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Form 990-PF

Return of Private Foundation

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

2011

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 01-01-2011, and ending 12-31-2011

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

Name of foundation
BARSTOW FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) CO CHEMICAL BANK 235 E MAIN STREET Room/suite

City or town, state, and ZIP code
MIDLAND, MI 48640

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,460,281** **J** Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

A Employer identification number
38-6151026

B Telephone number (see page 10 of the instructions)
(989) 839-5305

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 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)
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	227	227		
4	Dividends and interest from securities.	158,640	158,640		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,589			
b	Gross sales price for all assets on line 6a 146,347				
7	Capital gain net income (from Part IV, line 2) . . .		17,589		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)	-4,132			
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	172,324	176,456		

13	Compensation of officers, directors, trustees, etc			
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)	2,000	2,000	
c	Other professional fees (attach schedule)	33,765	4,765	29,000
17	Interest	35	35	
18	Taxes (attach schedule) (see page 14 of the instructions)	2,667	503	
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	344		
24	Total operating and administrative expenses.			
	Add lines 13 through 23	38,811	7,303	29,000
25	Contributions, gifts, grants paid.	145,000		145,000
26	Total expenses and disbursements. Add lines 24 and 25	183,811	7,303	174,000

27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-11,487		
b	Net investment income (if negative, enter -0-) . . .		169,153	
c	Adjusted net income (if negative, enter -0-) . . .			

	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	
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments		75,129	10,352	10,352	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►					
	4 Pledges receivable ►					
	Less allowance for doubtful accounts ►					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ►					
	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)	1,939,189	2,000,115	5,390,357		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	36,750	29,247	59,572			
14 Land, buildings, and equipment basis ►						
Less accumulated depreciation (attach schedule) ►						
15 Other assets (describe ►)	1,117	984				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,052,185	2,040,698	5,460,281			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)			0		
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		2,052,185	2,040,698		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	2,052,185	2,040,698				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,052,185	2,040,698				

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	2,052,185
2	Enter amount from Part I, line 27a	2	-11,487
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,040,698
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	2,040,698

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.)
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1a See Additional Data Table			
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)
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a See Additional Data Table			
b			
c			
d			
e			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	17,589
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	855

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))
2010	135,000	5,303,382	000 025455
2009	208,544	3,276,266	000 063653
2008	174,218	5,580,841	000 031217
2007	162,000	7,413,355	000 021852
2006	194,000	6,737,633	000 028793

2 Total of line 1, column (d).	2	000 170970
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	000 034194
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,949,124
5 Multiply line 4 by line 3.	5	203,424
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,692
7 Add lines 5 and 6.	7	205,116
8 Enter qualifying distributions from Part XII, line 4.	8	174,000

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	3,383	
	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 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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2.	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,100	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	2,100	
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	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	No
	<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>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	Yes	No
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>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
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>	Yes	No
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	No
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>	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MI		
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>	Yes	No
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 on page 27)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
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 ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <input type="checkbox"/> 15			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	No
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 ► 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)	2b	
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	3b	
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).	4a	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	No
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?		

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))? <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"/> Yes	5b		
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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 type="checkbox"/> No	6b		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	7b		
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?			

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 Additional Data Table				

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

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"

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.

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

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

1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

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	6,032,597
b Average of monthly cash balances.	1b	7,123
c Fair market value of all other assets (see page 24 of the instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	6,039,720
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	6,039,720
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input checked="" type="checkbox"/>	4	90,596
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,949,124
6 Minimum investment return. Enter 5% of line 5.	6	297,456

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	297,456
2a Tax on investment income for 2011 from Part VI, line 5.	2a	3,383
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	3,383
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	294,073
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	294,073
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	294,073

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 <input checked="" type="checkbox"/>	1a	174,000
b Program-related investments—total from Part IX-B.	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required).	3a	
b Cash distribution test (attach the required schedule).	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	174,000
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	174,000

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				294,073
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			173,722	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 174,000				
a Applied to 2010, but not more than line 2a			173,722	
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).				
d Applied to 2011 distributable amount.			278	
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				293,795
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
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 page 27 of the instructions and Part VII-A, question 9)

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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

JULY 31, ANNUALLY - TRUSTEES MEET ANNUALLY TO CONSIDER GRANT REQUESTS

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 See Additional Data Table				
Total			► 3a	145,000
b Approved for future payment				
Total			► 3b	

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 page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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	227		
4 Dividends and interest from securities.			14	158,640		
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	17,589		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
SEE STMT FOR PART 1, LINE						
11 Other revenue a12			01	-4,132		
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					172,324	
13 Total. Add line 12, columns (b), (d), and (e).						172,324

(See worksheet in line 13 instructions on page 28 to verify calculations)

Relationship of Activities to the Accomplishment

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

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<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>***** Signature of officer or trustee</p>	<p>2012-05-10 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>PTIN</p>
	<p>RAMON F ROLF JR</p>	<p>2012-05-10</p>		
	<p>Firm's name</p>	<p>CURRIE KENDALL PLC</p>		<p>Firm's EIN</p>
	<p>6024 EASTMAN AVE</p>			
<p>Firm's address</p>	<p>MIDLAND, MI 486402518</p>		<p>Phone no (989) 839-0300</p>	

May the IRS discuss this return with the preparer shown above? See Instructions Yes No

Additional Data

Software ID: 11000218
Software Version: 2011.0.0
EIN: 38-6151026
Name: BARSTOW FOUNDATION

Part VI Line 7 - Tax Paid Original Return: 2100

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 SH GENUINE PARTS CO	P	2010-01-19	2011-04-12
325 SH GENUINE PARTS CO	P	2009-09-04	2011-04-12
230 SH PIMCO TOT RET FD	P	2009-08-28	2011-12-14
150 SH PPG IND'S INC	P	2009-09-04	2011-04-12
800 SH SLCT SCTR FINCL ETF	P	2009-09-04	2011-10-31
1889 SH VNGRD INT'L VAL FD	P	2010-01-19	2011-04-12
784 SH VNGRD INT'L VAL FD	P	2010-10-12	2011-04-12
235 SH VNGRD ST CORP BD FD	P	2009-08-28	2011-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,758		7,818	2,940
17,482		11,593	5,889
2,500		2,475	25
14,065		8,085	5,980
10,920		11,327	-407
62,267		60,000	2,267
25,855		25,000	855
2,500		2,460	40

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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))
(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	
			2,940
			5,889
			25
			5,980
			-407
			2,267
			855
			40

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID O BARSTOW	CO-CHAIR 002 00	0		
221 HOLLAND DRIVE BLACK MOUNTAIN, NC 28711				
WILLIAM R DIXON	CO-CHAIR 002 00	0		
333 BELVADEIR DRIVE BELVADEIR, CA 94920				
JOHN E KESSLER	SECRETARY 002 00	0		
235 E MAIN STREET MIDLAND, MI 48640				
RUTH DIXON	TRUSTEE 001 00	0		
515 HILLCREST MIDLAND, MI 48640				
DR RICHARD G BARSTOW	TRUSTEE 001 00	0		
105 SILVERLEAF SEDONA, AZ 86336				
ROBERT G BARSTOW	TRUSTEE 001 00	0		
WINDY POINT PARK 14421 AUSTIN, TX 78732				
JOHN C BARSTOW	TRUSTEE 001 00	0		
PO BOX 1089 SHERBORN, MA 01770				

Form 990PF Part XV Line 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				
HANDS EXTENDED LOVING PEOPLE 910 E TINKHAM AVENUE LUNDINGTON, MI 49431	NONE	PUBLIC	UNRESTRICTED	10,000
CHRISTMAS CARING 2011 PO BOX 2037 COTTONWOOD, AZ 86326	NONE	PUBLIC	UNRESTRICTED	10,000
EASTER SEALS INC 233 S WACKER DRIVE STE 2400 CHICAGO, IL 60606	NONE	PUBLIC	UNRESTRICTED	2,000
CHRISTMAS FOR ALL INC PO BOX 6200 COEUR DALENE, ID 83816	NONE	PUBLIC	UNRESTRICTED	2,000
MIDLAND AREA COMMUNITY FOUNDATION 76 ASHMAN CIRCLE MIDLAND, MI 48640	NONE	PUBLIC	CENTRAL PARK BANDSHELL PROJECT	10,000
ASHEVILLE BUNCOMBE COMM CHRSTN MNS 30 CUMBERLAND AVENUE ASHEVILLE, NC 28801	NONE	PUBLIC	UNRESTRICTED	8,000
SALVATION ARMY RAY JOAN KROC CORP 1765 W GOLF COURSE ROAD COEUR DALENE, ID 83816	NONE	PUBLIC	UNRESTRICTED	1,000
CAREPO BOX 1871 MERRIFIELD, VA 22116	NONE	PUBLIC	RESTRICTED TO GENERAL FUND	15,000
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PUBLIC	RESTRICTED TO GENERAL FUND	20,000
ASSISTANCE LEAGUE OF AUSTIN 4901 BURNET ROAD AUSTIN, TX 78756	NONE	PUBLIC	UNRESTRICTED	10,000
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL, CA 94901	NONE	PUBLIC	UNRESTRICTED	4,000
SWANNANOA VALLEY CHRISTIAN MINISTRY 101 N RIDGEWAY AVE BLACK MOUNTAIN, NC 28711	NONE	PUBLIC	UNRESTRICTED	12,000
HOSPICE AUSTIN 4107 SPICEWOOD SP RD STE 100 AUSTIN, TX 78759	NONE	PUBLIC	CHARITY CARE	10,000
HAYDEN ENTERPRISES GIVING FUND 963 SW SIMPSON AVE ST 110 BEND, OR 97702	NONE	PUBLIC	UNRESTRICTED	5,000
GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON, MA 02118	NONE	PUBLIC	UNRESTRICTED	4,000
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER ROAD FLINT, MI 48503	NONE	PUBLIC	UNRESTRICTED	4,000
NASHUA SOUP KITCHEN SHELTER INC 42 CHESTNUT STREET NASHUA, NH 03061	NONE	PUBLIC	UNRESTRICTED	4,000
RICHMOND EMERGENCY FOOD PANTRY PO BOX 2598 ELCERRITO, CA 94530	NONE	PUBLIC	UNRESTRICTED	4,000
FEEDING AMERICA 35 EAST WACKER DR STE 2000 CHICAGO, IL 60601	NONE	PUBLIC	UNRESTRICTED	4,000
FIRST UNION AFRICAN BAPTIST CHURCH 2 MAGNOLIA COURT DAUFUSKIE ISLAND, SC 29915	NONE	PUBLIC	RESTRICTED GOOD NGHBR FUND	5,000
MARIN BRAIN INJURY NETWORK 1132 MAGNOLIA AVENUE LARKSPUR, CA 94939	NONE	PUBLIC	UNRESTRICTED	1,000
Total			► 3a	145,000

TY 2011 Accounting Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 11000218

Software Version: 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURRIE KENDALL PLC - TAX PREP	2,000	2,000		

TY 2011 General Explanation Attachment

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
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**TY 2011 Investments Corporate
Stock Schedule**

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
149454 shares of DOW CHEMICAL COMPANY	1,024,032	4,298,297
7175 shares of FEDERATED INC TR INST SHRS 36	75,837	76,698
7103 shares of PIMCO TOTAL RETURN FD 435	76,500	77,210
8473 shares of T ROWE PRICE HIGH YLD FD	51,843	54,992
7142 shares of VANGUARD S/T CORP BD FD 539	74,962	75,987
750 shares of ATT INC	19,196	22,680
400 shares of ABBOTT LABS	18,829	22,492
1000 shares of ALTRIA GROUP INC	19,015	29,650
400 shares of AMERICAN ELECTRIC POWER	12,332	16,524
500 shares of AUTOMATIC DATA PROCESSING INC	19,776	27,005
450 shares of ROYAL DUTCH SHELL PLC	32,534	32,891
300 shares of CATERPILLAR TRACTOR CO	13,601	27,180
300 shares of CHEVRON CORPORATION	22,073	31,920
350 shares of EMERSON ELECTRIC CO	12,946	16,307
300 shares of EXELON CORP	14,548	13,011
700 shares of HOME DEPOT, INC.	20,023	29,428
350 shares of JOHNSON JOHNSON	21,438	22,953
300 shares of KIMBERLY CLARK CORP	17,907	22,068
800 shares of KRAFT FOODS, INC	21,674	29,888
600 shares of ELI LILLY CO	20,567	24,936
325 shares of MCDONALDS CORP	19,084	32,607
700 shares of MICROCHIP TECH	17,643	25,641
150 shares of PPG INDs INC	8,085	12,524
600 shares of WASTE MANAGEMENT INC	19,121	19,626
800 shares of INVESTO LTD	17,092	16,072
500 shares of HONEYWELL INTL INC	22,716	27,175
1450 shares of INTEL CORP	28,628	35,163
800 shares of NYSE EURONEXT	21,243	20,880
200 shares of NEXTERA ENERGY INC	10,160	12,176
300 shares of NUCOR CORP	11,949	11,871

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1200 shares of PFIZER	20,561	25,968
350 shares of PROCTOR GAMBLE CO	21,630	23,349
1250 shares of VANGUARD INTL EMERGING MKT ETF	54,197	47,763
400 shares of VERIZON COMMUNICATIONS	12,964	16,048
1000 shares of CHEMICAL FINANCIAL CORP	20,268	21,320
500 shares of HCP INC	20,175	20,715
1400 shares of ISHARES TR MSCI EAFE INDEX FD	84,966	69,342

TY 2011 Investments - Other Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 11000218**Software Version:** 2011.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN KINDER MORGAN LP	AT COST	9,695	33,980
INVESTMENT IN BUCKEYE PARTNERS LP	AT COST	19,552	25,592

TY 2011 Other Assets Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 11000218**Software Version:** 2011.0.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS	1,117	984	

TY 2011 Other Expenses Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONDEDUCTIBLE EXP FROM LMTD PARTNERSHP	12			
NON DIV DISTRIBUTION PRIOR YR ADJSTMT	329			
CHAR CONTRIBUTION FROM LMTD PARNTERSHP	3			

TY 2011 Other Income Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 11000218**Software Version:** 2011.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CURNT YR PASSIVE LOSS UNALLOWED	-3,855		
CURRENT YR SECTION 1231 GAIN	43	43	
PRIOR YR PAL ADJUSTMENT		-43	
CURNT YR PASSIVE LOSS UNALLOWED	-471		
CURRENT YR SECTION 1231 GAIN	151	151	
PRIOR YR PAL ADJUSTMENT		-151	

TY 2011 Other Professional Fees Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHEMICAL BANK - INVESTMT FEES	33,765	4,765		29,000

TY 2011 Taxes Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDEND INC	503	503	0	0
TAX ON INVESTMENT INCOME	2,164	0	0	0