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

2009

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BARSTOW FOUNDATION	A Employer identification number 38-6151026	
	Number and street (or P.O. box number if mail is not delivered to street address) C/O CHEMICAL BANK, 235 E. MAIN STREET	Room/suite	B Telephone number (see page 10 of the instructions) 989 839-5305

H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,228,949	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	166,883	166,883		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a 196,000				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
b Less: Cost of goods sold 0					
c Gross profit or (loss) (attach schedule) 0					
11 Other income (attach schedule)	-882	20	0		
12 Total. Add lines 1 through 11	166,001	166,903	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	1,400	1,400	0	0
	c Other professional fees (attach schedule)	19,917	19,917	0	0
	17 Interest	7	7		
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,790	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses.				
Add lines 13 through 23	25,114	21,324	0	0	
25 Contributions, gifts, grants paid	210,000			210,000	
26 Total expenses and disbursements. Add lines 24 and 25	235,114	21,324	0	210,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-69,113				
b Net investment income (if negative, enter -0-)		145,579			
c Adjusted net income (if negative, enter -0-)			0		

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments		1,131,055	317,539
3	Accounts receivable ►	0		
	Less allowance for doubtful accounts ►	0		
4	Pledges receivable ►	0		
	Less: allowance for doubtful accounts ►	0		
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►	0		
	Less allowance for doubtful accounts ►	0		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10	a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)		1,024,032	1,752,053
	c Investments—corporate bonds (attach schedule)			4,891,243
11	Investments—land, buildings, and equipment basis ►	0		
	Less accumulated depreciation (attach schedule) ►	0		
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ►	0		
	Less accumulated depreciation (attach schedule) ►	0		
15	Other assets (describe ► ACCRUED DIVIDENDS)			
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		2,155,087	2,085,974
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
20	Loans from officers, directors, trustees, and other disqualified persons		0	0
21	Mortgages and other notes payable (attach schedule)		0	0
22	Other liabilities (describe ►)		0	0
23	Total liabilities (add lines 17 through 22)		0	0
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
	25	and complete lines 24 through 26 and lines 30 and 31.		
	26	Unrestricted		
	27	Temporarily restricted		
	28	Permanently restricted		
	29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
	30	and complete lines 27 through 31.		
	31	Capital stock, trust principal, or current funds		2,155,087
	32	Paid-in or capital surplus, or land, bldg, and equipment fund		2,085,974
	33	Retained earnings, accumulated income, endowment, or other funds		
34	Total net assets or fund balances (see page 17 of the instructions)		2,155,087	2,085,974
35	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,155,087	2,085,974

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	2,155,087
2	Enter amount from Part I, line 27a	2	-69,113
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,085,974
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,085,974

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 LEHMAN BROS CD		P	7/29/2008	2/6/2009
b MERIDIAN BK CD		P	1/7/2009	11/9/2009
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 98,000	0	98,000	0	
b 98,000	0	98,000	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(ii) 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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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		0	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3		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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	174,218	5,580,841	0.031217
2007	162,000	7,413,355	0.021852
2006	194,000	6,737,633	0.028793
2005	147,500	7,581,618	0.019455
2004	297,500	7,030,622	0.042315

2 Total of line 1, column (d) 2 0.143632

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 0.028726

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 3,276,266

5 Multiply line 4 by line 3 5 94,114

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,456

7 Add lines 5 and 6 7 95,570

8 Enter qualifying distributions from Part XII, line 4 8 210,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1 1,456
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	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2 0 3 1,456 4 5 1,456
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3 Add lines 1 and 2	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a 6,000 6b 6c 0 6d
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments:	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	
b Exempt foreign organizations—tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments. Add lines 6a through 6d	7 6,000
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 0
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 4,544
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 2,000 Refunded ►	11 2,544

Part VII-A Statements Regarding Activities

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?	Yes 1a X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes 1b X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	
c Did the foundation file Form 1120-POL for this year?	Yes 1c X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
(1) On the foundation. ► \$ 0 (2) On foundation managers. ► \$ 0	0
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0	0
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes 2 X
If "Yes," attach a detailed description of the activities.	
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	Yes 3 X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes 4a X
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes 4b N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes 5 X
If "Yes," attach the statement required by General Instruction T.	
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?	Yes 6 X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	Yes 7 X
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► MI	Yes 8b X
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	Yes 9 X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	Yes 10 X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes 10 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 page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address	► N/A		
14	The books are in care of ► TRUST DEPARTMENT, CHEMICAL BANK Telephone no. ► 989 839-8305 Located at ► 235 E. MAIN STREET MIDLAND MI ZIP+4 ► 48640		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 type="checkbox"/> Yes	<input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20_____ , 20_____ , 20_____ , 20_____		
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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0
-----	.00	0	0	0

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

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

Total number of other employees paid over \$50,000				► 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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	

All other program-related investments. See page 24 of the instructions

3	
Total. Add lines 1 through 3 ►	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,117,851
b	Average of monthly cash balances	1b	208,307
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,326,158
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,326,158
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	49,892
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,276,266
6	Minimum investment return. Enter 5% of line 5	6	163,813

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	163,813
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,456
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,456
3	Distributable amount before adjustments Subtract line 2c from line 1	3	162,357
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	162,357
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	162,357

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	210,000
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	210,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,456
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	208,544

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				162,357
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			93,260	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0			
b From 2005	0			
c From 2006	0			
d From 2007	0			
e From 2008	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 210,000			93,260	
a Applied to 2008, but not more than line 2a		0		
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				116,740
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				45,617
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 2009, enter the date of the ruling				►		
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or		<input type="checkbox"/> 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						
b	85% of line 2a				0	0	
c	Qualifying distributions from Part XII, line 4 for each year listed				0	0	
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0	0	
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0	0	
3	Complete 3a, b, or c for the alternative test relied upon:				0	0	
a	"Assets" alternative test—enter:				0	0	
(1)	Value of all assets				0	0	
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0	0	
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0	0	
c	"Support" alternative test—enter:				0	0	
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0	0	
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0	0	
(3)	Largest amount of support from an exempt organization				0	0	
(4)	Gross investment income				0	0	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JOHN E. KESSLER, CHEMICAL BANK 235 E. MAIN STREET MIDLAND MI 48640 989 839-5305

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

LETTER WITH ACCOMPANYING BROCHURES OR PAMPHLETS IF AVAILABLE

c Any submission deadlines:

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

NO GRANTS TO INDIVIDUALS OR RESEARCH PROGRAMS. NO LOANS PERMITTED.

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				
C.A.R.E. P.O. BOX 1871 MERRIFIELD VA 22116-9753	N/A	PUBLIC	UNRESTRICTED	30,000
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK NY 10038	N/A	PUBLIC	UNRESTRICTED	30,000
CHRISTMAS CARING 2009 P.O. BOX 2037 COTTONWOOD AZ 86326	N/A	PUBLIC	UNRESTRICTED	10,000
EASTER SEALS OF NORTHERN CALIFORNIA 20 PIMENTEL CT., STE. A-1 NOVATO CA 94949	N/A	PUBLIC	UNRESTRICTED	5,000
MARIN ABUSED WOMEN'S SERVICES 734 A STREET SAN RAFAEL CA 94901	N/A	PUBLIC	UNRESTRICTED	3,000
ROOTS OF PEACE 1299 FOURTH ST., STE. 200 SAN RAFAEL CA 94901	N/A	PUBLIC	UNRESTRICTED	2,000
DELTA COLLEGE FOUNDATION 1961 DELTA ROAD UNIVERSITY CENTER MI 48710	N/A	PUBLIC	UNRESTRICTED	5,000
ENTERPRISE COMMUNITY PARTNERS, INC. 10227 WINCOPIN CIRCLE COLUMBIA MD 21044	N/A	PUBLIC	UNRESTRICTED	5,000
SWANNANOA VALLEY CHRISTIAN MINISTRY P.O. BOX 235 BLACK MOUNTAIN NC 28711	N/A	PUBLIC	UNRESTRICTED	10,000
ASHEVILLE BUNCOMBE 30 CUMBERLAND AVE ASHEVILLE NC 28801	N/A	PUBLIC	UNRESTRICTED	5,000
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE NC 28801	N/A	PUBLIC	UNRESTRICTED	4,000
CHATTOOGA CONSERVANCY 8 SEQUOIA HILLS LANE CLAYTON GA 30525	N/A	PUBLIC	UNRESTRICTED	1,000
TRAVIS CO. DOMESTIC VIOLENCE RES. CTR. 1003 GUADALUPE STREET AUSTIN TX 78701	N/A	PUBLIC	UNRESTRICTED	10,000
THE DERRICK JOHNSON FOUNDATION 12 GREENWAY PLAZA, STE. 200 HOUSTON TX 77010	N/A	PUBLIC	UNRESTRICTED	10,000
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER ROAD FLINT MI 48503	N/A	PUBLIC	UNRESTRICTED	4,000
GREATER BOSTON FOOD BANK 99 ATKINSON STREET BOSTON MA 02118	N/A	PUBLIC	UNRESTRICTED	4,000
Total			► 3a	210,000
b Approved for future payment				0
				0
				0
				0
				0
				0
				0
				0
Total			► 3b	0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a	0		0	0	0
b	0		0	0	0
c	0		0	0	0
d	0		0	0	0
e	0		0	0	0
f	0		0	0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	166,883	
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			01	-882	
8 Gain or (loss) from sales of assets other than inventory				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a	0		0	0	0
b	0		0	0	0
c	0		0	0	0
d	0		0	0	0
e	0		0	0	0
12 Subtotal. Add columns (b), (d), and (e)	0		0	166,001	0
13 Total. Add line 12, columns (b), (d), and (e)				13	166,001
(See worksheet in line 12 instructions on page 28 to verify calculations.)					

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p> <p><i>[Handwritten signature of F. Currie]</i></p>				
<p>Signature of officer or trustee</p>		<p><i>3/15/10</i></p>	<p>Title</p> <p><i>Secretary</i></p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's signature</p> <p><i>F. Currie</i></p>	<p>Date</p> <p><i>3/2/2010</i></p>	<p>Check if self-employed</p> <p><input type="checkbox"/></p>	<p>Preparer's identifying number (see Signature on page 30 of the instructions)</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p> <p><i>CURRIE KENDALL PLC</i></p> <p><i>6024 EASTMAN AVE, MIDLAND, MI 48640-2518</i></p>			<p>EIN</p> <p><input type="checkbox"/></p>
<p>Phone no. <i>(989) 839-0300</i></p>				

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEW HAMPSHIRE CATHOLIC CHARITIES, INC.

 Person Business

Street

P.O. BOX 686

City

MANCHESTER

State

NH Zip code

Foreign Country

Relationship

N/A

Foundation Status

PUBLIC

Purpose of grant/contribution

NEW HAMPSHIRE FOOD BANK

Amount

4,000

Name

RICHMOND EMERGENCY FOOD PANTRY

 Person Business

Street

2369 BARRETT AVENUE

City

RICHMOND

State

CA Zip code

Foreign Country

Relationship

N/A

Foundation Status

PUBLIC

Purpose of grant/contribution

UNRESTRICTED

Amount

4,000

Name

FEEDING AMERICA

 Person Business

Street

35 EAST WACKER DR., STE. 2000

City

CHICAGO

State

IL Zip code

Foreign Country

Relationship

N/A

Foundation Status

PUBLIC

Purpose of grant/contribution

UNRESTRICTED

Amount

4,000

Name

HANDS EXTENDED LOVING PEOPLE

 Person Business

Street

910 E. TINKHAM AVENUE

City

LUDINGTON

State

MI Zip code

Foreign Country

Relationship

N/A

Foundation Status

PUBLIC

Purpose of grant/contribution

UNRESTRICTED

Amount

10,000

Name

UNICEF

 Person Business

Street

125 MAIDEN LANE

City

NEW YORK

State

NY Zip code

Foreign Country

Relationship

N/A

Foundation Status

PUBLIC

Purpose of grant/contribution

UNRESTRICTED

Amount

50,000

Name

 Person Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Line 11 (990-PF) - Other Income

		-882	20	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	KINDER MORGAN ENERGY PRPTS LP			0
2	EIN: 76-0380342:			0
3	PASSIVE INCOME UNALLOWED	-902		0
4	INTEREST INCOME	25		25
5	DIVIDEND INCOME	2		2
6	SECTION 1231 LOSS	-7		-7
7				0
8				0
9				0
10				0

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CURRIE KENDALL PLC - TAX PREP	1,400	1,400		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		19,917	19,917	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CHEMICAL BANK - INVESTMT FEES	19,917	19,917		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		3,790	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes
1	SECTION 4940 TAX ON INVESTMENT				
2	INCOME	3,790			
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	DOW CHEMICAL COMPANY	149,454	1,024,032	1,024,032	2,255,261	4,129,414
2	FEDERATED INC TR INST SHRS #36	11,826	0	125,000	0	125,000
3	PIMCO TOTAL RETURN FD #435	11,606	0	125,000	0	125,348
4	T ROWE PRICE HIGH YLD FD	10,714	0	63,750	0	68,786
5	VANGUARD S/T CORP BD FD #539	11,950	0	125,000	0	126,554
6	AT&T INC	500	0	12,664	0	14,015
7	ABBOTT LABS	300	0	13,515	0	16,197
8	ALTRIA GROUP INC	700	0	12,851	0	13,741
9	AMERICAN ELECTRIC POWER	400	0	12,332	0	13,916
10	AUTOMATIC DATA PROCESSING INC	300	0	11,432	0	12,846
11	BP PLC	250	0	13,203	0	14,493
12	CATERPILLAR TRACTOR CO	300	0	13,601	0	17,097
13	CHEVRON CORPORATION	200	0	13,718	0	15,398
14	EMERSON ELECTRIC CO	350	0	12,946	0	14,910
15	EXELON CORP	300	0	14,548	0	14,661
16	GENUINE PARTS CO	325	0	11,593	0	12,337
17	HOME DEPOT, INC.	450	0	12,164	0	13,019
18	JOHNSON & JOHNSON	200	0	11,970	0	12,882
19	KIMBERLY CLARK CORP	200	0	11,627	0	12,742
20	KRAFT FOODS, INC	800	0	21,674	0	21,744
21	ELI LILLY & CO	400	0	13,111	0	14,284
22	MCDONALDS CORP	200	0	11,146	0	12,488
23	MICROCHIP TECH	500	0	13,275	0	14,525
24	PPG INDs INC	300	0	16,171	0	17,562
25	SECTOR SPDR TR/ FINANCIAL	1,650	0	23,883	0	23,760
26	WASTE MANAGEMENT INC	400	0	11,847	0	13,524
27						

Part II, Line 13 (990-PF) - Investments - Other

				0	14,509	18,294
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1	INVESTMENT IN KINDER MORGAN LP	AT COST	0	14,509	18,294	
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
1	ACCRUED DIVIDENDS	0	1,873	1,873
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount													
Long Term CG Distributions		0						196,000		0		0	
Short Term CG Distributions		0										0	

Part VIII - Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part	0	0	0	0
	Compensation	Benefits	Expense Account	Explanation
1	0	0	0	
2	0	0	0	
3	0	0	0	
4	0	0	0	
5	0	0	0	
6	0	0	0	
7	0	0	0	
8				
9				
10				

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	93,260
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	93,260