 05/08/13 | 02927E303 05/29/13 | 9,730.81 | 10,500.00 | 0.00 | (769.19) | |
| | AMERICAN HOMES 4 RENT 1000.0000 Sale | CUSIP Number 08/01/13 | 02665T306 10/02/13 | 15,709.39 | 16,000.00 | 0.00 | (290.61) | |
| | 2000.0000 Sale | 08/01/13 | 10/02/13 | 31,418.79 | 32,000.00 | 0.00 | (581.21) | |
| | Security Subtotal | | | 47,128.18 | 48,000.00 | 0.00 | (871.82) | |
| | ARES CAPITAL CORP 2500.0000 Sale | CUSIP Number 04/03/13 | 04010L103 04/25/13 | 44,226.67 | 44,025.00 | 0.00 | 201.67 | |
| | ARMSTRONG WORLD INDS INC NEW 300.0000 Sale | CUSIP Number 11/08/12 | 04247X102 01/14/13 | 16,313.03 | 15,300.00 | 0.00 | 1,013.03 | |
| | AMERICAN CAP AGY CORP 1000.0000 Sale | CUSIP Number 02/28/13 | 02503X105 05/02/13 | 33,043.24 | 31,630.00 | 0.00 | 1,413.24 | |
| | BOYD GAMING CORP COM 200.0000 Sale | CUSIP Number 08/02/13 | 103304101 10/02/13 | 2,886.29 | 2,400.00 | 0.00 | 486.29 | |
| | BRANDYWNE RLTY T SBI NEW REIT 800.0000 Sale | CUSIP Number 04/04/13 | 105368203 05/29/13 | 11,327.87 | 11,760.00 | 0.00 | (432.13) | |
| | BANKUNITED INC 1000.0000 Sale | CUSIP Number 03/07/13 | 06652K103 05/08/13 | 25,667.46 | 25,250.00 | 0.00 | 417.46 | |
| | 1000.0000 Sale | 10/29/13 | 12/30/13 | 32,579.53 | 30,750.00 | 0.00 | 1,829.53 | |
| | Security Subtotal | | | 58,246.99 | 56,000.00 | 0.00 | 2,246.99 | |
| | BERRY PLASTICS GROUP INC COMMON STOCK 1000.0000 Sale | CUSIP Number 04/19/13 | 08579W103 05/14/13 | 20,712.38 | 17,000.00 | 0.00 | 3,712.38 | |
| | BRIGHT HORIZONS FAMILY SOLUTIONS INC 500.0000 Sale | CUSIP Number 01/25/13 | 109194100 02/25/13 | 13,725.65 | 11,000.00 | 0.00 | 2,725.65 | |

THE HORNTAL FAMILY FOUNDATION

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2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

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| 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 |
|---|--------------------------|-------------------------|------------------------------|-------------------|-------------------|------------------------------|-----------------|---------|
| CROWN CASTLE INTL CORP | | | | | | | | |
| | 1000.0000 Sale | 10/22/13 | 228227104 10/23/13 | 73,878.76 | 74,000.00 | 0.00 | (121.24) | |
| | 700.0000 Sale | 10/22/13 | 10/28/13 | 52,870.71 | 51,800.00 | 0.00 | 1,070.71 | |
| | 1300.0000 Sale | 10/22/13 | 12/30/13 | 95,462.20 | 96,200.00 | 0.00 | (737.80) | |
| | Security Subtotal | | | 222,211.67 | 222,000.00 | 0.00 | 211.67 | |
| COLONY FINANCIAL INC | | | | | | | | |
| | 500.0000 Sale | 12/05/12 | 19624R106 02/05/13 | 10,679.20 | 9,725.00 | 0.00 | 954.20 | |
| COREENERGY INFRASTRUCTURE TR INC | | | | | | | | |
| | 4000.0000 Sale | 12/13/12 | 01/29/13 | 27,012.89 | 24,000.00 | 0.00 | 3,012.89 | |
| | 5000.0000 Sale | 12/13/12 | 02/14/13 | 33,322.24 | 30,000.00 | 0.00 | 3,322.24 | |
| | Security Subtotal | | | 60,335.13 | 54,000.00 | 0.00 | 6,335.13 | |
| CYRUSONE INC | | | | | | | | |
| | 500.0000 Sale | 01/17/13 | 23283R100 03/11/13 | 10,842.45 | 9,500.00 | 0.00 | 1,342.45 | |
| CONTROL4 CORP COM | | | | | | | | |
| | 800.0000 Sale | 08/01/13 | 21240D107 08/19/13 | 15,383.79 | 12,800.00 | 0.00 | 2,583.79 | |
| CONAGRA FOODS INC | | | | | | | | |
| | 500.0000 Sale | 01/07/13 | 205887102 03/11/13 | 17,076.91 | 14,875.00 | 0.00 | 2,201.91 | |
| COUSINS PROPS INC REIT | | | | | | | | |
| | 1500.0000 Sale | 07/31/13 | 222795106 08/19/13 | 14,429.75 | 15,000.00 | 0.00 | (570.25) | |
| | 1500.0000 Sale | 07/31/13 | 10/02/13 | 15,318.48 | 15,000.00 | 0.00 | 318.48 | |
| | Security Subtotal | | | 29,748.23 | 30,000.00 | 0.00 | (251.77) | |
| CREDIT ACCEPTANCE CORP | | | | | | | | |
| | 400.0000 Sale | 04/12/13 | 225310101 05/02/13 | 39,326.96 | 42,000.00 | 0.00 | (2,673.04) | |
| ENBRIDGE ENERGY MGMT LLC | | | | | | | | |
| | 1000.0000 Sale | 02/26/13 | 29250X103 04/25/13 | 29,634.23 | 27,290.00 | 0.00 | 2,344.23 | |
| EMPIRE ST RLTY TR INC | | | | | | | | |
| | 1250.0000 Sale | 10/02/13 | 292104106 11/11/13 | 16,616.16 | 16,250.00 | 0.00 | 366.16 | |
| | 1750.0000 Sale | 10/02/13 | 11/11/13 | 23,262.64 | 22,750.00 | 0.00 | 512.64 | |
| | Security Subtotal | | | 39,878.80 | 39,000.00 | 0.00 | 878.80 | |

THE HORNTAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-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 |
|--|--------------------------|-------------------------|------------------------------|-------------------|-------------------|------------------------------|-------------------|---------|
| FIRST INDL REALTY TR INC | | | | | | | | |
| | REIT | | | | | | | |
| 400.0000 | Sale | 03/04/13 | 05/08/13 | 7,205.31 | 6,380.00 | 0.00 | 825.31 | |
| FRANKLIN STR PTYS CORP | | | | | | | | |
| | | | | | | | | |
| 2000.0000 | Sale | 05/09/13 | 35471R106 05/29/13 | 27,503.88 | 28,000.00 | 0.00 | (496.12) | |
| 3000.0000 | Sale | 05/09/13 | 06/14/13 | 40,204.31 | 42,000.00 | 0.00 | (1,795.69) | |
| | Security Subtotal | | | 67,708.19 | 70,000.00 | 0.00 | (2,291.81) | |
| FIDELITY NATIONAL FINANC INC | | | | | | | | |
| | | | | | | | | |
| 1000.0000 | Sale | 10/24/13 | 31620R105 12/23/13 | 31,541.34 | 26,750.00 | 0.00 | 4,791.34 | |
| FIRST REP BK SAN FRNCISC CALIF NEW COM SHARES | | | | | | | | |
| | | | | | | | | |
| 500.0000 | Sale | 12/03/12 | 33616C100 02/05/13 | 17,956.99 | 16,300.00 | 0.00 | 1,656.99 | |
| APOLLO INVESTMENT CORP | | | | | | | | |
| | | | | | | | | |
| 2000.0000 | Sale | 05/15/13 | 03761U106 05/29/13 | 16,602.08 | 17,200.00 | 0.00 | (597.92) | |
| 3000.0000 | Sale | 05/15/13 | 06/12/13 | 23,641.09 | 25,800.00 | 0.00 | (2,158.91) | |
| | Security Subtotal | | | 40,243.17 | 43,000.00 | 0.00 | (2,756.83) | |
| GRAPHIC PACKAGING HLDG C | | | | | | | | |
| | | | | | | | | |
| 2000.0000 | Sale | 03/22/13 | 388689101 05/02/13 | 14,639.67 | 14,000.00 | 0.00 | 639.67 | |
| 5000.0000 | Sale | 05/31/13 | 07/26/13 | 42,049.26 | 39,000.00 | 0.00 | 3,049.26 | |
| | Security Subtotal | | | 56,688.93 | 53,000.00 | 0.00 | 3,688.93 | |
| GOVT PTYS INCOME TR | | | | | | | | |
| | | | | | | | | |
| 1000.0000 | Sale | 03/11/13 | 38376A103 03/19/13 | 25,142.32 | 25,200.00 | 0.00 | (57.68) | |
| HOME PROPERTIES INC | | | | | | | | |
| | | | | | | | | |
| 700.0000 | Sale | 07/09/13 | 437306103 08/05/13 | 43,179.34 | 44,100.00 | 0.00 | (920.66) | |
| HOSPITALITY PTYS TRUST | | | | | | | | |
| | | | | | | | | |
| 1500.0000 | Sale | 03/19/13 | 44106M102 04/15/13 | 41,838.06 | 38,325.00 | 0.00 | 3,513.06 | |
| 3000.0000 | Sale | 11/07/13 | 12/13/13 | 78,097.64 | 84,000.00 | 0.00 | (5,902.36) | |
| | Security Subtotal | | | 119,935.70 | 122,325.00 | 0.00 | (2,389.30) | |

THE HORNTHAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 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 |
|--------------|--|-------------------------|------------------------------|------------------|------------------|------------------------------|-------------------|---------|
| | | CUSIP Number | 40416M105 | | | | | |
| | HD SUPPLY HLDGS INC | 06/26/13 | 08/29/13 | 33,845.83 | 27,000.00 | 0.00 | 6,845.83 | |
| | 1500.0000 Sale | | | | | | | |
| | | CUSIP Number | G6648D109 | | | | | |
| | HOME LN SERVICING SOLTNS LTD | 06/20/13 | 08/26/13 | 23,346.59 | 23,000.00 | 0.00 | 346.59 | |
| | 1000.0000 Sale | | | | | | | |
| | | CUSIP Number | 41068X100 | | | | | |
| | HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTRE CAP INC | 04/17/13 | 05/29/13 | 28,904.07 | 31,250.00 | 0.00 | (2,345.93) | |
| | 2500.0000 Sale | 04/17/13 | 06/14/13 | 16,329.35 | 18,750.00 | 0.00 | (2,420.65) | |
| | 1500.0000 Sale | 04/17/13 | 06/14/13 | 5,443.11 | 6,250.00 | 0.00 | (806.89) | |
| | 500.0000 Sale | 04/17/13 | 06/14/13 | 10,886.24 | 12,500.00 | 0.00 | (1,613.76) | |
| | 1000.0000 Sale | | | 61,562.77 | 68,750.00 | 0.00 | (7,187.23) | |
| | Security Subtotal | | | | | | | |
| | | CUSIP Number | 872438106 | | | | | |
| | THL CREDIT INC | 06/19/13 | 08/26/13 | 18,616.72 | 17,544.00 | 0.00 | 1,072.72 | |
| | 1200.0000 Sale | | | | | | | |
| | | CUSIP Number | 457461200 | | | | | |
| | INLAND REAL ESTATE CORP | 05/29/13 | 06/24/13 | 28,334.37 | 31,800.00 | 0.00 | (3,465.63) | |
| | 3000.0000 Sale | | | | | | | |
| | | CUSIP Number | 45845P108 | | | | | |
| | INTERCEPT PHARMACEUTICAL INC | 10/08/13 | 10/21/13 | 26,467.73 | 31,250.00 | 0.00 | (4,782.27) | |
| | 500.0000 Sale | | | | | | | |
| | | CUSIP Number | L5140P101 | | | | | |
| | INTELSAT S A | 04/18/13 | 05/14/13 | 43,890.25 | 36,000.00 | 0.00 | 7,890.25 | |
| | 2000.0000 Sale | 04/18/13 | 05/14/13 | 8,778.06 | 7,200.00 | 0.00 | 1,578.06 | |
| | 400.0000 Sale | | | 52,668.31 | 43,200.00 | 0.00 | 9,468.31 | |
| | Security Subtotal | | | | | | | |
| | | CUSIP Number | 486606106 | | | | | |
| | KAYNE ANDERSON MLP | 07/10/13 | 09/13/13 | 35,595.28 | 36,000.00 | 0.00 | (404.72) | |
| | 1000.0000 Sale | | | | | | | |
| | | CUSIP Number | G5315B107 | | | | | |
| | KOSMOS ENERGY LTD | 02/15/13 | 04/15/13 | 4,347.94 | 4,400.00 | 0.00 | (52.06) | |
| | 400.0000 Sale | | | | | | | |



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94-3300777

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THE HORNTHAL FAMILY FOUNDATION

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

2013 ANNUAL STATEMENT SUMMARY

| 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 |
|--|-------------------------|-------------------------|------------------------------|------------|---------------|------------------------------|----------------|---------|
| LIBERTY PPTY TR REIT | SBI | CUSIP Number | 531172104 | | | | | |
| 750.0000 | Sale | 08/02/13 | 08/19/13 | 25,344.99 | 27,000.00 | 0.00 | (1,655.01) | |
| 750.0000 | Sale | 08/02/13 | 10/02/13 | 26,810.76 | 27,000.00 | 0.00 | (189.24) | |
| Security Subtotal | | | | 52,155.75 | 54,000.00 | 0.00 | (1,844.25) | |
| LINKEDIN CORP CLASS A COMMON STOCK | | CUSIP Number | 53578A108 | | | | | |
| 100.0000 | Sale | 09/05/13 | 10/30/13 | 22,390.11 | 22,300.00 | 0.00 | 90.11 | |
| MEDICINES CO DEL COM | | CUSIP Number | 584688105 | | | | | |
| 900.0000 | Sale | 08/14/13 | 10/10/13 | 28,804.89 | 27,225.00 | 0.00 | 1,579.89 | |
| MAVENIR SYS INC | | CUSIP Number | 577675101 | | | | | |
| 800.0000 | Sale | 11/06/13 | 11/15/13 | 7,087.95 | 8,000.00 | 0.00 | (912.05) | |
| 500.0000 | Sale | 11/06/13 | 11/15/13 | 4,429.98 | 5,000.00 | 0.00 | (570.02) | |
| Security Subtotal | | | | 11,517.93 | 13,000.00 | 0.00 | (1,482.07) | |
| NEWCASTLE INVESTMENT CRP REITS-DIVERSIFIED | | CUSIP Number | 65105M108 | | | | | |
| 5000.0000 | Sale | 06/12/13 | 06/24/13 | 24,157.08 | 24,850.00 | 0.00 | (692.92) | |
| NRG YIELD INC. CLASS A | | CUSIP Number | 62942X108 | | | | | |
| 500.0000 | Sale | 07/16/13 | 09/16/13 | 14,668.64 | 11,000.00 | 0.00 | 3,668.64 | |
| ONYX PHARMACEUTICALS | | CUSIP Number | 683399109 | | | | | |
| 200.0000 | Sale | 01/16/13 | 02/19/13 | 14,441.70 | 16,300.00 | 0.00 | (1,858.30) | |
| OMTHERA PHARMACEUTICALS INC | | CUSIP Number | 68217A103 | | | | | |
| 1500.0000 | Sale | 04/11/13 | 04/15/13 | 11,039.74 | 12,000.00 | 0.00 | (960.26) | |
| 300.0000 | Sale | 04/11/13 | 04/15/13 | 2,207.96 | 2,400.00 | 0.00 | (192.04) | |
| Security Subtotal | | | | 13,247.70 | 14,400.00 | 0.00 | (1,152.30) | |
| PIKE ELEC CORP | | CUSIP Number | 721283109 | | | | | |
| 1000.0000 | Sale | 05/16/13 | 06/24/13 | 11,703.60 | 11,500.00 | 0.00 | 203.60 | |

THE HORNTAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-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 |
|--------------------------------------|--------------------------|-------------------------|------------------------------|-------------------|-------------------|------------------------------|-------------------|---------|
| PDC ENERGY INC CORP | | CUSIP Number | 69327R101 | | | | | |
| 300.0000 | Sale | 08/05/13 | 10/02/13 | 18,451.77 | 16,200.00 | 0.00 | 2,251.77 | |
| PENNYMAC FINL SVCS INC CL A | | CUSIP Number | 70932B101 | | | | | |
| 500.0000 | Sale | 05/09/13 | 06/11/13 | 10,055.07 | 9,000.00 | 0.00 | 1,055.07 | |
| PATTERN ENERGY GROUP INC 500.0000 | Sale | CUSIP Number | 70338P100 | | | | | |
| | | 09/27/13 | 12/02/13 | 12,218.63 | 11,000.00 | 0.00 | 1,218.63 | |
| PREMIER INC 1000.0000 | Sale | CUSIP Number | 74051N102 | | | | | |
| | | 09/26/13 | 12/02/13 | 33,842.43 | 27,000.00 | 0.00 | 6,842.43 | |
| REALTY INCM CRP MD PV\$1. REIT | | CUSIP Number | 756109104 | | | | | |
| 2000.0000 | Sale | 03/05/13 | 03/12/13 | 89,251.48 | 91,800.00 | 0.00 | (2,548.52) | |
| 1000.0000 | Sale | 03/05/13 | 03/19/13 | 44,104.51 | 45,900.00 | 0.00 | (1,795.49) | |
| 2000.0000 | Sale | 10/21/13 | 11/11/13 | 80,198.79 | 81,119.08 | 0.00 | (920.29) | |
| | Security Subtotal | | | 213,554.78 | 218,819.08 | 0.00 | (5,264.30) | |
| ARMOUR RESIDENTIAL REIT INC | | CUSIP Number | 042315101 | | | | | |
| 5000.0000 | Sale | 02/14/13 | 03/19/13 | 31,352.54 | 34,122.46 | 0.00 | (2,769.92) | |
| RESTORATION HARDWARE HOLDINGS | | CUSIP Number | 761283100 | | | | | |
| 350.0000 | Sale | 05/14/13 | 07/17/13 | 23,765.86 | 17,500.00 | 0.00 | 6,265.86 | |
| 1000.0000 | Sale | 07/11/13 | 09/09/13 | 76,842.35 | 70,000.00 | 0.00 | 6,842.35 | |
| | Security Subtotal | | | 100,608.21 | 87,500.00 | 0.00 | 13,108.21 | |
| REXFORD INDL RLTY INC COM STK | | CUSIP Number | 76169C100 | | | | | |
| 1000.0000 | Sale | 07/18/13 | 09/23/13 | 13,941.61 | 14,000.00 | 0.00 | (58.39) | |
| 500.0000 | Sale | 07/18/13 | 09/23/13 | 6,970.81 | 7,000.00 | 0.00 | (29.19) | |
| | Security Subtotal | | | 20,912.42 | 21,000.00 | 0.00 | (87.58) | |
| SUN COMMNTYS INC REIT | | CUSIP Number | 866674104 | | | | | |
| 500.0000 | Sale | 03/13/13 | 05/08/13 | 25,654.47 | 22,418.96 | 0.00 | 3,235.51 | |

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THE HORNTAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

1099-B

2013 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 |
|---|-------------------------|--------------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|------------------------------|----------------------------------|---------|
| SUNSTONE HOTEL INVS INC 5000.0000 Sale | | CUSIP Number 10/29/13 | 867892101 11/11/13 | 64,858.87 | 68,250.00 | 0.00 | (3,391.13) | |
| SENSATA TECH HLDNG BV, ALMELO 1000.0000 Sale | | CUSIP Number 05/22/13 | N7902X106 06/24/13 | 34,569.50 | 36,100.00 | 0.00 | (1,530.50) | |
| SELECT INCOME REIT COMMON SHARES BEN INTER 1000.0000 Sale | | CUSIP Number 06/27/13 | 81618T100 08/05/13 | 25,335.42 | 28,250.00 | 0.00 | (2,914.58) | |
| SILVER BAY RLTY CORP 500.0000 Sale 146.0000 Sale | | CUSIP Number 12/14/12 04/24/13 | 82735Q102 01/29/13 04/15/13 | 10,294.37 2,989.35 13,283.72 | 9,250.00 2,832.40 12,082.40 | 0.00 0.00 0.00 | 1,044.37 156.95 1,201.32 | |
| Security Subtotal | | | | | | | | |
| TRW AUTOMOTIVE HLDGS CRP 200.0000 Sale | | CUSIP Number 02/21/13 | 87264S106 03/25/13 | 11,025.75 | 11,850.00 | 0.00 | (824.25) | |
| TAL INTL GROUP INC 700.0000 Sale | | CUSIP Number 02/21/13 | 874083108 04/08/13 | 29,830.15 | 29,932.00 | 0.00 | (101.85) | |
| TWO HARBORS INVT CORP SHS 3000.0000 Sale | | CUSIP Number 03/19/13 | 90187B101 04/08/13 | 36,245.13 | 38,671.93 | 0.00 | (2,426.80) | |
| THERMO FISHER SCIENTIFIC INC 1000.0000 Sale | | CUSIP Number 06/07/13 | 883556102 08/08/13 | 91,703.40 | 85,500.00 | 0.00 | 6,203.40 | |
| UMB FINANCIAL CORP 500.0000 Sale 500.0000 Sale | | CUSIP Number 09/10/13 09/10/13 | 902788108 10/28/13 11/07/13 | 29,484.53 29,933.51 59,418.04 | 27,000.00 27,000.00 54,000.00 | 0.00 0.00 0.00 | 2,484.53 2,933.51 5,418.04 | |
| Security Subtotal | | | | | | | | |
| VIRTUS INVT PARTNERS INC 150 0000 Sale | | CUSIP Number 09/12/13 | 92828Q109 10/28/13 | 26,460.29 | 23,250.00 | 0.00 | 3,210.29 | |
| ZOETIS INC 2000 0000 Sale | | CUSIP Number 01/31/13 | 98978V103 04/01/13 | 65,422.12 | 52,000.00 | 0.00 | 13,422.12 | |

THE HORNTHAL FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1099-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 |
|--|-------------------------|-------------------------|------------------------------|--------------|---------------|------------------------------|----------------|---------|
| WNS HOLDINGS LTD SPN ADR 1000.0000 | Sale | 02/11/13 | 04/01/13 | 14,364.67 | 12,750.00 | 0.00 | 1,614.67 | |
| WEST CORP SHS 500.0000 | Sale | 03/22/13 | 04/15/13 | 10,302.77 | 10,000.00 | 0.00 | 302.77 | |
| WILLIAMS COMPANIES DEL 300.0000 | Sale | 12/13/12 | 02/14/13 | 10,485.28 | 9,300.00 | 0.00 | 1,185.28 | |
| Covered Short Term Capital Gains and Losses Subtotal | | | | 2,728,857.74 | 2,657,134.97 | 0.00 | 71,722.77 | |

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

| | | | | | | | | |
|---|------|----------|-----------------------|--------------|--------------|------|-----------|--|
| CAPITAL PRODUCT PARTNRS 2000.0000 | Sale | 08/06/13 | Y11082107 10/02/13 | 18,020.09 | 18,500.00 | 0.00 | (479.91) | |
| Noncovered Short Term Capital Gains and Losses Subtotal | | | | 18,020.09 | 18,500.00 | 0.00 | (479.91) | |
| NET SHORT TERM CAPITAL GAINS AND LOSSES | | | | 2,746,877.83 | 2,675,634.97 | 0.00 | 71,242.86 | |

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

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

| | | | | | | | | |
|--|------------|----------|----------|-----------|-----------|------|-------------|--|
| ML&CO SRN MLFI-TR SV = 95.41 FRONTIER SRN DUE JULY 3,2013 3000.0000 | Redemption | 06/26/08 | 07/03/13 | 14,604.18 | 30,000.00 | 0.00 | (15,395.82) | |
| Noncovered Long Term Capital Gains and Losses Subtotal | | | | 14,604.18 | 30,000.00 | 0.00 | (15,395.82) | |
| NET LONG TERM CAPITAL GAINS AND LOSSES | | | | 14,604.18 | 30,000.00 | 0.00 | (15,395.82) | |

Sales of Publicly Traded Partnerships

| | UNITS DISPOSED | ACQUISITION DATE | DISPOSITION DATE | Proceeds | Cost Basis | Adjustment to Basis | Total Gain/Loss |
|----------------------------------|-------------------|---------------------|---------------------|-----------|------------|------------------------|--------------------|
| Access MidStream Partners LP | 300.00 | 12/13/2012 | 1/14/2013 | 10,497 | 9,645 | (151) | 1,003 |
| Access MidStream Partners LP | 2000.00 | 12/13/2012 | 1/14/2013 | 69,983 | 64,300 | (1,006) | 6,689 |
| Access MidStream Partners LP | 800.00 | 3/27/2013 | 4/15/2013 | 32,208 | 31,888 | - | 320 |
| Apollo Global Management, LLC | 300.00 | 5/10/2013 | 5/29/2013 | 7,230 | 7,500 | - | (270) |
| Atlas Pipeline Partners LP | 1000.00 | 12/4/2012 | 1/29/2013 | 33,806 | 31,000 | (609) | 3,415 |
| Atlas Pipeline Partners LP | 1000.00 | 4/18/2013 | 6/12/2013 | 37,559 | 34,000 | (1,985) | 5,564 |
| Atlas Resource Partners LP | 2000.00 | 6/10/2013 | 7/22/2013 | 44,737 | 43,500 | (793) | 2,030 |
| Crestwood Midstream Partners | 1000.00 | 9/10/2013 | 10/21/2013 | 21,560 | 22,500 | (160) | (780) |
| Crossix Energy LP | 900.00 | 1/8/2013 | 1/29/2013 | 14,979 | 13,635 | - | 1,344 |
| Crossix Energy LP | 800.00 | 6/11/2013 | 6/24/2013 | 15,333 | 16,264 | - | (931) |
| CVR Partners | 1000.00 | 5/22/2013 | 6/14/2013 | 23,289 | 25,150 | (130) | (1,731) |
| DCP Midstream Partners LP | 1500.00 | 2/28/2013 | 4/15/2013 | 69,169 | 60,945 | (652) | 8,676 |
| DCP Midstream Partners LP | 1000.00 | 8/8/2013 | 10/2/2013 | 49,639 | 50,040 | (772) | 371 |
| Eagle Rock Energy Partners | 800.00 | 3/13/2013 | 4/15/2013 | 7,956 | 7,448 | (162) | 670 |
| Ellington Financial | 1000.00 | 5/9/2013 | 5/28/2013 | 25,354 | 25,500 | - | (146) |
| Emerge Energy Services LP | 1000.00 | 5/9/2013 | 6/24/2013 | 19,068 | 17,000 | 277 | 1,791 |
| Enterprise Product Partners | 500.00 | 2/15/2013 | 3/19/2013 | 28,187 | 27,280 | (211) | 1,118 |
| Genesis Energy LP | 500.00 | 9/11/2013 | 10/28/2013 | 25,188 | 23,755 | (188) | 1,621 |
| Holly Energy Partners LP | 1500.00 | 3/19/2013 | 4/15/2013 | 60,429 | 61,200 | (402) | (369) |
| Kinder Morgan Energy Partners LP | 200.00 | 2/21/2013 | 4/15/2013 | 18,000 | 17,270 | (313) | 1,043 |
| Memorial Production Partners LP | 2000.00 | 12/7/2012 | 1/14/2013 | 36,582 | 34,000 | (91) | 2,673 |
| Memorial Production Partners LP | 800.00 | 3/20/2013 | 4/15/2013 | 15,948 | 14,680 | (81) | 1,349 |
| Memorial Production Partners LP | 3000.00 | 10/2/2013 | 10/28/2013 | 63,434 | 59,700 | - | 3,734 |
| NGL Energy Partners LP | 2000.00 | 7/10/2013 | 7/26/2013 | 57,968 | 58,000 | - | (32) |
| NGL Energy Partners LP | 700.00 | 9/20/2013 | 10/28/2013 | 22,331 | 22,656 | (150) | (185) |
| Northern Tier Energy LP | 2500.00 | 1/18/2013 | 2/14/2013 | 73,152 | 61,150 | 498 | 11,504 |
| Northern Tier Energy LP | 2500.00 | 5/1/2013 | 5/20/2013 | 67,379 | 65,700 | - | 1,679 |
| Northern Tier Energy LP | 900.00 | 8/14/2013 | 8/19/2013 | 19,954 | 20,565 | - | (611) |
| Oak Tree Capital | 1000.00 | 5/22/2013 | 6/24/2013 | 49,854 | 53,500 | 380 | (4,026) |
| OCI Partners LP | 2000.00 | 10/3/2013 | 10/14/2013 | 40,439 | 36,000 | - | 4,439 |
| OCI Partners LP | 1000.00 | 10/3/2013 | 10/28/2013 | 21,458 | 18,000 | - | 3,458 |
| OCI Partners LP | 500.00 | 10/3/2013 | 10/28/2013 | 10,729 | 9,000 | - | 1,729 |
| OCI Partners LP | 1500.00 | 10/3/2013 | 11/11/2013 | 33,370 | 27,000 | - | 6,370 |
| Phillips 66 Partners LP | 700.00 | 7/23/2013 | 8/6/2013 | 22,266 | 16,100 | (21) | 6,187 |
| Phillips 66 Partners LP | 600.00 | 7/23/2013 | 8/19/2013 | 18,277 | 13,800 | (17) | 4,494 |
| Sprague Resources LP | 1000.00 | 10/25/2013 | 12/30/2013 | 17,944 | 18,000 | 20 | (76) |
| Suburban Propane Partners LP | 400.00 | 5/14/2013 | 6/24/2013 | 17,538 | 19,264 | (256) | (1,370) |
| Suncor Energy | 2000.00 | 1/18/2013 | 3/19/2013 | 40,767 | 38,000 | 300 | 2,567 |
| Talgrass Energy | 600.00 | 5/14/2013 | 6/24/2013 | 12,562 | 12,900 | (152) | (186) |
| TC Pipelines LP | 1600.00 | 5/16/2013 | 7/11/2013 | 78,899 | 70,160 | (1,095) | 9,834 |
| Teekay LNG Partners LP | 1200.00 | 10/1/2013 | 10/28/2013 | 47,688 | 51,144 | (810) | (2,646) |
| Tesororo Logistics LP | 1000.00 | 1/8/2013 | 1/29/2013 | 43,752 | 41,700 | - | 2,052 |
| Transmontaigne Partners LP | 200.00 | 7/19/2013 | 7/26/2013 | 8,641 | 8,664 | - | (23) |
| Vanguard Natural Resources, LLC | 500.00 | 1/31/2013 | 3/19/2013 | 14,010 | 13,925 | (141) | 226 |
| Vanguard Natural Resources, LLC | 300.00 | 5/30/2013 | 7/22/2013 | 8,297 | 8,505 | (77) | (131) |
| Western Refining Logistics LP | 1000.00 | 10/9/2013 | 12/5/2013 | 24,489 | 22,000 | (234) | 2,723 |
| Williams Partners LP | 1000.00 | 3/5/2013 | 4/15/2013 | 51,979 | 49,140 | (384) | 3,223 |
| World Port Terminals LP | 2000.00 | 8/6/2013 | 10/2/2013 | 39,799 | 40,000 | 121 | (322) |
| World Port Terminals LP | 500.00 | 8/6/2013 | 10/2/2013 | 9,950 | 10,000 | 31 | (81) |
| TOTALS | 54,100 | | | 1,583,727 | 1,503,083 | (9,526) | 90,170 |

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

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| FRB | 25. | 0. | 25. | 25. | |
| K-1 FLOW-THRU | 560. | 0. | 560. | 560. | |
| MERRILL LYNCH | | | | | |
| 270-04A28 | 49,034. | 0. | 49,034. | 49,034. | |
| MERRILL LYNCH | | | | | |
| 270-04A75 | 2,614. | 0. | 2,614. | 2,614. | |
| TO PART I, LINE 4 | 52,233. | 0. | 52,233. | 52,233. | |

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

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| K-1: NET RENTAL REAL ESTATE | 11. | 11. | |
| K-1: ROYALTY | 8. | 8. | |
| K-1: ORDINARY BUSINESS INCOME | <11,078.> | 0. | |
| K-1: OTHER LOSS | <250.> | <250.> | |
| K-1: OTHER PORTFOLIO INCOME | 142. | 142. | |
| OTHER INCOME FROM FRB | 54. | 54. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <11,113.> | <35.> | |

| | | | |
|-------------|-----------------|-----------|---|
| 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 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL TAXES | 1,300. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,300. | 0. | | 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: NONDEDUCTIBLE EXPENSE | 12. | 0. | | 0. |
| K-1: 2% ITEMIZED DDX | 32. | 32. | | 0. |
| K-1: INVESTMENT INTEREST EXPENSE | 37. | 37. | | 0. |
| K-1: SECTION 59(E)(2) EXPENDITURES | 933. | 933. | | 0. |
| K-1: ROYALTY DEDUCTION | 1. | 1. | | 0. |
| K-1: CASH CONTRIB | 3. | 3. | | 3. |
| TO FORM 990-PF, PG 1, LN 23 | 1,353. | 1,306. | | 3. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| MERRILL LYNCH 270-04A75 | 326,802. | 427,907. |
| MERRILL LYNCH 270-04A28 | 1,208,508. | 1,275,510. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,535,310. | 1,703,417. |

FORM 990-PF

OTHER LIABILITIES

STATEMENT 7

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

OTHER CURRENT LIABILITIES - UNCLEARED
CHECKS

1,000.

1,500.

OTHER CURRENT LIABILITIES - AMERICAN
EXPRESS

5,057.

53,551.

TOTAL TO FORM 990-PF, PART II, LINE 22

6,057.

55,051.

- 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. | Employer identification number (EIN) or |
| | HORNTHAL FAMILY FOUNDATION | 94-3300777 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | Social security number (SSN) |
| | 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 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (Individual) | 03 | Form 4720 (other than Individual) | 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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 0. |
| 8b If this application is for Forms 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 | \$ | 6,069. |
| 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 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 **8/15/14**

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868

- 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 or other filer, see instructions. | Enter filer's identifying number |
|--|--|--|
| File by the due date for filing your return. 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-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** 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 Forms 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 Forms 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 | \$ | 0. |
| 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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.