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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

2011Department 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 2011, or tax year beginning 8/01, 2011, and ending 7/31, 2012

JACK & VALERIE GUENTHER FOUNDATION
153 TREELINE PARK #300
SAN ANTONIO, TX 78209A Employer identification number
74-6053172B Telephone number (see the instructions)
210-829-1800G Check all that apply: ☐ Initial return, ☐ Initial Return of a former public charity, ☐ Final return, ☐ Amended return, ☐ Address change, ☐ Name changeH 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): \$ 29,867,510.
J Accounting method: ☒ Cash, ☐ Accrual, ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ☐

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 instructions).)		(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 (att sch)		999,250.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		504.	504.		
4 Dividends and interest from securities		489,401.	489,401.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10		47,629.			
b Gross sales price for all assets on line 6a 8,625,360.					
7 Capital gain net income (from Part IV, line 2)			47,629.		
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)					
12 Total. Add lines 1 through 11		4,536,584.	537,534.	0.	2,000.
13 Compensation of officers, directors, trustees, etc			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 1		12,000.	6,000		6,000.
17 Interest					
18 Taxes (attach schedule) See Stm 2		11,730.	3,730.		
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 3		2,329.			164.
24 Total operating and administrative expenses. Add lines 13 through 23		30,059.	11,730.		8,164.
25 Contributions, gifts, grants paid Part XV		613,816.			613,816.
26 Total expenses and disbursements. Add lines 24 and 25		643,875.	11,730.	0	621,980
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		892,909.			
b Net investment income (if negative, enter -0-)			525,804.		
c Adjusted net income (if negative, enter -0-)				0	

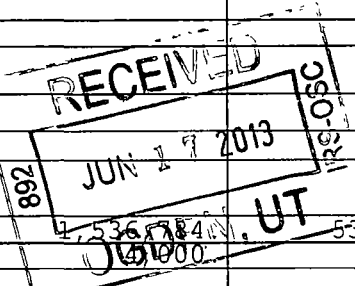
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SCANNED JUN 20 2013

REVENUE

ADMINISTRATIVE AND EXPENSES



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)
1 a See Statement 6				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	47,629.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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))
2010	1,552,468.	23,776,526.	0.065294
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

2 Total of line 1, column (d)	2	0.189960
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	0.037992
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	25,541,293.
5 Multiply line 4 by line 3	5	970,365.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,258.
7 Add lines 5 and 6	7	975,623
8 Enter qualifying distributions from Part XII, line 4	8	891,195

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,516.
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	10,516.
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	10,516.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a 7,192.		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c 7,500.		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	14,692.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,176.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	4,176. 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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 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 2011 or the taxable year beginning in 2011 (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 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 <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 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 <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u></u>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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? <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions) <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u></u>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u></u>	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 2011? <u></u>	4b	X

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Form 990-PF (2011)

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

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: 3,350	
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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Form 990-PF (2011)

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	1 a	20,721,146
b Average of monthly cash balances	1 b	4,871,752.
c Fair market value of all other assets (see instructions)	1 c	337,349.
d Total (add lines 1a, b, and c)	1 d	25,930,247.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0
3 Subtract line 2 from line 1d	3	25,930,247
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	388,954.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,541,293.
6 Minimum investment return. Enter 5% of line 5	6	1,277,065.

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	1,277,065.
2a Tax on investment income for 2011 from Part VI, line 5	2 a	10,516.	
b Income tax for 2011 (This does not include the tax from Part VI.)	2 b		
c Add lines 2a and 2b		2 c	10,516.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	1,266,549.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,266,549
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	1,266,549.

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	1 a	621,980
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	269,215.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	891,195.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	891,195.

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				1,266,549.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			890,455.	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 891,195.				
a Applied to 2010, but not more than line 2a			890,455.	
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				740.
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:				
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 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				1,265,809.
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 2006 not applied on line 5 or line 7 (see instructions)	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 7

- 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 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
<i>a</i> Paid during the year SEE STATEMENT 8		PUBLIC		613,816.
Total				613,816.
<i>b</i> Approved for future payment				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income (See instructions)
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	504.	
4	Dividends and interest from securities			14	489,401.	
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	47,629.	
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)				537,534.	
13	Total. Add line 12, columns (b), (d), and (e)				13	537,534.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545 0047

2011

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, total 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 total 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 its Form 990, or check the box on line H of its Form 990-EZ or on Part I, 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) (2011)

Name of organization

Employer identification number

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Part I. Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK GUENTHER 153 TREELINE PARK, SUITE 300 SAN ANTONIO, TX 78209	\$ 499,625.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	VALERIE GUENTHER 153 TREELINE PARK, SUITE 300 SAN ANTONIO, TX 78209	\$ 499,625.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (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) Use duplicate copies of Part II if additional space is needed

(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 SECURITIES:		
	5,000 SH COCA COLA COMPANY - FMV \$349,250		
	20,000 UNITS NU STAR GP HOLDINGS, LLC - FMV 650,000		
	ONE-HALF UNDIVIDED INTEREST EACH DONOR: \$499,625	\$ 499,625	12/29/11
2	ONE-HALF UNDIVIDED INTEREST IN LISTED SECURITIES:		
	5,000 SH COCA COLA COMPANY - FMV \$349,250		
	20,000 UNITS NU STAR GP HOLDINGS, LLC - FMV 650,000		
	ONE-HALF UNDIVIDED INTEREST EACH DONOR: \$499,625	\$ 499,625	12/29/11

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

JACK & VALERIE GUENTHER FOUNDATION

Employer identification number

74-6053172

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10)

organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For 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

Use duplicate copies of Part III if additional space is needed

(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 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	<u>\$ 12,000.</u>	<u>\$ 6,000.</u>	<u>\$ 0.</u>	<u>\$ 6,000.</u>

Statement 2
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	\$ 8,000.			
FOREIGN TAX PAID	3,730.	\$ 3,730.		
Total	<u>\$ 11,730.</u>	<u>\$ 3,730.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
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	\$ 2,165.			
POSTAGE & DELIVERY	164.			\$ 164.
Total	<u>\$ 2,329.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 164.</u>

Statement 4
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ASSETS FOR CHARITABLE PURPOSE	\$ 2,613,253.	\$ 2,613,253.
Total	<u>\$ 2,613,253.</u>	<u>\$ 2,613,253.</u>

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

EXCESS DEPLETION FROM P/S K-1 BOOKED TO PRINCIPAL	\$ 6,138.
EXEMPT INCOME FROM P/S K-1	7.
Total	<u>\$ 6,145.</u>

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Statement 6

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	4,000 SH APACHE CORP	Purchased	12/22/2005	8/18/2011
2	10,000 SH APACHE CORP	Purchased	12/22/2005	4/30/2012
3	20,000 SH AUTO DATA PROCESSING	Purchased	3/09/2011	4/30/2012
4	6,295 SH INT'L BANCSHARES CORP	Purchased	12/27/2010	8/01/2011
5	13,668 SH INT'L BANCSHARES CORP	Purchased	12/27/2010	9/26/2011
6	16,000 SH LOWES COMPANIES, INC	Purchased	1/17/2006	7/27/2012
7	22,000 SH MARATHON OIL CORP	Purchased	12/21/2010	9/26/2011
8	11,000 SH MARATHON PETROLEUM CORP	Purchased	12/21/2010	9/26/2011
9	20,000 SH MICROSOFT CORP	Purchased	12/19/2006	8/18/2011
10	22,000 SH THE SOUTHERN COMPANY	Purchased	9/30/2010	4/30/2012
11	10,000 SH STRYKER CORP	Purchased	12/17/2007	11/09/2011
12	10,000 SH 3M COMPANY	Purchased	1/28/2011	4/30/2012
13	12,000 SH TEVA PHARM INDS LTD ADRF	Purchased	1/19/2010	9/26/2011
14	50,000 SH WINDSTREAM CORPORATION	Purchased	3/05/2010	8/18/2011
15	60,000 SH WINDSTREAM CORPORATION	Purchased	3/31/2010	9/26/2011
16	LTCG FROM P/S ENTERPRISE PROD PARTNERS LP	Purchased	Various	12/31/2011
17	LTCG FROM P/S NUSTAR GP HOLDINGS LLC	Purchased	Various	12/31/2011
18	SEC 1231 GAIN FM PLAINS ALL AM PIPELINE PTNRS	Purchased	Various	12/31/2011

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	397,183.		285,120.	112,063.				\$ 112,063.
2	945,101.		712,800.	232,301.				232,301.
3	1111450.		1017781.	93,669.				93,669.
4	107,004.		130,086.	-23,082.				-23,082.
5	181,772.		282,449.	-100,677.				-100,677.
6	433,341.		476,405.	-43,064.				-43,064.
7	505,154.		477,632.	27,522.				27,522.
8	328,616.		323,092.	5,524.				5,524.
9	483,182.		597,000.	-113,818.				-113,818.
10	1007923.		819,509.	188,414.				188,414.
11	482,380.		730,706.	-248,326.				-248,326.
12	887,721.		874,209.	13,512.				13,512.
13	423,994.		703,925.	-279,931.				-279,931.
14	586,726.		512,505.	74,221.				74,221.
15	743,230.		634,512.	108,718.				108,718.
16	333.		0.	333.				333.
17	194.		0.	194.				194.
18	56.		0.	56.				56.
Total								\$ 47,629

Statement 7

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
Alliance Resource Partners, LP Charitable Contributions Pass through amount per K-1			100 00
Aspen Art Museum 590 N Mill Street Aspen, CO 81611			5,600 00
Cancer Center Council 7979 Wurzbach Rd., Suite 600 San Antonio, TX 78229			500 00
Cancer Therapy & Research Center 7979 Wurzbach Rd, Suite 600 San Antonio, TX 78229			9,000 00
Casady School 9500 N Pennsylvania Ave Oklahoma City, OK 73120			500.00
Japanese American National Museum 100 North Central Ave Los Angeles, CA 90012			5,000 00
Kipp Reach College Preparatory P O Box 776 Oklahoma City, OK 73101-1776			500 00
Leon Springs Presbyterian Church P O Box 692068 San Antonio, TX 78269			100 00
Mary and Joseph Abell Fund for ALS Research & Care Austin Community Foundation 4315 Guadalupe, Suite 300 Austin, TX 78751			100 00
National Western Art Foundation 201 W Market St San Antonio, TX 78205			257,700 00
NuStar GP Holdings, LLC Charitable Contributions Pass through amount per K-1			266 00
Port Aransas Museum P O Box 677 Port Aransas, TX 78373			2,000 00
Port Aransas Preservation & Historical Society P O Box 677 Port Aransas, TX 78373			5,000 00
San Angelo Area Foundation 2201 Sherwood Way San Angelo, TX 76901		Wade and Kyle Richardson Memorial Fund	200 00
San Antonio Botanical Society P O Box 6569 San Antonio, TX 78209			10,000 00
St Luke's Episcopal Church 11 St Luke's Lane San Antonio, TX 78209			1,000 00

Name and Address of Recipient Organization	Foundation Status - Public Unless Noted	Purpose of Grant - General Support Unless Noted	Amount
Texas Biomedical Forum P O Box 760549 San Antonio, TX 78245			100 00
Texas Biomedical Research Center f/k/a Southwest Foundation for Biomedical Research P.O Box 760549 San Antonio, TX 78245			308,050 00
The Briscoe Museum 201 W Market St San Antonio, TX 78205			100 00
The Charity Ball Association of San Antonio P O Box 6708 San Antonio, TX 78209			7,000 00
Treasurer General of NSDAR Office of Development 1776 D Street NW Washington, DC 20006-5303			1,000 00
TOTAL:			613,816.00

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

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

ABBOTT LABORATORIES	\$	927,476.
CVS CORP DEL		518,275.
CENTURYLINK INC		818,248.
CHEVRONTXACO		979,188.
COCA COLA COMPANY		349,250.
COLGATE PALMOLIVE CO		541,284.
EXXON MOBIL CORPORATION		761,100.
HONEYWELL INTERNATIONAL		1,098,769.
JOHNSON & JOHNSON		1,113,205.
MERCK & CO INC		678,009.
MICROCHIP TECHNOLOGIES		714,640.
MICROSOFT CORP		895,500.
TIME WARNER CABLE		788,791.
WALGREEN COMPANY		369,947.
ALLIANCE RESOURCE PARTNERS LP		825,193.
EL PASO PIPELINE PARTNERS LP		745,990.
ENTERPRISE PRD PARTNERS		930,416.
NUSTAR GP HOLDINGS LLC		967,835.
PLAINS ALL AMERICAN PIPELINE LP		438,862.
Total	\$	<u>14,461,978.</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>

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

ABBOTT LABORATORIES	\$	1,193,580.
CVS CORP DEL		859,750.
CENTURYLINK INC		1,246,200.
CHEVRON CORP		1,095,800.
COCA COLA COMPANY		404,000.
COLGATE PALMOLIVE CO		1,051,806.
EXXON MOBIL CORPORATION		868,500.
HONEYWELL INTERNATIONAL		1,161,000.
JOHNSON & JOHNSON		1,211,350.
MERCK & CO		883,400.
MICROCHIP TECHNOLOGY INC		934,640.
MICROSOFT CORP		884,100.
TIME WARNER CABLE		1,019,160.
WALGREEN COMPANY		373,054.
ALLIANCE RESOURCE PARTNERS LP		734,880.
EL PASO PIPELINE PARTNERS LP		766,920.
ENTERPRISE PROD PARTNERS		1,272,000.
NUSTAR GP HOLDINGS LLC		1,458,880.
PLAINS ALL AMERICAN PIPELINE LP		1,056,000.
Total	\$	<u>18,475,020.</u>

2011

Federal Supporting Detail

Page 2

JACK & VALERIE GUENTHER FOUNDATION

74-6053172

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

MORGAN STANLEY 4.75% 14 NOTES

	\$	387,366
Total	\$	<u>387,366</u>