

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private FoundationDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

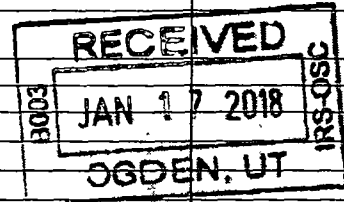
For calendar year 2016 or tax year beginning 8/01, 2016, and ending 7/31, 2017

JACK & VALERIE GUENTHER FOUNDATION
153 TREELINE PARK #300
SAN ANTONIO, TX 78209A Employer identification number
74-6053172B Telephone number (see instructions)
210-829-1800C 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 ☐G 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 04
☐ 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)
\$ 48,399,954.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,979.	3,979.		
4 Dividends and interest from securities	852,394.	852,394.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	893,763.			
b Gross sales price for all assets on line 6a	4,111,790.			
7 Capital gain net income (from Part IV, line 2)		893,763.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,750,136.	1,750,136.	0.	
13 Compensation of officers, directors, trustees, etc.	40,000.	20,000.		20,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other professional fees (attach sch) See St 1	24,250.	12,000.		12,250.
17 Interest	367.	367.		
18 Taxes (attach schedule) See Stm 2	29,070.	1,704.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	730.			730.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 3	14,215.	145.		13,287.
24 Total operating and administrative expenses. Add lines 13 through 23	108,632.	34,216.		46,267.
25 Contributions, gifts, grants paid Part XV	1,154,687.			1,154,687.
26 Total expenses and disbursements. Add lines 24 and 25.	1,263,319.	34,216.	0.	1,200,954.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	486,817.			
b Net investment income (if negative, enter 0-)		1,715,920.		
c Adjusted net income (if negative, enter 0-)			0.	

ENVELOPE
POSTMARK DATE
JAN 12 2017REVENUE
ADMINISTRATIVE
AND
EXPENSES

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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	2,378,881.	734,008.	734,008.
	3 Accounts receivable 50,138.			
	Less: allowance for doubtful accounts	14,960.	50,138.	50,138.
	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 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)	22,146,744.	24,219,449.	42,683,242.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment, basis			
LIABILITIES	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 4)	4,670,985.	4,932,566.	4,932,566.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	29,211,570.	29,936,161.	48,399,954.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe See Statement 5)		2,000.	
	23 Total liabilities (add lines 17 through 22)	0.	2,000.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	31,988,390.	32,882,153.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-2,776,820.	-2,947,992.	
	30 Total net assets or fund balances (see instructions)	29,211,570.	29,934,161.	
	31 Total liabilities and net assets/fund balances (see instructions)	29,211,570.	29,936,161.	

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	29,211,570.
2	Enter amount from Part I, line 27a	2	486,817.
3	Other increases not included in line 2 (itemize) See Statement 6	3	235,774.
4	Add lines 1, 2, and 3	4	29,934,161.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	29,934,161.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	800 SHARES ADVANSIX, INC	P	1/28/11	1/19/17
b	7,000 SHARES HOME DEPOT	P	12/31/12	7/31/17
c	20,000 SHARES SOUTHERN COMPANY	P	6/17/16	2/23/17
d	9,400 SHARES TRAVELERS COMPANIES INC	P	3/04/15	2/23/17
e	20,000 SHARES WELLS FARGO & CO	P	1/16/15	10/21/16

(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 19,616.		5,817.	13,799.
b 1,047,242.		427,700.	619,542.
c 993,785.		1,023,602.	-29,817.
d 1,149,968.		1,004,414.	145,554.
e 901,179.		756,494.	144,685.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			13,799.
b			619,542.
c			-29,817.
d			145,554.
e			144,685.

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	893,763.
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 instructions) If (loss), enter -0- in Part I, line 8]	3	-29,817.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,738,174.	37,178,885.	0.046752
2014	1,967,379.	37,887,796.	0.051926
2013	1,642,618.	33,996,311.	0.048318
2012	1,788,986.	29,719,066.	0.060197
2011	891,195.	25,541,293.	0.034892

2 Total of line 1, column (d)	2	0.242085
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	0.048417
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	40,308,096.
5 Multiply line 4 by line 3	5	1,951,597.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,159.
7 Add lines 5 and 6	7	1,968,756.
8 Enter qualifying distributions from Part XII, line 4	8	2,116,761.

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	17,159.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,159.
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	17,159.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	23,068.	
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		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	23,068.	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	5,909.	
11 Enter the amount of line 10 to be. Credited to 2017 estimated tax 5,909. 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 Instructions for the 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?	X	
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, col. (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 General Instruction G? <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 2016 or the taxable year beginning in 2016 (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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see 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 and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
16 At any time during calendar year 2016, 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	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>		

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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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 2016?	1 c	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	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>		
3 a 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 2016 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 2016.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2016?	4 b	X

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

5 a 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 4945(d)(4)(A)? (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)?

5 b 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)

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

☐ Yes ☒ No

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

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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	10,000.	0.	0.
JACK GUENTHER 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	Secretary PART	10,000.	0.	0.
ABIGAIL G. KAMPMANN 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	Vice-Pres PART	10,000.	0.	0.
JACK E. GUENTHER, JR. 153 TREELINE PARK, STE 300 SAN ANTONIO, TX 78209	Treasurer PART	10,000.	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: 6,900	
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	1 a	38,900,624.
b	Average of monthly cash balances	1 b	2,017,444.
c	Fair market value of all other assets (see instructions)	1 c	80,557.
d	Total (add lines 1a, b, and c)	1 d	40,998,625.
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	76,700.
3	Subtract line 2 from line 1d	3	40,921,925.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	613,829.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,308,096.
6	Minimum investment return. Enter 5% of line 5	6	2,015,405.

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	2,015,405.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a	17,159.
b	Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	17,159.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,998,246.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,998,246.
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	1,998,246.

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	1,200,954.
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	915,807.
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	2,116,761.
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	17,159.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,099,602.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,998,246.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			1,189,983.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 2,116,761.				
a Applied to 2015, but not more than line 2a			1,189,983.	
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 2016 distributable amount				926,778.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,071,468.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

BAA

Form 990-PF (2016)

N/A

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

(4) Gross investment income.

[illegible]

None

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
a Paid during the year SEE STATEMENT 8		PUBLIC		1,154,687.
Total			3 a	1,154,687.
b Approved for future payment				
Total			3 b	

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	3,979.		
4 Dividends and interest from securities			14	852,394.		
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	893,763.		
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)				1,750,136.		
13 Total. Add line 12, columns (b), (d), and (e)					13	1,750,136.

(See worksheet in line 13 instructions to verify calculations)

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

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	\$ 24,250.	\$ 12,000.		\$ 12,250.
Total	<u>\$ 24,250.</u>	<u>\$ 12,000.</u>	<u>\$ 0.</u>	<u>\$ 12,250.</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	\$ 27,366.			
FOREIGN TAX PAID	1,704.	\$ 1,704.		
Total	<u>\$ 29,070.</u>	<u>\$ 1,704.</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
BANK CHARGES	\$ 25.	\$ 25.		
CONSULTING FEES	1,763.			\$ 1,763.
INSURANCE	10,339.			10,339.
MEALS & ENTERTAINMENT	471.			236.
NONDEDUCTIBLE EXPENSES FROM K-1S	548.			
PASS-THRU ADR FEE	120.	120.		
POSTAGE & SHIPPING	790.			790.
SUPPLIES	159.			159.
Total	<u>\$ 14,215.</u>	<u>\$ 145.</u>	<u>\$ 0.</u>	<u>\$ 13,287.</u>

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

	Book Value	Fair Market Value
ASSETS FOR CHARITABLE PURPOSE	\$ 4,932,566.	\$ 4,932,566.
Total	<u>\$ 4,932,566.</u>	<u>\$ 4,932,566.</u>

2016

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JACK & VALERIE GUENTHER FOUNDATION

74-6053172

Statement 5
Form 990-PF, Part II, Line 22
Other Liabilities

INSURANCE ADVANCE FOR REPAIRS	\$	2,000.
Total	\$	<u>2,000.</u>

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

FAIR MARKET VALUE OF GIFTS OVER COST	\$	235,774.
Total	\$	<u>235,774.</u>

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
Alamo Heights School 7101 Broadway San Antonio, TX 78209			500 00
Alzheimer's Association San Antonio and South Texas Chapter 10223 McAllister Freeway, Suite 100 San Antonio, TX 78216			500 00
Art Pace 445 N Main Avenue San Antonio, TX 78205			5,000 00
Briscoe Western Art Museum a/k/a National Western Art Foundation 210 W Market Street San Antonio, TX 78205			55,000 00
Cancer Society of Greenville 113 Mills Avenue Greenville, SC 29605			1,000 00
Cancer Therapy & Research Center 7979 Wurzbach Rd, Ste 600 San Antonio, TX 78416			400 00
Charity Ball Association P O Box 6708 San Antonio, TX 78209			10,000 00
Ducks Unlimited P O Box 421825 Palm Coast, FL 32142			3,500 00
Las Casas Foundation 222 E Houston Street, # 640 San Antonio, TX 78205			11,000 00
Military-Civilian Charitable Foundation P O Box 6495 San Antonio, TX 78209			300 00
Mind Science Foundation 117 W El Prado Dr San Antonio, TX 78212			10,100 00
National Western Art Foundation a/k/a Briscoe Western Art Museum 210 W Market Street San Antonio, TX 78205		Sculpture installation	26,601 71
NuStar GP Holdings, LLC Charitable Contributions Pass-thru amount per K-1			204 00
Plains All American Pipeline, LP Charitable Contributions Pass-thru amount per K-1			56 00
Opera Guild of San Antonio PO Box 12290 San Antonio, TX 78212			300 00
Port Aransas Preservation & Historical Association P O Box 677 Port Aransas, TX 78373			10,650 00

Name and Address of Recipient Organization	Foundation Status - Public Unless Noted	Purpose of Grant - General Support Unless Noted	Amount
San Antonio Academy 117 E French Place San Antonio, TX 78212			100 00
San Antonio de Bexar NSDAR P O Box 781045 San Antonio, TX 78278-1045			200 00
San Antonio Humane Society 4804 Fredericksburg Road San Antonio, TX 78229			200 00
San Antonio Stock Show and Rodeo P O Box 200230 San Antonio, TX 78064			22,200 00
San Antonio River Foundation P O Box 830045 San Antonio, TX 78283			300 00
San Antonio Zoological Society 3903 N St Mary's Street San Antonio, TX 78212			34,100 00
Shriner's Hospital for Children 2900 Rocky Point Dr Tampa, FL 33607			100 00
St John the Evangelist Church 4603 St John's Way San Antonio, TX 78212			200 00
St Luke's Episcopal Church 11 St. Luke's Lane San Antonio, TX 78209			1,000 00
St Luke's Episcopal School 11 St. Luke's Lane San Antonio, TX 78209			3,625 00
St Mark's Episcopal Church 315 E Pecan San Antonio, TX 78205			200 00
Texas Biomedical Research Institute P O Box 760549 San Antonio, TX 78245			5,350 00
Texas Center for Policy Studies 707 Rio Grande, Suite 200 Austin, Texas, 78701		Friends of Lydia Ann Channel	25,000 00
Texas Historical Foundation 221 E 9th St, #205 Austin, TX 78701			25,000 00
Treasurer, General NSDAR 1776 D Street, NW Washington, DC 20006			1,500 00
United Way of San Antonio & Bexar County P O Box 898 San Antonio, TX 78293			5,000 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 7703 Floyd Curl Drive San Antonio, TX 78229		Neurodegenerative disease research	500 00
World Affairs Council of San Antonio 40 NE Loop 410, # 608 San Antonio, TX 78216			5,000 00
National Western Art Foundation a/k/a-Briscoe Western Art Museum 210 W Market Street San Antonio, TX 78205		Donated artwork (description and appraisals attached)	890,000 00
TOTAL			1,154,686.71

COPY

JACK AND VALERIE GUENTHER FOUNDATION

153 Treeline Park, Suite 300
 San Antonio, Texas 78209-1880
 (210) 829-1800; Fax (210) 829-5001

Valene Urschel Guenther
 President

Jack Guenther
 Secretary

Abigail Guenther Kampmann
 Vice President

Jack Guenther, Jr.
 Treasurer

July 11, 2017

Michael Duchemin, President and CEO
 Briscoe Western Art Museum
 210 W Market St.
 San Antonio, TX 78205

Dear Michael:

This letter shall evidence the gift of the following objects of art, which the Museum has on loan at the present time:

NO.	ARTIST	SIZE W/O FRAME (Height x Width)	MEDIUM	NAME
1	Balink, Henry	15½ x 20¼	Oil	<i>Zuni Pueblo</i>
2	Benton, Thomas Hart	12 x 9	Watercolor & ink	<i>Two Cowboys</i>
3	Borein, Edward	20 x 30	Ink/gouache	<i>Mexican Steer on the Prod</i>
4	Browning, Tom	40 x 34	Oil	<i>Spirit of the West</i>
5	Coleman, John	44 x 27½	Oil	<i>The Oracle</i>
6	Coleman, Nicholas	42 x 52	Oil	<i>Come and Take It - Gonzalez</i>
7	Darro, Tom	44 x 36	Oil	<i>Wedding Day</i>
8	Dunton, W.H.	27 x 36	Oil	<i>Battery of the U.S. Field Artillery Going Into Action</i>
9	Eggenhofer, Nick	24 x 36	Oil	<i>On the Santa Fe Trail</i>
10	Grelle, Martin	48 x 60	Oil	<i>Gathering Storm</i>
11	Hennings, Ernest Martin	7¾ x 9½	Etching	<i>Announcements</i>
12	Hennings, Ernest Martin	7¾ x 9½	Etching	<i>The Twins</i>
13	Hennings, Ernest Martin	7¾ x 9½	Etching	<i>Stringing the Bow</i>
14	Hennings, Martin	18 x 14	Oil	<i>Taos Pueblo Indian</i>
15	Houser, Allan	14 x 58 x 14	Bronze	<i>Buffalo Dance Relief</i>
16	Jackson, Harry	12" H	Bronze	<i>The Foreman</i>
17	Jackson, Harry	56½ x 64½	Bronze	<i>The Marshall, Five Foot (John Wayne as Rooster Cogburn)</i>