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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: HENRY L GUENTHER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 2029 CENTURY PARK EAST — Room/suite: 4392

City or town, state, and ZIP code: LOS ANGELES, CA 90067

A Employer identification number: 95-6026937

B Telephone number (see page 10 of the instructions): (310) 785-0658

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 76,685,368.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	187,652.	187,652.		
	4 Dividends and interest from securities	2,319,629.	2,319,629.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	276,047.			
	b Gross sales price for all assets on line 6a 11,898,827.				
	7 Capital gain net income (from Part IV, line 2)		276,047.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,783,328.	2,783,328.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	614,000.	122,800.		491,200.
	14 Other employee salaries and wages	2,224.	445.		1,779.
	15 Pension plans, employee benefits	108,515.	21,703.		86,812.
	16a Legal fees (attach schedule)	66,395.	13,279.		53,116.
	b Accounting fees (attach schedule) [1]	27,460.	5,492.	0.	21,968.
	c Other professional fees (attach schedule) [2]	260,508.	260,508.		0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	-18,000.	0.		0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	33,364.	6,673.		26,691.
	21 Travel, conferences, and meetings	3,103.	621.		2,482.
	22 Printing and publications				
	23 Other expenses (attach schedule) [4]	60,358.	12,068.		48,287.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,157,927.	443,589.	0.	732,335.
	25 Contributions, gifts, grants paid	4,875,000.			4,875,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	6,032,927.	443,589.	0.	5,607,335.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-3,249,599.			
	b **Net investment income** (if negative, enter -0-)		2,339,739.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	19,648,791.	16,021,133.	16,021,133.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 5	45,000.	63,000.	63,000.
	10 a Investments - U S and state government obligations (attach schedule) **	3,600,195.	2,474,649.	2,474,649.
	b Investments - corporate stock (attach schedule) ATCH 7	18,838,567.	27,983,958.	27,983,958.
	c Investments - corporate bonds (attach schedule) ATCH 8	2,362,848.	23,205,791.	23,205,791.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	26,566,362.	6,936,837.	6,936,837.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 10)	2,600,000.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	73,661,763.	76,685,368.	76,685,368.
Liabilities	17 Accounts payable and accrued expenses	12,531.	13,230.	
	18 Grants payable	6,200,000.	2,000,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 11)	52,000.	0.	
	23 Total liabilities (add lines 17 through 22)	6,264,531.	2,013,230.	
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 and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	67,397,232.	74,672,138.	
	30 Total net assets or fund balances (see page 17 of the instructions)	67,397,232.	74,672,138.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	73,661,763.	76,685,368.	

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	67,397,232.
2	Enter amount from Part I, line 27a	2	-3,249,599.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	13,175,979.
4	Add lines 1, 2, and 3	4	77,323,612.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	2,651,474.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	74,672,138.

**ATCH 6

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) 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				

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	276,047.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2008	5,610,757.	81,735,297.	0.068645
2007	7,226,567.	89,905,894.	0.080379
2006	6,008,554.	97,170,965.	0.061835
2005	6,067,862.	113,747,875.	0.053345
2004	6,205,728.	115,994,488.	0.053500

2	**Total** of line 1, column (d)	2	0.317704
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063541
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	70,400,605.
5	Multiply line 4 by line 3	5	4,473,325.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,397.
7	Add lines 5 and 6	7	4,496,722.
8	Enter qualifying distributions from Part XII, line 4	8	5,607,335.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	23,397.
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	
3	Add lines 1 and 2	3	23,397.
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	23,397.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 109,962.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	109,962.
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	86,565.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 86,565. **Refunded** ▶	11	

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 page 19 of the 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? *If "Yes," attach a detailed description of the activities*	2		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*	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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ D V WERDERMAN, TREASURER Telephone no. ▶ 310-785-0658

Located at ▶ ATTACHMENT 14 ZIP + 4 ▶ 90067

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 |

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 page 20 of the instructions)?	1b		X
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 page 20 of the instructions.)	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 2009 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 2009.)*	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 2009?	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)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		614,000.	91,942.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 16		263,320.

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	54,074,537.
b	Average of monthly cash balances	1b	15,619,468.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,778,690.
d	**Total** (add lines 1a, b, and c)	1d	71,472,695.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	71,472,695.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,072,090.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,400,605.
6	**Minimum investment return.** Enter 5% of line 5	6	3,520,030.

Part XI **Distributable Amount** (see page 25 of the 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	3,520,030.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	23,397.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,397.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,496,633.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,496,633.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,496,633.

Part XII **Qualifying Distributions** (see page 25 of the 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	5,607,335.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,607,335.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	23,397.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,583,938.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				3,496,633.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ... 450,412.				
b	From 2005 ... 546,082.				
c	From 2006 ... 1,432,506.				
d	From 2007 ... 3,539,192.				
e	From 2008 ... 1,653,648.				
f	**Total** of lines 3a through e	7,621,840.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 5,607,335.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				3,496,633.
e	Remaining amount distributed out of corpus	2,110,702.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,732,542.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	450,412.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	9,282,130.			
10	Analysis of line 9:				
a	Excess from 2005 ... 546,082.				
b	Excess from 2006 ... 1,432,506.				
c	Excess from 2007 ... 3,539,192.				
d	Excess from 2008 ... 1,653,648.				
e	Excess from 2009 ... 2,110,702.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

ATTACHMENT 17

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

ATTACHMENT 18

c Any submission deadlines

OCTOBER 31ST AND MAY 31ST

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

ATTACHMENT 19

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*				
ATTACHMENT 20				
Total . . . . ▶ **3a**				4,875,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	187,652.	
4 Dividends and interest from securities			14	2,319,629.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	276,047.	
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)				2,783,328.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,783,328.

(See worksheet in line 13 instructions on page 28 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). (See page 29 of the instructions.)
13	ALL ACTIVITIES CONDUCTED BY THE FOUNDATION ARE FOR THE PURPOSE OF PROMOTING AND ENGAGING IN EXCLUSIVELY CHARITABLE ENDEAVORS WHICH WILL TEND TO IMPROVE SOCIAL CONDITIONS, PROMOTE HUMAN WELFARE AND/OR ALLEVIATE PAIN AND SUFFERING.

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
	N/A		N/A

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Russell Milliken | Date: 3-29-10 | Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date 3-17-10	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00366852	
Firm's name (or yours if self-employed), address, and ZIP code	MAGINNIS KNECHTEL & MCINTYRE LLP 950 SOUTH ARROYO PARKWAY PASADENA, CA 91105	EIN ▶ 95-2746188 Phone no. 626-449-3466

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Form **6252**

Department of the Treasury
Internal Revenue Service

Installment Sale Income

▶ Attach to your tax return.

▶ Use a separate form for each sale or other disposition of property on the installment method.

OMB No 1545-0228

2009

Attachment Sequence No **79**

Name(s) shown on return: HENRY L GUENTHER FOUNDATION

Identifying number: 95-6026937

1 Description of property ▶ ANGELUS SANITARY CAN MACHINE CO STOCK

2a Date acquired (mm/dd/yyyy) ▶ 1994   b Date sold (mm/dd/yyyy) ▶ 08/31/2007

3 Was the property sold to a related party (see instructions) after May 14, 1980? If "No," skip line 4 ☐ Yes ☒ No

4 Was the property you sold to a related party a marketable security? If "Yes," complete Part III If "No," complete Part III for the year of sale and the 2 years after the year of sale ☐ Yes ☐ No

Part I Gross Profit and Contract Price. Complete this part for the year of sale only

5	Selling price including mortgages and other debts. **Do not** include interest whether stated or unstated			5	
6	Mortgages, debts, and other liabilities the buyer assumed or took the property subject to (see instructions)	6			
7	Subtract line 6 from line 5	7			
8	Cost or other basis of property sold	8			
9	Depreciation allowed or allowable	9			
10	Adjusted basis Subtract line 9 from line 8	10			
11	Commissions and other expenses of sale	11			
12	Income recapture from Form 4797, Part III (see instructions)	12			
13	Add lines 10, 11, and 12			13	
14	Subtract line 13 from line 5 If zero or less, **do not** complete the rest of this form (see instructions)			14	
15	If the property described on line 1 above was your main home, enter the amount of your excluded gain (see instructions) Otherwise, enter -0-			15	
16	**Gross profit.** Subtract line 15 from line 14			16	
17	Subtract line 13 from line 6 If zero or less, enter -0-			17	
18	**Contract price.** Add line 7 and line 17			18	

Part II Installment Sale Income. Complete this part for the year of sale **and** any year you receive a payment or have certain debts you must treat as a payment on installment obligations

19	Gross profit percentage (expressed as a decimal amount) Divide line 16 by line 18 For years after the year of sale, see instructions			19	69.343807
20	If this is the year of sale, enter the amount from line 17. Otherwise, enter -0-			20	0
21	Payments received during year (see instructions) **Do not** include interest, whether stated or unstated			21	2,075,000
22	Add lines 20 and 21			22	2,075,000
23	Payments received in prior years (see instructions) **Do not** include interest, whether stated or unstated	23	46,165,576		
24	**Installment sale income.** Multiply line 22 by line 19			24	1,438,884
25	Enter the part of line 24 that is ordinary income under the recapture rules (see instructions)			25	0
26	Subtract line 25 from line 24 Enter here and on Schedule D or Form 4797 (see instructions)			26	1,438,884

Part III Related Party Installment Sale Income. Do not complete if you received the final payment this tax year

27 Name, address, and taxpayer identifying number of related party

28 Did the related party resell or dispose of the property ("second disposition") during this tax year? ☐ Yes ☐ No

29 **If the answer to question 28 is "Yes," complete lines 30 through 37 below unless one of the following conditions is met. Check the box that applies.**

a ☐ The second disposition was more than 2 years after the first disposition (other than dispositions of marketable securities) If this box is checked, enter the date of disposition (mm/dd/yyyy) ▶

b ☐ The first disposition was a sale or exchange of stock to the issuing corporation

c ☐ The second disposition was an involuntary conversion and the threat of conversion occurred after the first disposition

d ☐ The second disposition occurred after the death of the original seller or buyer

e ☐ It can be established to the satisfaction of the Internal Revenue Service that tax avoidance was not a principal purpose for either of the dispositions If this box is checked, attach an explanation (see instructions)

30	Selling price of property sold by related party (see instructions)	30	
31	Enter contract price from line 18 for year of first sale	31	
32	Enter the **smaller** of line 30 or line 31	32	
33	Total payments received by the end of your 2009 tax year (see instructions)	33	
34	Subtract line 33 from line 32 If zero or less, enter -0-	34	
35	Multiply line 34 by the gross profit percentage on line 19 for year of first sale	35	
36	Enter the part of line 35 that is ordinary income under the recapture rules (see instructions)	36	
37	Subtract line 36 from line 35 Enter here and on Schedule D or Form 4797 (see instructions)	37	

HENRY L GUENTHER FOUNDATION 95-6026937

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		FIRST REPUBLIC - SEE ATTACHMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
10453761.		11622780.					-1169019.	
		WASH SALE PROPERTY TYPE: SECURITIES				P	VAR	03/16/2009
6,182.		0.					6,182.	
		ASCMC - INSTALLMENT GAIN PROPERTY TYPE: SECURITIES				P	1994	09/30/2009
1,438,884.							1,438,884.	
TOTAL GAIN(LOSS)							276,047.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX ACCOUNTING FEES	27,460.	5,492.		21,968.
TOTALS	27,460.	5,492.	0.	21,968.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIRST REPUBLIC	89,633.	89,633.	0.
DUNCAN AND BRANSON	84,172.	84,172.	0.
INVESTMENT COMMITTEE	36,000.	36,000.	0.
CUSTODIAN BANK ADMIN	50,703.	50,703.	0.
BCUSTODIAN BANK ADMIN			
TOTALS	260,508.	260,508.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX CREDIT	-18,000.	0.	0.
TOTALS	-18,000.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK OF AMERICA	7,381.	1,473.	5,905.
OTHER	1,132.	226.	906.
TELEPHONE AND FAX	3,150.	630.	2,520.
SECRETARIAL SERVICES	5,801.	1,160.	4,641.
OFFICE SUPPLIES AND OTHER	13,701.	2,740.	10,961.
SALK SEMINAR	8,393.	1,679.	6,714.
INSURANCE	3,186.	637.	2,549.
OTHER PROFESSIONAL SERVICES	17,614.	3,523.	14,091.
TOTALS	60,358.	12,068.	48,287.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID FEDERAL EXCISE TAX	45,000.	63,000.	63,000.
TOTALS	45,000.	63,000.	63,000.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT OBLIGATIONS	3,600,195.	2,123,008.	2,123,008.
MUNICIPAL BONDS	0.	351,641.	351,641.
US OBLIGATIONS TOTAL	3,600,195.	2,474,649.	2,474,649.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PUBLICLY TRADED EQUITIES:			
FIRST REPUBLIC - SEE ATTACHED	9,894,330.	13,697,885.	13,697,885.
DUNCAN & BRANSON-SEE ATTACHED	8,944,237.	13,238,356.	13,238,356.
PIMCO FUND - SEE ATTACHED	0.	1,047,717.	1,047,717.
TOTALS	18,838,567.	27,983,958.	27,983,958.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIRST REPUBLIC - SEE ATTACHED	2,362,848.	3,299,167.	3,299,167.
PIMCO FUND - SEE ATTACHED	0.	19,906,624.	19,906,624.
TOTALS	2,362,848.	23,205,791.	23,205,791.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER MANAGED INVESTMENTS -CASH AND EQUIVALENTS	9,529,420.	6,936,837.	6,936,837.
PIMCO DIVERSIFIED FUND	17,036,942.	0.	0.
TOTALS	26,566,362.	6,936,837.	6,936,837.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DEFERRED RECEIVABLES	2,600,000.	0.	0.
TOTALS	2,600,000.	0.	0.

HENRY L GUENTHER FOUNDATION 95-6026937

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 11

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED PAYABLES		52,000.	0.
	TOTALS	52,000.	0.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
GRANTS PAID (TAX)		4,875,000.
UNREALIZED GAIN (BOOK)		8,300,979.
	TOTAL	13,175,979.

ATTACHMENT 13

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
REALIZED GAIN ASCMC (TAX)		1,438,884.
REALIZED LOSS ASCMC (BOOK)		537,590.
GRANTS ACCRUED (BOOK)		675,000.
	TOTAL	2,651,474.

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

C/O FOUNDATION 2029 CENTURY PARK EAST LOS ANGELES, CA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
OTTO HECK 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR (FORMER)	12,000.	0.	0.
W D MILLIKEN 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR/SECR/COO 30.00	95,500.	19,624.	0.
JOSEPH P BATTAGLIA 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	49,500.	0.	0.
ANN LEATHERBURY 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	49,500.	13,730.	0.
SUSANNE SUNDBERG 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	49,500.	6,891.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
D V WERDERMAN 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR/TREASURER/CFO 20.00	89,500.	17,684.	0.
SARAH C MILLIKEN 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR/PRES/CEO 40.00	181,500.	25,067.	0.
RICHARD BATTAGLIA 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	49,500.	8,946.	0.
DENNIS SUNDBERG 2029 CENTURY PARK EAST 4392 LOS ANGELES, CA 90067	DIRECTOR 6.00	37,500.	0.	0.
	GRAND TOTALS	614,000.	91,942.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FIRST REPUBLIC INVESTMENT MANAGEMENT 111 W MICHELTORENA ST SANTA BARBARA, CA 93101	INV MGT & CUSTODIAN	89,663.
PAUL, HASTINGS, JANOFSKY & WALKER LLP 515 SOUTH FLOWER STREET LOS ANGELES, CA 90071	LEGAL SERVICES	89,485.
DUNCAN & BRANSON INVESTMENT MANAGEMENT 1290 HOWARD AVE. #323 BURLINGAME, CA 94010	INV MGT & CUSTODIAN	84,172.
TOTAL COMPENSATION		263,320.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SARAH C MILLKEN
2029 CENTURY PARK EAST, STE 4392
LOS ANGELES, CA 90067
310-785-0658

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATION FORMS AND APPLICATION PROCEDURES ARE AVAILABLE BY REQUEST. ALL REQUESTS SHOULD BE ADDRESSED TO THE FOUNDATION AT THE ADDRESS LISTED ABOVE. APPLICATION REQUESTS ARE ALSO ACCEPTED BY TELEPHONE.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

IN GENERAL, THE FOUNDATION APPLIES ITS RESOURCES TO PRESERVE AND ENRICH THE BENEFITS TO BE DERIVED BY CALIFORNIA RESIDENTS, AND PRINCIPALLY THOSE RESIDING IN SOUTHERN CALIFORNIA. ADDITIONAL RESTRICTIONS EXIST. PLEASE REFER TO THE FOUNDATION'S POLICIES AS STATED IN THE GRANT APPLICATION.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	UNRELATED SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	4,875,000
		TOTAL CONTRIBUTIONS PAID	4,875,000

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: HENRY L GUENTHER FOUNDATION

Employer identification number: 95-6026937

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	276,047.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	276,047.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			276,047.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			276,047.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
HENRY L GUENTHER FOUNDATION

Employer identification number
95-6026937

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	FIRST REPUBLIC - SEE ATTACHMENT	VARIOUS	VARIOUS	10,453,761.	11,622,780.	-1,169,019.
	WASH SALE	VAR	03/16/2009	6,182.	0.	6,182.
	ASCMC - INSTALLMENT GAIN	1994	09/30/2009	1,438,884.		1,438,884.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 276,047.

01-007

SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
~~TOTAL TRANSFERS TO/FROM PRINCIPAL CASH~~	~~[illegible]~~	
~~PRINCIPAL PURCHASES AND SALES~~		
PROCEEDS FROM SALES		
AMDOCS LTD GUERNSEY CUSIP NO: G02602103 02/26/09 RBC DAIN RAUSCHER INC 02/23 SALE 4,500.00 SHR @ 16.8025000 MISC .43 COMM 180.00	75,430.82	-305,757.00
NOBLE CORP CAYMAN ISLANDS CUSIP NO. G65422100 01/09/09 RBC DAIN RAUSCHER INC 01/06 SALE 8,000.00 SHR @ 25.7000000 MISC 1.16 COMM 320.00	205,278.84	-428,804.00
ABBOTT LABS CUSIP NO: 002824100 04/29/09 RIDGE CLEARING & OUTSOURCING 04/24 SALE 5,000.00 SHR @ 42.9320000 MISC 5.52 COMM 200.00	214,454.48	-115,276.18
ADOBE SYS INC CUSIP NO 00724F101 03/06/09 RBC DAIN RAUSCHER INC 03/03 SALE 13,500.00 SHR @ 16.0700000 MISC 1.22 COMM 540.00	216,403.78	53,156.25
ALBERTO-CULVER CO NEW CUSIP NO: 013078100 04/21/09 RBC DAIN RAUSCHER INC 04/16 SALE 8,000.00 SHR @ 22.6939000 MISC 4.67 COMM 320.00	181,226.53	-185,090.40

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
ALLERGAN INC CUSIP NO 018490102		
03/06/09 RBC DAIN RAUSCHER INC 03/03 SALE 4,500.00 SHR @ 35.4587000 MISC .90 COMM 180.00	159,383.25	-246,285.00
APOLLO GROUP INC CL A CUSIP NO: 037604105		
01/14/09 RIDGE CLEARING & OUTSOURCING 01/09 SALE 3,500.00 SHR @ 86.9678000 MISC 1.71 COMM 140.00	304,245.59	-233,480.20
APPLE INC CUSIP NO: 037833100		
09/03/09 RBC DAIN RAUSCHER INC 08/31 SALE 1,000.00 SHR @ 167.996000 MISC 4 32 COMM 30.00	167,961.68	-107,046.57
12/07/09 BNY BROKERAGE, INC 12/02 SALE 2,500.00 SHR @ 196.949700 MISC 12.66 COMM 75.00	492,286.59	-267,616.43
CHASE MANHATTAN CORP SUB NT DTD 02/23/99 6.000% DUE 02/15/09 CUSIP NO: 16161ABU1		
02/17/09 PROCEEDS MATURITY 250,000.000	250,000.00	-225,282.50
CHEVRON CORP CUSIP NO 166764100		
03/06/09 RIDGE CLEARING & OUTSOURCING 03/03 SALE 2,300.00 SHR @ 58.0070000 MISC .75 COMM 92.00	133,323.35	-192,522.51
~~[illegible] SALE [illegible] SHR DUE TO WASH SALE~~ ~~PURC [illegible] DEFER LOSS OF [illegible]~~	~~[illegible]~~	~~[illegible]~~

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SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
COGNIZANT TECHNOLOGY SOLUTIONS CL A CUSIP NO: 192446102 01/09/09 RBC DAIN RAUSCHER INC 01/06 SALE 11,000.00 SHR @ 19.2469000 MISC 1.19 COMM 440 00	211,274.71	361,460.00
DENTSPLY INTL INC NEW CUSIP NO: 249030107 04/29/09 RBC DAIN RAUSCHER INC 04/24 SALE 7,500.00 SHR @ 26.6494000 MISC 5.14 COMM 300.00	199,565.36	-288,522.00
ECOLAB INC CUSIP NO: 278865100 03/06/09 RIDGE CLEARING & OUTSOURCING 03/03 SALE 4,000.00 SHR @ 30.7528000 MISC .69 COMM 160.00	122,850.51	-172,765.50
EXPEDITORS INTL WASHINGTON INC CUSIP NO 302130109 02/26/09 RBC DAIN RAUSCHER INC 02/23 SALE 9,500 OC SHR @ 28.4311000 MISC 1.52 COMM 380.00	269,713.93	-39 615.89
EXXON MOBIL CORP CUSIP NO 30231G102 03/06/09 RIDGE CLEARING & OUTSOURCING 03/03 SALE 600.00 SHR @ 64.8000000 MISC .22 COMM 24.00	38,855.78	-53,032.20
FEDERAL HOME LN BKS CONS BD CALL 11/13/09 @100 DTD 11/13/06 5.390% DUE 11/13/13 CUSIP NO: 3133XH047 11/13/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 500,000.000 PAR	500,000.00	-498,750 00

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
FEDERAL HOME LN BKS CONS BD CALL 8/14/09 @100 DTD 08/14/07 6.050% DUE 08/14/17 CUSIP NO: 3133XLWN9 08/14/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 350,000.000 PAR	350,000.00	-355,173.00
FEDERAL HOME LN BKS CONS BD CALL 1/28/09 @100 DTD 10/28/08 5.000% DUE 10/28/13 CUSIP NO: 3133XSFA1 01/28/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 500,000.000 PAR	500,000.00	-500,000.00
FEDERAL HOME LN BKS CONS BD CALL 11/13/09 @100 DTD 11/13/08 4.375% DUE 11/13/12 CUSIP NO 3133XSJH2 11/13/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 500,000.000 PAR	500,000.00	-500,000.00
FEDERAL HOME LN BKS CONS BD CALL 4/30/09 @100 DTD 10/30/08 4.300% DUE 10/30/12 CUSIP NO 3133XSK80 04/30/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 200,000.000 PAR	200,000.00	-200,000.00
FEDERAL FARM CR BKS CONS BD CALL 1/15/09 @100 DTD 10/15/08 4.490% DUE 10/15/12 CUSIP NO. 31331GDJ5 01/15/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 500,000.000 PAR	500,000.00	-500,000.00

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SETTLEMENT DATE

L I S T O F T R A N S A C T I O N S B Y T Y P E

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
FEDERAL FARM CR BKS CONS BD CALL 5/4/09 @100 DTD 02/04/09 4.000% DUE 02/04/15 CUSIP NO: 31331GLQ0 05/04/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 500,000.000 PAR	500,000.00	-500,000.00
FEDERAL FARM CR BKS CONS BD CALL 8/27/09 @100 DTD 08/27/08 4.375% DUE 08/27/12 CUSIP NO. 31331Y7A2 08/27/09 PROCEEDS FROM SALE DUE TO ENTIRE CALL @ 100.0000% ON 300,000.000 PAR	300,000.00	-300,000.00
FEDEX CORP CUSIP NO. 31428X106 02/26/09 RBC DAIN RAUSCHER INC 02/23 SALE 4,000.00 SHR @ 44.4564000 MISC 1 00 COMM 160 00	177,664.60	-297,635.60
GENERAL ELEC CO CUSIP NO: 369604103 03/06/09 RBC DAIN RAUSCHER INC 03/03 SALE 13,500 00 SHR @ 6.98000000 MISC .53 COMM 540.00	93,689 47	-405 758 35
IDEXX LABS INC CUSIP NO 45168D104 01/09/09 RIDGE CLEARING & OUTSOURCING 01/06 SALE 5,000.00 SHR @ 32.6114000 MISC .92 COMM 200.00	162,856 08	104,963 40
03/06/09 RIDGE CLEARING & OUTSOURCING 03/03 SALE 5,000.00 SHR @ 28.1401000 MISC .79 COMM 200.00	140,499.71	-104,963.40

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

[redacted]

GUENTHER - FIRST REPUBLIC

SETTLEMENT DATE	DESCRIPTION	CASH	ORIGINAL COST
	JACOBS ENGR GROUP INC DEL CUSIP NO: 469814107		
11/23/09	BNY BROKERAGE, INC 11/18 SALE 3,500.00 SHR @ 37.9520000 MISC 3.42 COMM 105.00	132,723.58	-169,996.50
	L-3 COMMUNICATIONS HLDGS INC CUSIP NO: 502424104		
03/06/09	RIDGE CLEARING & OUTSOURCING 03/03 SALE 3,000.00 SHR @ 62.5130000 MISC 1.06 COMM 120.00	187,417.94	-182,380.50
	LOCKHEED MARTIN CORP CUSIP NO: 539830109		
08/31/09	DAVIS MENDEL & REGENSTEIN INC 08/26 SALE 2,900.00 SHR @ 74.6664000 MISC 5.57 COMM 116.00	216,410.99	-216,180.60
	MDU RES GROUP INC CUSIP NO: 552690109		
03/06/09	RBC DAIN RAUSCHER INC 03/03 SALE 9,000.00 SHR @ 13.5133000 MISC .69 COMM 360.00	121,259.01	-202,762.80
	MEDTRONIC INC CUSIP NO. 585055106		
11/23/09	BNY BROKERAGE, INC 11/18 SALE 7,000.00 SHR @ 39.6458000 MISC 7.14 COMM 210.00	277,303.46	383,263.30
	MIDDLEBY CORP CUSIP NO: 596278101		
02/26/09	RIDGE CLEARING & OUTSOURCING 02/23 SALE 5,600.00 SHR @ 21.4801000 MISC .68 COMM 224.00	120,063.88	-334,040.00

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SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
NORTHERN TR CORP CUSIP NO 665859104 11/10/09 THOMPSON DAVIS & CO 11/05 SALE 3,000.00 SHR @ 49.8524000 MISC 3.85 COMM 120.00	149,433.35	-165,655 80
PATTERSON COS INC CUSIP NO 703395103 04/29/09 RBC DAIN RAUSCHER INC 04/24 SALE 10,000.00 SHR @ 19.7736000 MISC 5.09 COMM 400.00	197,330.91	-104,819.00
POWERSHARES QQQ TR UNIT SER 1 CUSIP NO 73935A104 09/03/09 RBC DAIN RAUSCHER INC 08/31 SALE 2,000.00 SHR @ 39.9102000 MISC 2.06 COMM 60.00	79,758.34	-66.760 00
11/10/09 BNY BROKERAGE, INC 11/05 SALE 8,000.00 SHR @ 42.2608000 MISC 8.69 COMM 240.00	337,837.71	-267,040 00
PROLOGIS SH BEN INT CUSIP NO 743410102 03/06/09 RBC DAIN RAUSCHER INC 03/03 SALE 9,128.00 SHR @ 5 41000000 MISC .28 COMM 365 12	49,017.08	-201,340.00
QUESTAR CORP CUSIP NO. 748356102 03/06/09 RIDGE CLEARING & OUTSOURCING 03/03 SALE 9,000.00 SHR @ 26.3640000 MISC 1.33 COMM 360.00	236,914.67	-293,942.06

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF TRANSACTIONS BY TYPE

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

DESCRIPTION	CASH	ORIGINAL COST
~~[illegible]~~ ~~[illegible]~~	~~[illegible]~~	~~[illegible]~~
RPM INTL INC CUSIP NO: 749685103		
02/26/09 RBC DAIN RAUSCHER INC 02/23 SALE 8,000.00 SHR @ 11.2933000 MISC .51 COMM 320.00	90,025.89	-152,887.44
03/06/09 RBC DAIN RAUSCHER INC 03/03 SALE 9,000.00 SHR @ 9.56250000 MISC 49 COMM 360.00	85,702.01	-171,998 36
RESEARCH IN MOTION LTD CANADA CUSIP NO: 760975102		
02/26/09 RIDGE CLEARING & OUTSOURCING 02/23 SALE 2,500.00 SHR @ 38.1288000 MISC .54 COMM 100.00	95,221.46	-295,781 25
SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO. 806857108		
02/26/09 RIDGE CLEARING & OUTSOURCING 02/23 SALE 4,300.00 SHR @ 35.2426000 MISC 85 COMM 172.00	151,370.33	-366,350.1'
STERICYCLE INC CUSIP NO: 858912108		
01/09/09 RIDGE CLEARING & OUTSOURCING 01/06 SALE 5,000.00 SHR @ 51.8072000 MISC 1.46 COMM 200.00	258,831.54	-119,768 75
04/29/09 RIDGE CLEARING & OUTSOURCING 04/24 SALE 2,000.00 SHR @ 47.9957000 MISC 2.47 COMM 80.00	95,908.93	-62,640.50

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SETTLEMENT DATE

L I S T O F T R A N S A C T I O N S B Y T Y P E

01/01/09 THROUGH 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

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DESCRIPTION	CASH	ORIGINAL COST
URS CORP NEW CUSIP NO: 903236107 08/31/09 DAVIS MENDEL & REGENSTEIN INC 08/26 SALE 3,500.00 SHR @ 45.2152000 MISC 4.07 COMM 140.00	158,109.13	-132,755.00
WELLS FARGO & CO NEW COM CUSIP NO: 949746101 12/07/09 BNY BROKERAGE, INC 12/02 SALE 9,000.00 SHR @ 27.3810000 MISC 6.34 COMM 270.00	246,152.66	-189,401.08
TOTAL PROCEEDS FROM SALES	~~[illegible]~~	~~[illegible]~~
Corrected	10,453,760.93	11,622,779.43
~~PURCHASES OF ASSETS~~		
~~ACCENTURE LTD CL A~~ ~~[illegible] BERMUDA~~ ~~CUSIP NO: [illegible]~~ ~~[illegible] RIDGE CLEARING & OUTSOURCING~~ ~~[illegible] PURC [illegible] SHR @ [illegible]~~ ~~MISC .00 COMM [illegible]~~	~~[illegible]~~	~~[illegible]~~
~~ACE LTD~~ ~~SWITZERLAND~~ ~~CUSIP NO: [illegible]~~ ~~[illegible] BNY BROKERAGE, INC~~ ~~[illegible] PURC [illegible] SHR @ [illegible]~~ ~~MISC .00 COMM [illegible]~~	~~[illegible]~~	~~[illegible]~~
~~TRANSOCEAN LTD~~ ~~SWITZERLAND~~ ~~CUSIP NO: [illegible]~~ ~~[illegible] RBC DAIN RAUSCHER INC~~ ~~[illegible] PURC [illegible] SHR @ [illegible]~~ ~~MISC .00 COMM [illegible]~~	~~[illegible]~~	~~[illegible]~~

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HENRY L. GUENTHER FOUNDATION
JANUARY 2009 GRANTS
Federal Excise Tax Return - Form 990

NAME & ADDRESS	GRANT AMOUNT	PURPOSE
1. Azusa Pacific University 901 East Alosta Avenue Azusa, California 91702-7000	200,000	final installment of a 2004 five year grant totalling $1,000,000 for new science building
2. Boys & Girls Clubs of the South Bay 1220 West 256th Street Harbor City, CA 90710	10,000	for the power hour homework program
3 . Children's Bureau 1910 Magnolia Avenue Los Angeles, CA 90007	100,000	final installment of a $500,000 grant in 2004 payable over five years for the building of a new family center
4. Comprehensive Community Health Centers 801 South Chevy Chase Dr., #20 Glendale, CA 91205	100,000	to expand electronic medical records technology to Eagle Rock Clinic
5. Glendale Adventist Medical Center Foundation 1509 Wilson Terrace Glendale, CA 91206-4007	250,000	final installment of a January 2007 two year grant totalling $500,000 for the purchase of an x-ray machine for the Emergency Room
6. Human Services Association 6800 Florence Avenue Bell Gardens, CA 90201	200,000	final installment of the January 2008 grant of $400,000 to buy computer equipment for a 36 station computer lab in South Gate
7. Meet Each Need with Dignity 10641 San Fernando Road Pacoima, CA 91331	10,000	for the medical clinic which provides free medical, dental, and vision care to low income uninsured families
8. Memorial Medical Center Foundation (for Miller Children's Hospital in Long Beach) 2801 Atlantic Avenue Long Beach, CA 90801-1428	1,000,000	final of two installments of the July 2007 grant of $2,000,000 to build the new facility including a pediatric surgical center

Exhibit ___

9. Mercy Hospital Foundation 4077 Fifth Avenue, MER 42 San Diego, CA 92103	500,000	second of five installments of the January 2007 grant of $2,500,000 for expansion of the emergency room and consolidation of the intensive care beds
10. Methodist Hospital of Southern California 300 West Huntington Drive Arcadia, CA 91066-6016	100,000	final installment of a 2004 five year grant totalling $500,000 for the purchase of a C.T. Scanner
11. Pacific Clinics 800 S. Santa Ana Ave. Arcadia, CA 91006	10,000	to support property renovation and the creation of a 450 bed facility for those with severe and persistent mental illness
12. Pueblo Nuevo Development 653 S. Burlington Los Angeles, CA 90057	50,000	for construction of a soccer field and basketball court for Camino Nuevo Charter Academy
13. Rancho Los Amigos Research and Education Institute 7601 E. Imperial Highway 900 Annex A Downey, CA 90242	50,000	to support a new comprehensive dementia care program for low-income families
14. Saint John's Health Center Foundation 1328 Twenty Second Street Santa Monica, CA 90404	250,000	second of four installments of the January 2007 grant of $1,000,000 for expansion of the emergency room, patient rooms, and maternity area
15. Salinas Valley Memorial Hospital Foundation 450 E. Romie Lane Salinas, CA 93901	50,000	to help fund the purchase of human patient simulators for continuing education of the medical and nursing staff
16. Society of St. Vincent de Paul - Council of Los Angeles 210 North Avenue 21 Los Angeles, CA 90031	10,000	to help fund remodelling of the Circle V. Ranch Camp's swimming pool
17. St. Joseph Hospital of Orange 1100 West Stewart Drive Orange, CA 92868	1,000,000	final installment of the July 2007 grant of $2,000,000 for a Stryker Smart Operating Room equipped with an Intraoperative Electron Beam Radiation Accelerator

Exhibit ___

18. St. Jude Medical Center Post Office Box 4138 Fullerton, CA 92835	500,000	final installment of the 2007 grant of $1,000,000 for a cardiovascular digital imaging system
19. University of Southern California Keck School of Medicine 1975 Zonal Avenue, KAM 516 Los Angeles, CA 90089-9030	100,000	final installment of a 2004 five year grant totalling $500,000 to purchase a 3 Tesla MRI platform for basic and clinical research
20. Venice Family Clinic 604 Rose Avenue Venice, CA 90291	10,000	toward the purchase of autorefractor equipment and wheelchair access equipment for the vision care clinic
Total	$4,500,000	

375,000 PS 1/7
4,875,000

Exhibit ___

HENRY L. GUENTHER FOUNDATION
JULY 2009 GRANTS
Federal Excise Tax Return - Form 990

NAME & ADDRESS	GRANT AMOUNT	PURPOSE
1. Alzheimer's Association - California Central Coast Chapter 1529 Chapala Street, Suite 204 Santa Barbara, CA 93101	$ 10,000	to support the caregiver training program
2. Angel Flight West 3161 Donald Douglas Loop South Santa Monica, CA 90405-3213	20,000	to broaden the volunteer pilot network and to support the existing program
3. Archdiocese of Los Angeles as Fiscal Agent for Verbum Dei High School 11100 S. Central Avenue Los Angeles, CA 90059	40,000	to purchase a van for transporting students to work
4. Camarillo Hospice 400 Rosewood Ave., #102 Camarillo, CA 93010	5,000	to expand hospice patient support and family bereavement support in Ventura County
5. Child SHARE Program 1544 West Glenoaks Blvd. Glendale, CA 91201	10,000	using a recruiter, this program will seek foster families through churches in the Riverside area
6. Fuller Theological Seminary, Psychological and Family Services 135 North Oakland Avenue Pasadena, CA 91182	10,000	to pay for care for needy clients
7. Help the Children 5600 Rickenbacker Road, Bldg 1B Bell, CA 90201	20,000	toward the purchase of a conveyor system, shrink wrap machine, lift gate for a truck, and a tractor
8. Hillsides 940 Avenue 64 Pasadena, CA 91105-2711	10,000	funds will be used to initiate an in-house program to find the relatives of children in foster care
9. Kids in Sports, LA 3980 S. Menlo Avenue, Suite 237 Los Angeles, CA 90037	10,000	to serve 20 new public parks in South East Los Angeles in partnership with the county parks department
10. Los Angeles Master Chorale 135 North Grand Avenue Los Angeles, CA 90012	3,000	to support a 10-week music program for 5th and 6th graders
11. Los Angeles Orthopaedic Hospital Foundation 2400 South Flower Street Los Angeles, CA 90007-2697	20,000	toward the purchase of computer programs and equipment for the outpatient medical center

Exhibit ___

12. Lupus Foundation of Northern California 2635 No. First Street, Suite #206 San Jose, CA 95134	$ 25,000	to support publication of the Lupus newsletter
13. Marlborough School 250 South Rossmore Avenue Los Angeles, CA 90004	40,000	for the new library and technology building
14. OPICA Adult Day Care Center 11759 Missouri Avenue Los Angeles, CA 90025	5,000	to offer the Early Memory Loss program to more participants by adding a second session
15. Pacific Legal Foundation 3900 Lennane Drive, Suite 200 Sacramento, CA 95834	20,000	to support litigation in the public interest defending individual and economic rights
16. Rio Hondo Boys & Girls Club 7104 Perry Road Bell Gardens, CA 90201	10,000	for a new kitchen
17. Rolling Hills Preparatory School One Rolling Hills Prep Way San Pedro, CA 90732	30,000	to purchase computers for the Renaissance School serving children with learning disabilities
18. San Diego Blood Bank 440 Upas Street San Diego, CA 92103-4900	20,000	To support the purchase of an additional blood mobile
19. St. Matthias Episcopal Church15,000 7056 S. Washington Avenue Whittier, CA 90602	15,000	to improve seating at the lunch program for seniors and for the homeless
20. Stone Soup Child Care Programs 15910 Ventura Blvd., Ste 1702 Encino, CA 91436-2811	10,000	to help fund after school programs for poor children where state funding is no longer available
21. Strive 9124 S. Main Street Los Angeles, CA 90003	10,000	for tutoring, homework, and life skills assistance in South Los Angeles
22. THINK Together 2100 E. Fourth Street, Suite 200 Santa Ana, A 92705	10,000	to help fund an after school reading program serving Los Angeles school children
23. 24th Street Theatre 1117 W. 24th Street Los Angeles, CA 90007	10,000	to help fund an after school theater program serving 150 neighborhood children
24. Westside Food Bank 1710 22nd Street Santa Monica, CA 90404	12,000	to purchase emergency and supplemental food for the program
Total	$ 375,000	

Exhibit ___

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	CASH AND CASH EQUIVALENTS						
	MONEY MARKET FUNDS						
925,058.960	COLUMBIA GOVERNMENT RESERVES TRUST CLASS CUSIP NO: 19765K712		925,058.96	925,058.96	4.535		
	TOTAL MONEY MARKET FUNDS		925,058.96	925,058.96	4.535		
	TOTAL CASH AND CASH EQUIVALENTS		925,058.96	925,058.96	4.535		
	FIXED INCOME						
	GOVERNMENT AND AGENCY						
500,000.000	UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE 02/15/11 CUSIP NO: 9128276T4	104.801	538,593.75	524,005.00	2.569	25,000.00	4.771
200,000.000	FEDERAL HOME LN BKS CONS BD CALL 7/29/10 @100 DTD 07/29/08 4.625% DUE 07/29/13 CUSIP NO: 3133XRTE0	102.563	200,000.00	205,126.00	1.006	9,250.00	4.509
300,000.000	FEDERAL HOME LN BKS CONS BD CALL 1/15/10 @100 DTD 01/15/08 5.000% DUE 01/15/15 CUSIP NO: 3133XNVJ5	100.156	300,000.00	300,468.00	1.473	15,000.00	4.992
300,000.000	FEDERAL FARM CR BKS CONS BD CALL 2/19/10 @100 DTD 11/19/09 3.250% DUE 05/19/15 CUSIP NO: 31331G3O0	98.813	300,450.00	296,439.00	1.453	9,750.00	3.289
300,000.000	FEDERAL FARM CR BKS CONS BD CALL 8/18/09 @100 DTD 05/18/09 3.800% DUE 05/18/16 CUSIP NO: 31331GWH8	100.031	300,000.00	300,093.00	1.471	11,400.00	3.799

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
200,000.000	FEDERAL HOME LN BKS CONS BD STEP UP 7/12 CALL 7/17/12 @100 DTD 07/17/09 3.000% DUE 07/17/17 CUSIP NO. 3133XTZL3	99.469	200,000.00	198,938.00	.975	6,000.00	3.016
300,000.000	FEDERAL FARM CR BKS CONS BD CALL 9/10/10 @100 DTD 09/10/09 4.730% DUE 09/10/19 CUSIP NO: 31331GN88	99.313	300,000.00	297,939.00	1.461	14,190.00	4.763
	TOTAL GOVERNMENT AND AGENCY		2,139,043.75	2,123,008.00	10.408	90,590.00	4.267
MUNICIPAL BONDS							
200,000.000	CALIFORNIA ST GO BDS-TAXBL DTD 04/28/09 05.450 DUE 04/01/15 NON-CALLABLE FIXED RT NO SINK FUND BAA1/A CUSIP NO. 13063A5C4	100.615	201,236.00	201,230.00	.987	10,900.00	5.417
150,000.000	PERALTA CALIF CMNTY COLLEGE DI GO BDS-TAXBL DTD 02/19/09 06.423 DUE 11/01/15 NON-CALLABLE FIXED RT SINK 11/01/14 A1/A+ CUSIP NO 713580AR9	100.274	151,767.00	150,411.00	.737	9,634.50	6.405
	TOTAL MUNICIPAL BONDS		353,003.00	351,641.00	1.724	20,534.50	5.840
CORPORATE BONDS							
100,000.000	BANK OF AMERICA CORPORATION SUB NT DTD 02/14/00 7.800% DUE 02/15/10 CUSIP NO 060505AD6	100.714	105,863.00	100,714.00	.494	7,800.00	7.745

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U.S. TRUST

Bank of America Private Wealth Management

SETTLEMENT DATE

L I S T   O F   A C C O U N T   A S S E T S

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
200,000.000	MORGAN STANLEY & CO INC SR SUB NT DTD 05/07/03 4.250% DUE 05/15/10 CUSIP NO: 61744AAN0	101.229	202,000.00	202,458.00	.993	8,500.00	4.198
200,000.000	GOLDMAN SACHS GROUP INC NT DTD 01/16/01 6.875% DUE 01/15/11 CUSIP NO: 38141GAZ7	106.043	196,000.00	212,086.00	1.040	13,750.00	6.483
200,000.000	SBC COMMUNICATIONS INC NT DTD 03/19/01 6.250% DUE 03/15/11 CUSIP NO: 78387GAD5	105.897	197,506.00	211,794.00	1.038	12,500.00	5.902
200,000.000	ABBOTT LABS NT DTD 05/12/06 5.600% DUE 05/15/11 CUSIP NO: 002824AS9	106.063	204,740.00	212,126.00	1.040	11,200.00	5.280
200,000.000	GENERAL ELEC CAP CORP MTN DTD 08/13/09 3.500% DUE 08/13/12 CUSIP NO: 36962G4E1	102.063	204,260.00	204,126.00	1.001	7,000.00	3.429
200,000.000	WELLS FARGO & CO NEW SR NT DTD 01/31/08 4.375% DUE 01/31/13 CUSIP NO: 949746NY3	103.868	201,866.00	207,736.00	1.018	8,750.00	4.212
200,000.000	WYETH NT DTD 02/14/03 5.500% DUE 03/15/13 CUSIP NO: 983024AA8	108.729	209,094.00	217,458.00	1.066	11,000.00	5.058
160,000.000	PACIFIC LIFE GLOBAL FDG SR SECD MTN SER 144A DTD 04/15/08 5.150% DUE 04/15/13 CUSIP NO: 6944P0AH8	104.490	160,960.00	167,184.00	.820	8,240.00	4.929

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
200,000.000	AMERICAN EXPRESS CO NT DTD 07/24/03 4.875% DUE 07/15/13 CUSIP NO: 025816AQ2	104.338	200,800.00	208,676.00	1.023	9,750.00	4.672
250,000.000	GENERAL ELEC CAP CORP MTN SER A DTD 09/20/07 5.400% DUE 09/20/13 CUSIP NO: 36962G3F9	106.309	261,600.00	265,772.50	1.303	13,500.00	5.080
200,000.000	AT&T INC SR UNSECD GLOBAL NT DTD 11/17/08 6.700% DUE 11/15/13 CUSIP NO. 00206RAP7	112.825	200,720.00	225,650.00	1.106	13,400.00	5.938
200,000.000	WELLS FARGO & CO NEW SUB NT DTD 04/06/04 4.625% DUE 04/15/14 CUSIP NO: 949746FS5	101.981	199,460.00	203,962.00	1.000	9,250.00	4.535
200,000.000	ALLSTATE CORP SR NT DTD 05/13/09 6.200% DUE 05/16/14 CUSIP NO: 020002AW1	110.591	201,584.00	221,182.00	1.084	12,400.00	5.606
200,000.000	CISCO SYS INC NT DTD 02/22/06 5.500% DUE 02/22/16 CUSIP NO: 17275RAC6	109.790	188,500.00	219,580.00	1.077	11,000.00	5.010
200,000.000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5.700% DUE 09/14/17 CUSIP NO: 459200GJ4	109.331	213,554.00	218,662.00	1.072	11,400.00	5.214
	TOTAL CORPORATE BONDS		3,148,507.00	3,299,166.50	16.175	169,440.00	5.136

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U.S. TRUST
Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	TOTAL FIXED INCOME		5,640,553.75	5,773,815.50	28.307	280,564.50	4.859
	EQUITIES						
	CONSUMER DISCRETIONARY						
3,000.000	V F CORP CUSIP NO: 918204108	73.240	209,691.90	219,720.00	1.077	7,200.00	3.277
	TOTAL CONSUMER DISCRETIONARY		209,691.90	219,720.00	1.077	7,200.00	3.277
	CONSUMER STAPLES						
7,540.000	CVS CAREMARK CORP CUSIP NO: 126650100	32.210	235,358.93	242,863.40	1.191	2,299.70	.947
5,000.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	60.630	322,872.50	303,150.00	1.486	8,800.00	2.903
	TOTAL CONSUMER STAPLES		558,231.43	546,013.40	2.677	11,099.70	2.033
	ENERGY						
3,400.000	TRANSOCEAN LTD SWITZERLAND CUSIP NO: H8817H100	82.800	192,708.60	281,520.00	1.380		
2,500.000	APACHE CORP CUSIP NO: 037411105	103.170	173,692.50	257,925.00	1.265	1,500.00	.582
2,700.000	CHEVRON CORP CUSIP NO: 166764100	76.990	226,004.69	207,873.00	1.019	7,344.00	3.533
2,400.000	EXXON MOBIL CORP CUSIP NO. 30231G102	68.190	212,368.80	163,656.00	.802	4,032.00	2.464
3,000.000	NATIONAL OILWELL VARCO INC CUSIP NO· 637071101	44.090	138,264.00	132,270.00	.648		

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
5,320.000	PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR BRAZIL CUSIP NO 71654V408	47.680	170,727.84	253,657.60	1.244	1,893.92	.747
	TOTAL ENERGY		1,113,766.43	1,296,901.60	6.358	14,769.92	1.139
FINANCIALS							
5,000.000	ACE LTD SWITZERLAND CUSIP NO: H0023R105	50.400	250,950.00	252,000.00	1.235	6,200.00	2.460
10,000.000	J P MORGAN CHASE & CO CUSIP NO· 46625H100	41.670	328,673.20	416,700.00	2.043	2,000.00	.480
8,000.000	STATE STR CORP CUSIP NO: 857477103	43.540	106,050.00	348,320.00	1.708	320.00	.092
13,000.000	US BANCORP DEL COM NEW CUSIP NO: 902973304	22.510	361,884.20	292,630.00	1.435	2,600.00	.888
8,000.000	WELLS FARGO & CO NEW COM CUSIP NO 949746101	26.990	168,356.52	215,920.00	1.059	1,600.00	.741
	TOTAL FINANCIALS		1,215,913.92	1,525,570.00	7.480	12,720.00	.834
HEALTH CARE							
4,534.000	BAXTER INTL INC CUSIP NO. 071813109	58.680	153,447.57	266,055.12	1 304	5,259.44	1.977
4,350.000	CELGENE CORP CUSIP NO: 151020104	55.680	195,518.16	242,208.00	1.187		
4,500.000	CEPHALON INC CUSIP NO· 156708109	62.420	266,041.80	280,890.00	1.377		

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U.S. TRUST

Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
6,000.000	IDEXX LABS INC CUSIP NO: 45168D104	53.450	250,460.10	320,700.00	1.572		
3,000.000	INTUITIVE SURGICAL INC CUSIP NO: 46120E602	303.430	167,831.00	910,290.00	4.463		
5,000.000	JOHNSON & JOHNSON CUSIP NO: 478160104	64.410	158,445.37	322,050.00	1.579	9,800.00	3.043
3,700.000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL CUSIP NO: 881624209	56.180	170,104.91	207,866.00	1.019	1,783.40	.858
8,000.000	VCA ANTECH INC CUSIP NO: 918194101	24.920	200,302.40	199,360.00	.977		
TOTAL	HEALTH CARE		1,562,151.31	2,749,419.12	13.478	16,842.84	.613
INDUSTRIALS							
13,000.000	ABB LTD SPONSORED ADR SWITZERLAND CUSIP NO: 000375204	19.100	190,077.70	248,300.00	1.217	5,603.00	2 257
11,000.000	EMCOR GROUP INC CUSIP NO: 290840100	26.900	172,804.50	295,900.00	1.451		
7,000.000	EMERSON ELEC CO CUSIP NO. 291011104	42.600	185,940.00	298,200.00	1.462	9,380.00	3.146
6,990.000	EXPEDITORS INTL WASHINGTON INC CUSIP NO: 302130109	34.770	234,175.73	243,042.30	1.192	2,656.20	1.093
2,200.000	PRECISION CASTPARTS CORP CUSIP NO: 740189105	110.350	148,728.80	242,770.00	1.190	264.00	.109

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
6,000.000	ROPER INDS INC NEW CUSIP NO: 776696106	52.370	339,036.60	314,220.00	1.541	2,280.00	.726
5,000.000	STERICYCLE INC CUSIP NO: 858912108	55.170	156,601.25	275,850.00	1.352		
3,000.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	69.410	161,608.25	208,230.00	1.021	4,620.00	2.219
	TOTAL INDUSTRIALS		1,588,972.83	2,126,512.30	10.426	24,803.20	1.166
INFORMATION TECHNOLOGY							
5,500.000	ACCENTURE PLC CL A COM IRELAND CUSIP NO: G1151C101	41.500	154,035.20	228,250.00	1.119	4,125.00	1.807
10,000.000	CISCO SYS INC CUSIP NO· 17275R102	23.940	181,300.00	239,400.00	1.174		
4,000.000	COGNIZANT TECHNOLOGY SOLUTIONS CL A CUSIP NO 192446102	45.330	181,320.00	181,320.00	.889		
600.000	GOOGLE INC CL A COM CUSIP NO. 38259P508	619.980	353,358.00	371,988.00	1.824		
14,000.000	INTEL CORP CUSIP NO. 458140100	20.400	191,724.40	285,600.00	1.400	7,840.00	2.745
1,900.000	INTERNATIONAL BUSINESS MACHS CUSIP NO· 459200101	130.900	166,956.99	248,710.00	1.219	4,180.00	1.681
9,000.000	NICE SYS LTD SPONSORED ADR ISRAEL CUSIP NO 653656108	31.040	205,107.30	279,360.00	1.370		

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U.S. TRUST

Bank of America Private Wealth Management

SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
9,000.000	ORACLE CORP CUSIP NO: 68389X105	24.530	164,594.70	220,770.00	1.082	1,800.00	.815
7,100.000	QUALCOMM INC CUSIP NO: 747525103	46.260	310,120.90	328,446.00	1.610	4,828.00	1.470
	TOTAL INFORMATION TECHNOLOGY		1,908,517.49	2,383,844.00	11.687	22,773.00	.955
MATERIALS							
5,000.000	BHP BILLITON LTD SPONSORED ADR AUSTRALIA CUSIP NO: 088606108	76.580	236,191.00	382,900.00	1.877	8,200.00	2.142
4,000.000	ECOLAB INC CUSIP NO: 278865100	44.580	172,765.50	178,320.00	.874	2,480.00	1.391
3,200.000	MONSANTO CO NEW COM CUSIP NO: 61166W101	81.750	268,459.95	261,600.00	1.283	3,392.00	1.297
3,200.000	POTASH CORP SASK INC CANADA CUSIP NO: 73755L107	108.500	298,675.00	347,200.00	1.702	1,280.00	.369
	TOTAL MATERIALS		976,091.45	1,170,020.00	5.736	15,352.00	1.312
TELECOMMUNICATION SERVICES							
9,000.000	AT&T INC CUSIP NO: 00206R102	28.030	254,553.30	252,270.00	1.237	15,120.00	5.994
8,660.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	33.130	323,505.48	286,905.80	1.407	16,454.00	5.735
	TOTAL TELECOMMUNICATION SERVICES		578,058.78	539,175.80	2.644	31,574.00	5.856

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SETTLEMENT DATE

LIST OF ACCOUNT ASSETS

AS OF 12/31/09

ACCOUNT [redacted]

GUENTHER - FIRST REPUBLIC

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
UTILITIES							
9,000.000	QUESTAR CORP CUSIP NO: 748356102	41.570	276,721.38	374,130.00	1.834	4,680.00	1.251
	TOTAL UTILITIES		276,721.38	374,130.00	1.834	4,680.00	1.251
OTHER EQUITIES							
5,300.000	ISHARES TR S&P NORTH AMERICAN TECH SEMICONDUCTORS INDEX FUND CUSIP NO: 464287523	49.230	229,807.47	260,919.00	1.279	2,358.50	.904
	TOTAL OTHER EQUITIES		229,807.47	260,919.00	1.279	2,358.50	.904
	TOTAL EQUITIES		10,217,924.39	13,192,225.22	64.676	164,173.16	1.244
ALTERNATIVE INVESTMENTS							
TANGIBLE ASSETS							
13,000.000	BAYTEX ENERGY TR COM TR UNIT CANADA CUSIP NO: 073176109	28.300	183,566.50	367,900.00	1.804	26,845.00	7.297
6,000.000	ENERPLUS RES FUND TR UNIT NEW CANADA CUSIP NO: 29274D604	22.960	137,512.20	137,760.00	.675	12,156.00	8.824
	TOTAL TANGIBLE ASSETS		321,078.70	505,660.00	2.479	39,001.00	7.713
	TOTAL ALTERNATIVE INVESTMENTS		321,078.70	505,660.00	2.479	39,001.00	7.713
TOTAL INVESTMENTS			17,104,615.80	20,396,759.68	100.000	483,738.66	2.372

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Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
5,999,051 530	COLUMBIA GOVERNMENT RESERVES TRUST CLASS	19765K712	$5,999,051.53	$0.00	$5,999,051.53 1 000	$0 00	$0 00	0.0%
	Total Cash Equivalents		**$5,999,051.53**	**$0.00**	**$5,999,051.53**	**$0.00**	**$0.00**	**0.0%**
Total Cash/Currency			**$5,999,051.53**	**$0.00**	**$5,999,051.53**	**$0.00**	**$0.00**	**0.0%**

Equities

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
4,000 000	AIR PRODS & CHEMS INC Ticker. APD	009158106 MAT	$324,240.00 81.060	$1,800.00	$336,657.00 84.164	-$12,417 00	$7,200 00	2 2%
8,000 000	AMERICAN EXPRESS CO Ticker AXP	025816109 FIN	324,160.00 40.520	0.00	293,177.61 36.647	30,982.39	5,760.00	1.8
6,800.000	AUTOMATIC DATA PROCESSING INC Ticker ADP	053015103 IFT	291,176 00 42 820	2,312.00	295,536.94 43 461	-4,360 94	9,248.00	3 2
6,800 000	BOEING CO Ticker BA	097023105 IND	368,084 00 54.130	0.00	422,788 58 62 175	-54,704.58	11,424 00	3 1
10,000 000	CATERPILLAR INC Ticker CAT	149123101 IND	569,900.00 56.990	0 00	386,698.55 38.670	183,201.45	16,800 00	2 9
4,900 000	CHEVRON CORP Ticker CVX	166764100 ENR	377,251 00 76 990	0.00	403,503 45 82.348	-26,252 45	13,328 00	3.5
16,000 000	CISCO SYS INC Ticker CSCO	17275R102 IFT	383,040 00 23.940	0 00	382,294 20 23.893	745.80	0 00	0 0
4,800.000	COSTCO WHSL CORP NEW Ticker COST	22160K105 CNS	284,016.00 59.170	0 00	321,682.06 67 017	-37,666 06	3,456 00	1 2
12,000.000	DISNEY WALT CO COM DISNEY Ticker DIS	254687106 CND	387,000.00 32.250	4,200 00	349,289 80 29.107	37,710.20	4,200 00	1 1

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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P40054204

Trade Date

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
3,600.000	FEDEX CORP Ticker: FDX	31428X106 IND	300,420.00 83.450	396 00	303,497 49 84.305	-3,077.49	1,584 00	0 5
3,500.000	GENERAL DYNAMICS CORP Ticker. GD	369550108 IND	238,595.00 68.170	0.00	318,684 00 91 053	-80,089.00	5,320 00	2 2
22,000.000	GENERAL ELEC CO Ticker GE	369604103 IND	332,860.00 15.130	2,200.00	509,221.46 23 146	-176,361 46	8,800 00	2 6
16,000 000	INTEL CORP Ticker INTC	458140100 IFT	326,400.00 20 400	0.00	378,228 97 23 639	-51,828.97	8,960.00	2 7
9,100 000	J P MORGAN CHASE & CO Ticker JPM	46625H100 FIN	379,197 00 41 670	0.00	351,447 98 38.621	27,749 02	1,820.00	0.5
5,300.000	JOHNSON & JOHNSON Ticker JNJ	478160104 HEA	341,373 00 64.410	0.00	376,956 90 71 124	-35,583 90	10,388 00	3.0
6,100.000	KIMBERLY CLARK CORP Ticker KMB	494368103 CNS	388,631 00 63.710	3,660 00	370,373 58 60.717	18,257 42	14,640 00	3.8
14,500.000	LOWES COS INC Ticker LOW	548661107 CND	339,155 00 23.390	0.00	324,053.00 22 348	15,102.00	5,220 00	1 5
5,200 000	MCDONALDS CORP Ticker: MCD	580135101 CND	324,688.00 62 440	0 00	328,491 04 63.171	-3,803 04	11,440 00	3.5
7,000 000	MEDTRONIC INC Ticker: MDT	585055106 HEA	307,860.00 43 980	0 00	368,576 66 52.654	-60,716 66	5,740 00	1 9
12,500.000	MICROSOFT CORP Ticker MSFT	594918104 IFT	381,000.00 30.480	0 00	343,926.20 27 514	37,073 80	6,500.00	1 7
6,000.000	NIKE INC CL B Ticker NKE	654106103 CND	396,420 00 66 070	1,620.00	321,735 00 53.623	74,685.00	6,480.00	1 6
2,400 000	OCCIDENTAL PETE CORP DEL Ticker OXY	674599105 ENR	195,240 00 81.350	396 00	193,554 96 80 648	1,685.04	3,168 00	1 6
9,800 000	PAYCHEX INC Ticker: PAYX	704326107 IFT	300,272 00 30 640	0.00	331,159.40 33.792	-30,887 40	12,152.00	4 0
6,000 000	PEPSICO INC Ticker PEP	713448108 CNS	364,800 00 60.800	2,700.00	383,876.62 63.979	-19,076.62	10,800 00	3 0

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(13)

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
5,100.000	PROCTER & GAMBLE CO Ticker. PG	742718109 CNS	309,213.00 60.630	0.00	349,795 53 68.587	-40,582 53	8,976.00	2 9
4,200 000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker. SLB	806857108 ENR	273,378.00 65.090	882.00	373,160.80 88 848	-99,782.80	3,528 00	1.3
5,500.000	STATE STR CORP Ticker: STT	857477103 FIN	239,470.00 43 540	55.00	382,799 16 69.600	-143,329.16	220.00	0.1
4,900 000	STRYKER CORP Ticker: SYK	863667101 HEA	246,813.00 50.370	735.00	319,407.99 65.185	-72,594.99	2,940.00	1.2
6,000.000	TARGET CORP Ticker TGT	87612E106 CND	290,220.00 48.370	0.00	290,120 06 48.353	99.94	4,080.00	1.4
4,200.000	UNITED PARCEL SVC INC CL B Ticker UPS	911312106 IND	240,954 00 57 370	0.00	270,791.43 64.474	-29,837 43	7,560.00	3 1
10,900 000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	361,117.00 33.130	0 00	375,858.94 34.482	-14,741.94	20,710 00	5.7
7,000 000	WAL-MART STORES INC Ticker WMT	931142103 CNS	374,150.00 53 450	1,907 50	341,304.40 48.758	32,845 60	7,630.00	2.0
10,000.000	WALGREEN CO Ticker WAG	931422109 CNS	367,200 00 36 720	0.00	342,726.40 34.273	24,473 60	5,500 00	1 5
17,000.000	WESTERN UNION CO Ticker: WU	959802109 IFT	320,450 00 18.850	0.00	435,603 19 25.624	-115,153.19	1,020 00	0.3
5,000.000	3M CO Ticker: MMM	88579Y101 IND	413,350.00 82.670	0.00	362,325 28 72 465	51,024.72	10,200 00	2.5
	Total U.S. Large Cap		**$11,662,093.00**	**$22,863.50**	**$12,239,304.63**	**-$577,211.63**	**$256,792.00**	**2.2%**
U.S. Mid Cap								
6,800.000	MANPOWER INC Ticker MAN	56418H100 IND	$371,144 00 54.580	$0.00	$342,261 86 50 333	$28,882.14	$5,032 00	1.4%
6,000 000	TIDEWATER INC Ticker: TDW	886423102 ENR	287,700.00 47.950	0.00	333,120 08 55.520	-45,420.08	6,000.00	2.1

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P40054205

Trade Date

Portfolio Detail

Account: [redacted] CUST GUENTHER-DUNCAN & BRANSON

Dec 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Mid Cap (cont)								
	Total U.S. Mid Cap		**$658,844.00**	**$0.00**	**$675,381.94**	**-$16,537.94**	**$11,032.00**	**1.7%**
International Developed								
6,800.000	BP P L C SPONSORED ADR UNITED KINGDOM Ticker BP	055622104 ENR	$394,196 00 57 970	$0 00	$377,392.87 55 499	$16,803.13	$22,848.00	5 8%
7,900 000	CANON INC ADR REPSTG 5 SHS JAPAN Ticker: CAJ	138006309 IFT	334,328.00 42.320	0.00	370,062 02 46.843	-35,734 02	8,397 70	2 5
14,700 000	NOKIA CORP SPONSORED ADR FINLAND Ticker NOK	654902204 IFT	188,895 00 12.850	0 00	384,748.50 26.173	-195,853 50	5,777 10	3 1
	Total International Developed		**$917,419.00**	**$0.00**	**$1,132,203.39**	**-$214,784.39**	**$37,022.80**	**4.0%**
Total Equities			**$13,238,356.00**	**$22,863.50**	**$14,046,889.96**	**-$808,533.96**	**$304,846.80**	**2.3%**
Total Portfolio			**$19,237,407.53**	**$22,863.50**	**$20,045,941.49**	**-$808,533.96**	**$304,846.80**	**1.6%**
Accrued Income			$22,863 50					
Total			**$19,260,271.03**					

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P40054212

Trade Date

Portfolio Detail

Account: [redacted] CUST HENRY L GUENTHER FDN-PIMCO

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
12,727 300	COLUMBIA GOVERNMENT RESERVES TRUST CLASS	19765K712	$12,727 30	$0.00	$12,727 30 1 000	$0 00	$0.00	0.0%
	Total Cash Equivalents		**$12,727.30**	**$0.00**	**$12,727.30**	**$0.00**	**$0.00**	**0.0%**
Total Cash/Currency			**$12,727.30**	**$0.00**	**$12,727.30**	**$0.00**	**$0.00**	**0.0%**
Fixed Income								
Fixed Income Other								
1,823,702.376	PIMCO FUND ALL ASSET FUND INSTL CL	722005626	$20,954,340 30 11 490	$0.00	$22,239,141.30 12.195	-$1,284,801 00	$1,599,386 98	7.6%
	Total Fixed Income Other		**$20,954,340.30**	**$0.00**	**$22,239,141.30**	**-$1,284,801.00**	**$1,599,386.98**	**7.6%**
Total Fixed Income			**$20,954,340.30**	**$0.00**	**$22,239,141.30**	**-$1,284,801.00**	**$1,599,386.98**	**7.6%**
Total Portfolio			**$20,967,067.60**	**$0.00**	**$22,251,868.60**	**-$1,284,801.00**	**$1,599,386.98**	**7.6%**
Accrued Income			$0.00					
Total			**$20,967,067.60**					

Fixed inc other : 20,954,340.30
Equities (1,047,717) – per ps 2/8
19,906,624

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