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ORIGINALForm **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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation John & Florence Newman Foundation		A Employer identification number 74-2525348
Number and street (or P.O. box number if mail is not delivered to street address) 112 E. Pecan	Room/suite 1330	B Telephone number (210) 226-0371
City or town, state, and ZIP code San Antonio, TX 78205		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,029,260.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		489.	434.		Statement 1
4 Dividends and interest from securities		356,457.	356,457.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		400,619.			
b Gross sales price for all assets on line 6a			400,619.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		127,530.	127,530.		Statement 3
12 Total. Add lines 1 through 11		885,095.	885,040.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		6,900.	3,450.		3,450.
c Other professional fees Stmt 5		97,417.	97,417.		0.
17 Interest		19.	19.		0.
18 Taxes Stmt 6		47,550.	29,462.		0.
19 Depreciation and depletion		18,124.	18,124.		
20 Occupancy					
21 Travel, conferences, and meetings		1,776.	1,776.		0.
22 Printing and publications					
23 Other expenses Stmt 7		216,433.	125,727.		90,000.
24 Total operating and administrative expenses. Add lines 13 through 23		388,219.	275,975.		93,450.
25 Contributions, gifts, grants paid		543,366.			543,366.
26 Total expenses and disbursements. Add lines 24 and 25		931,585.	275,975.		636,816.
27 Subtract line 26 from line 12		<46,490.>			
a Excess of revenue over expenses and disbursements			609,065.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,782.		
	2 Savings and temporary cash investments	2,135,537.	2,804,939.	2,836,770.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	3,610,167.	2,367,867.	3,389,191.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans Stmt 10	9,077,624.	8,803,298.	8,803,299.
	13 Investments - other			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	14,827,110.	13,976,104.	15,029,260.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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.			
	27 Capital stock, trust principal, or current funds	14,950,079.	14,145,563.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<122,969.>	<169,459.>	
30 Total net assets or fund balances	14,827,110.	13,976,104.		
31 Total liabilities and net assets/fund balances	14,827,110.	13,976,104.		

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	14,827,110.
2 Enter amount from Part I, line 27a	2	<46,490.>
3 Other increases not included in line 2 (itemize) See Statement 8	3	18,124.
4 Add lines 1, 2, and 3	4	14,798,744.
5 Decreases not included in line 2 (itemize) Partnership book/tax differences	5	822,640.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,976,104.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,168,385.		1,767,766.	400,619.

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			400,619.

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	400,619.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	714,055.	14,353,350.	.049748
2009	696,855.	12,883,890.	.054087
2008	678,677.	14,738,750.	.046047
2007	803,787.	17,086,895.	.047041
2006	662,989.	15,030,539.	.044109

2 Total of line 1, column (d)	2	.241032
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	.048206
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,479,565.
5 Multiply line 4 by line 3	5	746,208.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,091.
7 Add lines 5 and 6	7	752,299.
8 Enter qualifying distributions from Part XII, line 4 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.	8	636,816.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	12,181.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	12,181.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	12,181.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,930.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,930.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	62.	
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	2,687.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	
			Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ John E. Newman, Jr. Located at ▶ 112 E. Pecan, Suite 1330, San Antonio, TX	Telephone no ▶ 210-226-0371 ZIP+4 ▶ 78205		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶	2b	
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 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a	X
	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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?..

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Mina Lopez	Assistant			
112 E Pecan, Suite 1330				
San Antonio, TX 78205	2.00	0.	0.	0.
Ann J. Newman	Director			
112 E Pecan, Suite 1330				
San Antonio, TX 78205	2.00	0.	0.	0.
John E. Newman, Jr.	Director			
112 E Pecan, Suite 1330				
San Antonio, TX 78205	5.00	0.	0.	0.
Thomas R. Semmes	Director			
112 E Pecan, Suite 1330				
San Antonio, TX 78205	2.00	0.	0.	0.

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

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

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

0

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Part 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	3,458,589.
b	Average of monthly cash balances	1b	3,052,998.
c	Fair market value of all other assets	1c	9,203,707.
d	Total (add lines 1a, b, and c)	1d	15,715,294.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,715,294.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	235,729.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,479,565.
6	Minimum investment return. Enter 5% of line 5	6	773,978.

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	773,978.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,181.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,181.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	761,797.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	761,797.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	761,797.

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	636,816.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	636,816.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	636,816.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				761,797.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			597,886.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 636,816.				
a Applied to 2010, but not more than line 2a			597,886.	
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 2011 distributable amount				38,930.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				722,867.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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				
Alamo Heights School Foundation 7101 Broadway San Antonio, TX 78209		Public	General	25,000.
Alamo Public Communications Council 501 Broadway San Antonio, TX 78215		Public	KLRN	66,666.
Blue Star Contemporary Art 116 Blue Star San Antonio, TX 78204		Public	Red Dot 2011 General	500.
Children's Bereavement Center 205 W. Olmos Drive San Antonio, TX 78212		Public	General	40,000.
Haven for Hope 1 Haven for Hope Way San Antonio, TX 78207		Public	Faces of Hope	2,500.
Total	See continuation sheet(s)			543,366.
b Approved for future payment				
None				
Total				0.

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Main Plaza Conservancy 111 Soledad Street, Suite 825 San Antonio, TX 78205		Public	2011 Gala	5,000.
Orion Research and Management Services 21 Cedar Trails Drive Belton, TX 76513		Public	BCA Hog-Mop	20,000.
Planned Parenthood Trust 104 Babcock Road San Antonio, TX 78201		Public	Sheryl WuDunn Luncheon and Px2 Challenge	35,000.
San Antonio Academy 117 East French Place San Antonio, TX 78212		Public	Annual Fund	25,000.
San Antonio Area Foundation 110 Broadway, Suite 230 San Antonio, TX 78205		Public	General	100,000.
San Antonio Cultural Arts 1300 Chihuahua Street San Antonio, TX 78207		Public	Huevos Rancheros Gala	2,500.
San Antonio Museum of Art 200 West Jones Avenue San Antonio, TX 78215		Public	30th Anniversary Gala	20,000.
San Antonio Public Library Foundation 625 Shook Avenue San Antonio, TX 78212		Public	Conversation with Dominique Browning	1,500.
San Antonio Public Library Foundation 625 Shook Avenue San Antonio, TX 78212		Public	Board Builder 2 Challenge	25,000.
Southwest School of Art & Craft 300 Augusta San Antonio, TX 78205		Public	2011 Gala & Art Sale	2,500.
Total from continuation sheets				408,700.

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Texas Agricultural Land Trust P.O. Box 6152 San Antonio, TX 78209		Public	General	20,000.
Texas Biomedical Research Institute 7620 NW Loop 410 San Antonio, TX 78227		Public	General	16,000.
Texas Exes 2110 San Jacinto Boulevard Austin, TX 78712		Public	40 Acres Scholars	10,000.
Texas Public Radio 8401 Datapoint, Suite 800 San Antonio, TX 78229		Public	Spring Pledge Challenge, TPR Argyle Reception, Antennae	36,200.
The Lawrenceville School P.O. Box 6125 Lawrenceville, NJ 08648		Public	Annual Fund	25,000.
The Texas Tribune 823 Congress Ave, Suite 210 Austin, TX 78701		Public	General	25,000.
Vanderbilt University 211 Kirkland Hall Nashville, TN 37240		Public	JFN Scholarship	40,000.
Total from continuation sheets				

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	213.496 shs Vanguard Inflation-Protection	P	Various	02/04/11
b	8,182.174 shs Vanguard Inflation-Protection	P	Various	02/04/11
c	Ruanne, Cunniff, Goldfarb (see attached)	P	Various	Various
d	Ruanne, Cunniff, Goldfarb (see attached)	P	Various	Various
e	6,000 shs Exxon Mobil Corp	P	Various	Various
f	97,846.698 shs PIMCO Emerging Global Bond FD	P	Various	01/11/11
g	K-1 Semper Vic Partners, LP	P	Various	Various
h	K-1 Semper Vic Partners, LP	P	Various	Various
i	K-1 Edgbaston Asian Equity Trust	P	Various	Various
j	K-1 Edgbaston Asian Equity Trust	P	Various	Various
k	K-1 Edgbaston Asian Equity Trust Sec 988 Gain	P	Various	Various
l	K-1 Mondrian Emerging Markets Equity Fd, LP	P	Various	Various
m	K-1 Mondrian Emerging Markets Equity Fd, LP	P	Various	Various
n	K-1 Mondrian Emerging Markets Equity Fd, LP Sec 9	P	Various	Various
o	K-1 Silchester Int'l Investors	P	Various	Various

(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 5,386.		5,312.	74.
b 206,436.		203,581.	2,855.
c 32,339.		32,094.	245.
d 176,635.		75,302.	101,333.
e 453,081.		395,360.	57,721.
f 1,030,276.		1,043,397.	<13,121.>
g 2,131.			2,131.
h 16,306.			16,306.
i 7,566.			7,566.
j 16,924.			16,924.
k 3,111.			3,111.
l 13,179.			13,179.
m 72,083.			72,083.
n		6,380.	<6,380.>
o 9,416.			9,416.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			74.
b			2,855.
c			245.
d			101,333.
e			57,721.
f			<13,121.>
g			2,131.
h			16,306.
i			7,566.
j			16,924.
k			3,111.
l			13,179.
m			72,083.
n			<6,380.>
o			9,416.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

John & Florence Newman Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	K-1 Silchester Int'l Investors	P	Various	Various
b	K-1 Silchester Int'l Investors Sec 988 Loss	P	Various	Various
c	Capital Gains Dividends			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 119,253.			119,253.
b		6,340.	<6,340.>
c 4,263.			4,263.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			119,253.
b			<6,340.>
c			4,263.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	400,619.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Interest Income	489.
Total to Form 990-PF, Part I, line 3, Column A	489.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Capital Gain Dividends	4,263.	4,263.	0.
Dividend Income	356,457.	0.	356,457.
Total to Fm 990-PF, Part I, ln 4	360,720.	4,263.	356,457.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Income	6,706.	6,706.	
Royalty Income	120,824.	120,824.	
Total to Form 990-PF, Part I, line 11	127,530.	127,530.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	6,900.	3,450.		3,450.
To Form 990-PF, Pg 1, ln 16b	6,900.	3,450.		3,450.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Management Fees	97,417.	97,417.			0.
To Form 990-PF, Pg 1, ln 16c	97,417.	97,417.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Property Taxes	5,617.	5,617.			0.
Federal Taxes	18,088.	0.			0.
Foreign Taxes	23,845.	23,845.			0.
To Form 990-PF, Pg 1, ln 18	47,550.	29,462.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Non-Deductible Expenses	706.	0.			0.
Portfolio Deductions from K-1s	29,724.	29,724.			0.
Office Expenses	180,000.	90,000.		90,000.	
Banking fees	150.	150.			0.
Royalty expenses	5,675.	5,675.			0.
Foreign Fees	178.	178.			0.
To Form 990-PF, Pg 1, ln 23	216,433.	125,727.			90,000.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	8
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Description	Amount
Depletion expense - not recorded on books	18,124.
Total to Form 990-PF, Part III, line 3	18,124.

Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Corporate Stock	2,367,867.	3,389,191.
Total to Form 990-PF, Part II, line 10b	2,367,867.	3,389,191.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
Partnership Interest	FMV	8,803,298.	8,803,299.
Total to Form 990-PF, Part II, line 13		8,803,298.	8,803,299.

Form 990-PF	Explanation Concerning Part VII-A, Line 12	Statement	11
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Explanation

During the 2011 tax year the John & Florence Newman Foundation made a distribution to a donor advised fund administered by The San Antonio Area Foundation. John E. Newman, a disqualified person, has advisory privileges over the donor advised fund. The distribution to the donor advised fund was treated as a qualifying distribution on this tax return. The distributions from the donor advised fund will be used to accomplish a purpose described in IRC section 170(c)(2)(B) because all distributions from the donor advised fund will only be used for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals.