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

OMB No 1545 0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 8/01, 2010, and ending 7/31, 2011

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeJACK & VALERIE GUENTHER FOUNDATION
153 TREELINE PARK #300
SAN ANTONIO, TX 78209

A Employer identification number

74-6053172

B Telephone number (see the instructions)

210-829-1800

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 ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 27,568,598. (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 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 (att sch)	3,099,750.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	605.	605.		
	4 Dividends and interest from securities	547,166.	547,166.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	669,057.			
	b Gross sales price for all assets on line 6a 6,145,091.				
	7 Capital gain net income (from Part IV, line 2)		669,057.		
	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/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1	97,837.	97,837.			
12 Total. Add lines 1 through 11	4,414,415.	1,314,665.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	4,000.	2,000.		2,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	12,000.	6,000.		6,000.
	17 Interest	2,317.	2,317.		
	18 Taxes (attach schedule) (see instr) See Stm 3	19,053.	2,153.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	452.			452.
	22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	1,781.				
24 Total operating and administrative expenses. Add lines 13 through 23	39,603.	12,470.		8,452.	
25 Contributions, gifts, grants paid Part XV	1,194,068.			1,194,068.	
26 Total expenses and disbursements. Add lines 24 and 25	1,233,671.	12,470.	0.	1,202,520.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,180,744.				
b Net investment income (if negative, enter - 0)		1,302,195.			
c Adjusted net income (if negative, enter - 0)			0.		

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	4,013,512.	2,320,867.	2,320,867.
	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 the instructions).			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	15,152,041.	19,903,143.	22,509,974.
	c Investments — corporate bonds (attach schedule)	265,046.	265,046.	393,719.
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 5)	1,981,068.	2,344,038.	2,344,038.
	16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	21,411,667.	24,833,094.	27,568,598.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
NET FUND ASSET BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
NET FUND ASSET BALANCES	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	22,526,200.	26,299,883.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-1,114,533.	-1,466,789.	
	30 Total net assets or fund balances (see the instructions)	21,411,667.	24,833,094.	
NET FUND ASSET BALANCES	31 Total liabilities and net assets/fund balances (see the instructions)	21,411,667.	24,833,094.	

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	21,411,667.
2 Enter amount from Part I, line 27a	2	3,180,744.
3 Other increases not included in line 2 (itemize) See Statement 6	3	250,000.
4 Add lines 1, 2, and 3	4	24,842,411.
5 Decreases not included in line 2 (itemize) See Statement 7	5	9,317.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	24,833,094.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a See Statement 8

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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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

669,057.

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 the instructions) If (loss), enter -0-
in Part I, line 8

3

0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	988,877.	20,985,563.	0.047122
2008	1,190,487.	19,736,015.	0.060321
2007	379,899.	24,614,770.	0.015434
2006	36,059.	20,159,388.	0.001789
2005	37,399.	12,805,667.	0.002921

2 Total of line 1, column (d)

2

0.127587

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

0.025517

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4

23,776,526.

5 Multiply line 4 by line 3

5

606,706.

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

6

13,022.

7 Add lines 5 and 6

7

619,728.

8 Enter qualifying distributions from Part XII, line 4

8

1,565,490.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	13,022.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,022.
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	13,022.
6 Credits/Payments			
a 2010 estimated tax prmts and 2009 overpayment credited to 2010	6a	12,279.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,279.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	65.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,192.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JACK GUENTHER</u> Telephone no <u>210-829-1800</u> Located at <u>153 TREELINE PARK, SUITE 300 SAN ANTONIO TX</u> ZIP + 4 <u>78209</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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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 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 instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

X

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
VALERIE U. GUENTHER 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	President PART	1,000.	0.	0.
JACK GUENTHER 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	Secretary PART	1,000.	0.	0.
ABIGAIL G. KAMPMANN 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	Vice Pres PART	1,000.	0.	0.
JACK E. GUENTHER, JR. 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	Treasurer PART	1,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
	0	0.	0.	0.

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 ART FOR PUBLIC EXHIBIT/EDUCATIONAL LOAN PROGRAM ESTIMATED VISITORS/VIEWERS: 3,450	362,970.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	21,104,296.
b Average of monthly cash balances	1b	3,186,904.
c Fair market value of all other assets (see instructions)	1c	62,212.
d Total (add lines 1a, b, and c)	1d	24,353,412.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	214,807.
3 Subtract line 2 from line 1d	3	24,138,605.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	362,079.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,776,526.
6 Minimum investment return. Enter 5% of line 5	6	1,188,826.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	1,188,826.
2a Tax on investment income for 2010 from Part VI, line 5	2a	13,022.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	13,022.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	1,175,804.
4 Recoveries of amounts treated as qualifying distributions		4	250,000.
5 Add lines 3 and 4		5	1,425,804.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,425,804.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	1,202,520.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	362,970.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,565,490.
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 instructions)	5	13,022.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,552,468.

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

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Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,425,804.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,030,141.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,565,490.				
a Applied to 2009, but not more than line 2a			1,030,141.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				535,349.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				890,455.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
-----------------	--

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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 organization had \$5,000 or more in assets at any time during the year – see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

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

See Statement 9

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10		PUBLIC		1,194,068.
Total			▶ 3a	1,194,068.
b Approved for future payment				
Total			▶ 3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization

JACK & VALERIE GUENTHER FOUNDATION

Employer identification number

74-6053172

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JACK GUENTHER 153 TREELINE PARK, SUITE 300 SAN ANTONIO, TX 78209	\$ 1,549,875.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	VALERIE GUENTHER 153 TREELINE PARK, SUITE 300 SAN ANTONIO, TX 78209	\$ 1,549,875.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

JACK & VALERIE GUENTHER FOUNDATION

Employer identification number

74-6053172

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ONE-HALF UNDIVIDED INTEREST IN LISTED STOCK: 150,000 SHARES INTERNATIONAL BANCSHARES CORPORATION FAIR MARKET VALUE: 3,099,750 ONE-HALF UNDIVIDED INTEREST EACH DONOR: 1,549,875	\$ 1,549,875.	12/27/10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ONE-HALF UNDIVIDED INTEREST IN LISTED STOCK: 150,000 SHARES INTERNATIONAL BANCSHARES CORPORATION FAIR MARKET VALUE: 3,099,750 ONE-HALF UNDIVIDED INTEREST EACH DONOR: 1,549,875	\$ 1,549,875.	12/27/10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entryFor organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of \$1,000 or less for the year (Enter this information once See instructions)

► \$

N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
GAIN ON SALE OF PUBLICLY TRADED PARTNERSHIP INTEREST CLASSED AS ORDINARY INCOME PURSUANT TO IRC SECTION 751.	\$ 97,837.	\$ 97,837.	
	\$ 97,837.	\$ 97,837.	0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROFESSIONAL SERVICES	\$ 12,000.	\$ 6,000.		\$ 6,000.
Total	\$ 12,000.	\$ 6,000.	\$ 0.	\$ 6,000.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	\$ 16,900.			
FOREIGN TAX PAID	2,153.	\$ 2,153.		
Total	\$ 19,053.	\$ 2,153.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NONDEDUCTIBLE EXPENSES FROM K-1S	\$ 1,781.			
Total	\$ 1,781.	\$ 0.	\$ 0.	\$ 0.

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Statement 5
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ASSETS FOR CHARITABLE PURPOSE	\$ 2,344,038.	\$ 2,344,038.
Total	<u>\$ 2,344,038.</u>	<u>\$ 2,344,038.</u>

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

PRIOR YEAR CHALLENGE GRANT RETURNED	\$ 250,000.
Total	<u>\$ 250,000.</u>

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

RETURN OF CAPITAL PORTION OF PRIOR YEAR DIVIDENDS	\$ 9,317.
Total	<u>\$ 9,317.</u>

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	10,000 SH EXXON CORPORATION	Purchased	12/22/2005	12/21/2010
2	9,000 SH ILLINOIS TOOL WORKS, INC	Purchased	5/25/2006	1/28/2011
3	50,000 SH INTERNATIONAL BANCSHARES CORP	Purchased	5/01/2009	1/12/2011
4	136,332 SH INTERNATIONAL BANCSHARES CORP	Purchased	12/27/2010	5/02/2011
5	20,000 UNITS KINDER MORGAN ENERGY LP (PTP)	Purchased	5/05/2010	6/23/2011
6	LTCG FM NUSTAR ENERGY GP LLC K-1	Purchased		12/31/2010
7	SEC 1231 LOSS KINDER MORGAN ENERGY LP (PTP)	Purchased		12/31/2010
8	SEC 1231 GAIN KINDER MORGAN ENERGY LP (PTP)	Purchased		6/23/2011

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	723,680.		574,400.	149,280.				\$ 149,280.
2	491,669.		401,185.	90,484.				90,484.
3	1004456.		662,509.	341,947.				341,947.
4	2503161.		2687214.	-184,053.				-184,053.
5	1419731.		1150726.	269,005.				269,005.
6	73.		0.	73.				73.
7	-365.		0.	-365.				-365.
8	2,686.		0.	2,686.				2,686.
							Total	<u>\$ 669,057.</u>

2010

Federal Statements

Page 3

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Statement 9
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

VALERIE U. GUENTHER
JACK GUENTHER

Name and Address of Recipient Organization	Foundation Status - Public Unless Noted	Purpose of Grant - General Support Unless Noted	Amount
Art Pace 445 N Main Avenue San Antonio, TX 78205			3,500 00
Boysville P O. Box 369 San Antonio, TX 78109			3,200 00
Cancer Therapy & Research Center 7979 Wurzbach Road, Ste 600 San Antonio, TX 78229			10,000 00
Cancer Center Council 7979 Wurzbach Road, Ste 600 San Antonio, TX 78229			500 00
Charity Ball Association P O Box 6708 San Antonio, TX 78209			3,000 00
Friends of the Ark P O Box 755 Port Aransas, TX 78373			200 00
Grass Roots TV Foundation 110 East Hallam St., Ste 132 Aspen, CO 81611			60 00
Greater S A After School All Stars 300 Convent St, Ste 2200 San Antonio, TX 78205			500 00
National Western Art Foundation 315 E Commerce St, Ste 102 San Antonio, TX 78205		Museum construction	1,000,000 00
National Western Art Foundation 315 E Commerce St, Ste 102 San Antonio, TX 78205			300 00
NSDAR 1776 D Street, NW Washington, DC 20006		President's projects	1,000 00
Nustar GP Holdings, LLC Charitable Contributions Pass thru amount per K-1			308 00
San Antonio Art League & Museum 130 King William San Antonio, TX 78204			500 00
San Antonio Botanical Society P O Box 6569 San Antonio, TX 78209			5,000 00
Southwest Foundation for Biomedical Research P O Box 760549 San Antonio, TX 78245		Capital campaign	50,000.00
United Way P O Box 898 San Antonio, TX 78293			1,000 00

Name and Address of Recipient Organization	Foundation Status - Public Unless Noted	Purpose of Grant - General Support Unless Noted	Amount
University of Texas Health Science Center Montford Fund 7703 Floyd Curl Drive San Antonio, TX 78229		Montford Fund	15,000 00
University of Texas Marine Science Institute 750 Channel View Drive Port Aransas, TX 78373			100,000 00
TOTAL:			1,194,068 00

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Other Revenue

INVESTMENT IN KINDER MORGAN ENERGY PARTNERS, L.P.
SEE STATEMENT 1

LOSS PER PARTNERSHIP K-1 FOR 2011	\$	-80,306.
IDC PER PARTNERSHIP K-1 FOR 2011		-5,103.
ORDINARY INCOME RESULTING FROM SALE OF PTP		386,024.
LOSSES MADE AVAILABLE BY COMPLETE DISPOSITION OF PTP		-202,778.
Total	\$	<u>97,837.</u>

Operating & Administrative Exp. (990-PF)
Investment Interest Expense

INVESTMENT INTEREST PER P/S K-1	\$	2,317.
Total	\$	<u>2,317.</u>

Form 990-PF, Part II, Col (b), Line 10b
End of Year Book Value - Corporate Stock

ABBOTT LABORATORIES	\$	927,476.
APACHE CORP		997,920.
AUTO DATA PROCESSING		1,017,781.
CVS CORP DEL		518,275.
CENTURYLINK INC		818,247.
CHEVRONTXACO		979,188.
COLGATE PALMOLIVE CO		541,284.
EXXON MOBIL CORPORATION		761,100.
HONEYWELL INTERNATIONAL		1,098,769.
INTL BANCSHARES CORP		412,535.
JOHNSON & JOHNSON		1,113,205.
LOWES COMPANIES INC		476,405.
MARATHON OIL CORP		477,632.
MARATHON PETROLEUM		323,092.
MERCK & CO INC		678,009.
MICROCHIP TECHNOLOGIES		753,673.
MICROSOFT CORP		1,492,500.
SOUTHERN COMPANY		819,509.
STRYKER CORP		730,706.
TEVA PHARM INDS		703,925.
3M COMPANY		874,209.
WALGREEN COMPANY		369,947.
WINDSTREAM CORP		1,147,016.
ENTERPRISE PRD PARTNERS		989,208.
NUSTAR GP HOLDINGS LLC		391,641.
PLAINS ALL AMERICAN PIPELINE LP		489,891.
Total	\$	<u>19,903,143.</u>

Form 990-PF, Part II, Col (b), Line 10c
End of Year Book Value - Corporate Bonds

MORGAN STANLEY 4.75% 14 NOTES	\$	265,046.
Total	\$	<u>265,046.</u>

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

**Form 990-PF, Part II, Col (c), Line 10b
End of Year Fair Market Value - Corporate Stock**

ABBOTT LABORATORIES	\$ 923,760.
APACHE CORP	1,732,080.
AUTO DATA PROCESSING	1,029,800.
CVS CORP DEL	690,650.
CENTURYLINK INC	1,113,300.
CHEVRON CORP	1,040,200.
COLGATE PALMOLIVE CO	826,671.
EXXON MOBIL CORPORATION	797,900.
HONEYWELL INTERNATIONAL	1,062,000.
INTL BANCSHARES CORP	335,778.
JOHNSON & JOHNSON	1,133,825.
LOWES COMPANIES INC	345,280.
MARATHON OIL CORP	681,340.
MARATHON PETROLEUM CORP	481,690.
MERCK & CO	682,600.
MICROCHIP TECHNOLOGY INC	945,000.
MICROSOFT CORP	1,370,000.
STRYKER CORP	543,400.
TEVA PHARM INDS LTD	559,680.
3M COMPANY	871,400.
SOUTHERN COMPANY	869,880.
WALGREEN COMPANY	400,550.
WINDSTREAM CORPORATION	1,343,100.
ENTERPRISE PROD PARTNERS	998,160.
NUSTAR GP HOLDINGS LLC	985,770.
PLAINS ALL AMERICAN PIPELINE LP	746,160.
Total	<u>\$ 22,509,974.</u>

**Form 990-PF, Part II, Col (c), Line 10c
End of Year Fair Market Value - Corporate Bonds**

MORGAN STANLEY 4.75% 14 NOTES	\$ 393,719.
Total	<u>\$ 393,719.</u>

2010

Federal Supplemental Information

Page 1

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

IRC SECTION 751 STATEMENT:

THE TAXPAYER HAS REPORTED ORDINARY INCOME UPON DISPOSITION OF UNITS IN KINDER MORGAN ENERGY PARTNERS, LP, AS PROVIDED BY THE GENERAL PARTNER. THE AMOUNT WAS DETERMINED IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTION 751, AND THE DETAILED INFORMATION IS AVAILABLE IN THE OFFICES OF THE GENERAL PARTNER UPON REQUEST.