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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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) CO CHEMICAL BANK 235 E MAIN STREET		B Telephone number (see instructions) (989) 839-5305			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,952,534		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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)
Revenue	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	112	112		
	4 Dividends and interest from securities.	263,308	263,308		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	92,803			
	b Gross sales price for all assets on line 6a 337,759				
	7 Capital gain net income (from Part IV, line 2)		92,803		
	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)					
11 Other income (attach schedule)	-2,922	-1,289			
12 Total. Add lines 1 through 11	353,301	354,934			
Operating and Administrative Expenses	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)	3,400	3,400		
	c Other professional fees (attach schedule)	32,756	3,756	29,000	
	17 Interest	29	29		
	18 Taxes (attach schedule) (see instructions)	5,764	681		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,257	754	503	
	22 Printing and publications				
	23 Other expenses (attach schedule)	9			
	24 Total operating and administrative expenses.	43,215	8,620	29,503	
25 Contributions, gifts, grants paid.	264,880		264,880		
26 Total expenses and disbursements. Add lines 24 and 25	308,095	8,620	294,383		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	45,206				
b Net investment income (if negative, enter -0-)		346,314			
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		10,352	74,084	
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)	2,000,115	2,005,566	5,920,618	
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)	29,247	5,321	31,916	
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)	984	933		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,040,698	2,085,904	5,952,534	
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		
Net Assets or Fund Balances					
	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				
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		2,040,698	2,085,904	
30	Total net assets or fund balances (see page 17 of the instructions)		2,040,698	2,085,904	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,040,698	2,085,904	

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	2,040,698
2	Enter amount from Part I, line 27a	2	45,206
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,085,904
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	2,085,904

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)
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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	92,803
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

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))
2011	174,000	5,949,124	000 029248
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

2 Total of line 1, column (d).	2	000 171425
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 034285
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,826,226
5 Multiply line 4 by line 3.	5	199,752
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,463
7 Add lines 5 and 6.	7	203,215
8 Enter qualifying distributions from Part XII, line 4.	8	294,383

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	3,463
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	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	3,463
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	3,463
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,800
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	3,800
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	337
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 337 Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
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)?	1b	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>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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>	2	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>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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>	5	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?	6	Yes
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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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>	8b	Yes
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
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 ► and enter the amount of tax-exempt interest received or accrued during the year. ► 15

16 At any time during calendar year 2012, 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

See 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		
1b 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)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here.	1b	
1c 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 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
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) ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	3a	
b If "Yes," did it have excess business holdings in 2012 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 2012.) ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	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 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). (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 <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>		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	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
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	
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>		6b No
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

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).

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

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

Total number of others receiving over \$50,000 for professional services.

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 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		

Total. Add lines 1 through 3.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 5,872,732
b	Average of monthly cash balances.	1b 42,218
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 5,914,950
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 5,914,950
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4 88,724
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 5,826,226
6	Minimum investment return. Enter 5% of line 5.	6 291,311

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.	1 291,311
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 3,463
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 3,463
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 287,848
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 287,848
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.	7 287,848

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 <input checked="" type="checkbox"/>	1a 294,383
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	4 294,383
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 3,463
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 290,920

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				287,848
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			293,795	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 294,383				
a Applied to 2011, but not more than line 2a			293,795	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				588
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				287,260
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIV Private Operating Foundations (see 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 2012, enter the date of the ruling. <input type="text"/>			
b	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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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 <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	264,880
b <i>Approved for future payment</i>				
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 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	112		
4 Dividends and interest from securities.			14	263,308		
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	92,803		
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	-2,922		
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					353,301	
13 Total. Add line 12, columns (b), (d), and (e).						353,301

(See worksheet in line 13 instructions to verify calculations)

B Relationship of Activities to the Accomplishment of Exempt Purposes
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 instructions.)

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)
400 UNITS BUCKEYE PRTNRS LP	P	2010-05-24	2012-10-04
150 SH CATERPILLAR TRCTR	P	2009-09-04	2012-04-19
150 SH CATERPILLAR TRCTR	P	2009-09-04	2012-10-04
2 SH DOW CHEMICAL CO	P	1989-10-30	2012-12-20
300 SH DOW CHEMICAL CO	D	1990-08-27	2012-12-20
2498 SH DOW CHEMICAL CO	D	1975-02-11	2012-12-20
7175 SH FDRTD INC TR 36	P	2009-08-28	2012-04-19
450 SH INTEL CORP	P	2011-04-12	2012-04-19
CIL KRAFT FOODS GRP	P	2009-09-04	2012-10-01
200 SH ELI LILLY CO	P	2010-10-12	2012-04-19
100 SH ELI LILLY CO	P	2009-09-04	2012-04-19
200 SH NYSE EURONEXT	P	2010-10-12	2012-04-19
600 SH NYSE EURONEXT	P	2010-01-19	2012-04-19
350 SH PROCTER GMBL	P	2010-10-12	2012-04-19
300 SH VANGRD MSCI EMRG	P	2010-10-12	2012-04-19
950 SH VANGRD MSCI EMRG	P	2010-01-19	2012-04-19

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)
19,244		17,870	1,374
16,273		6,801	9,472
12,874		6,801	6,073
48		33	15
9,632		4,459	5,173
80,220		17,212	63,008
76,770		75,837	933
12,519		8,937	3,582
31		19	12
7,942		7,456	486
3,971		3,278	693
5,408		5,123	285
16,224		15,303	921
23,341		21,630	1,711
12,783		13,965	-1,182
40,479		40,232	247

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

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	
			1,374
			9,472
			6,073
			15
			5,173
			63,008
			933
			3,582
			12
			486
			693
			285
			921
			1,711
			-1,182
			247

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 LUDINGTON, MI 49431	NONE	PUBLIC	UNRESTRICTED	19,800
CHRISTMAS CARING 2012 PO BOX 2037 COTTONWOOD, AZ 86326	NONE	PUBLIC	UNRESTRICTED	19,800
EASTER SEALS INC 233 S WACKER DRIVE STE 2400 CHICAGO, IL 60606	NONE	PUBLIC	UNRESTRICTED	4,000
CHRISTMAS FOR ALL INC PO BOX 6200 COEUR DALENE, ID 83816	NONE	PUBLIC	UNRESTRICTED	4,000
ASHEVILLE BUNCOMBE COMM CHRSTN MNSTRY 30 CUMBERLAND AVENUE ASHEVILLE, NC 28801	NONE	PUBLIC	VETERANS RESTORATION QUARTERS	10,000
CARE PO BOX 1871 MERRIFIELD, VA 22116	NONE	PUBLIC	UNRESTRICTED	20,000
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PUBLIC	RESTRICTED TO GENERAL FUND	20,000
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL, CA 94901	NONE	PUBLIC	UNRESTRICTED	7,000
SWANNANOA VALLEY CHRISTIAN MINISTRY 101 N RIDGEWAY AVE BLACK MOUNTAIN, NC 28711	NONE	PUBLIC	UNRESTRICTED	17,300
HOSPICE AUSTIN 4107 SPICEWOOD SP RD STE 100 AUSTIN, TX 78759	NONE	PUBLIC	CHARITY CARE	30,000
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	8,000
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER ROAD FLINT, MI 48503	NONE	PUBLIC	UNRESTRICTED	8,000
NASHUA SOUP KITCHEN & SHELTER INC 42 CHESTNUT STREET NASHUA, NH 03061	NONE	PUBLIC	UNRESTRICTED	8,000
RICHMOND EMERGENCY FOOD PANTRY PO BOX 2598 EL CERRITO, CA 94530	NONE	PUBLIC	UNRESTRICTED	8,000

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
a Paid during the year				
FEEDING AMERICA 35 EAST WACKER DR STE 2000 CHICAGO, IL 60601	NONE	PUBLIC	UNRESTRICTED	7,600
FIRST UNION AFRICAN BAPTIST CHURCH 2 MAGNOLIA COURT DAUFUSKIE ISLAND, SC 29915	NONE	PUBLIC	GOOD NEIGHBORHOOD FUND	7,000
HILLSDALE COLLEGE 33 E COLLEGE STREET HILLSDALE, MI 49242	NONE	PUBLIC	UNRESTRICTED	10,000
WOUNDED WARRIOR PROJECT 4899 BELFORT RD STE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC	UNRESTRICTED	2,000
BLACK MOUNTAIN HOME 80 LAKE EDEN ROAD BLACK MOUNTAIN, NC 28711	NONE	PUBLIC	UNRESTRICTED	1,000
ALS TDI 300 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139	NONE	PUBLIC	UNRESTRICTED	1,000
SABOT AT STONY POINT INC 3400 STONY POINT RD RICHMOND, VA 23235	NONE	PUBLIC	ANNUAL FUND	1,000
THE SALVATION ARMY 1765 W GOLF COURSE ROAD COEUR DALENE, ID 83816	NONE	PUBLIC	UNRESTRICTED	4,000
BRAIN INJURY NETWORK OF THE BAY AREA 1132 MAGNOLIA AVENUE LARKSPUR, CA 94939	NONE	PUBLIC	UNRESTRICTED	1,000
HABITAT FOR HUMANITY 645 HARRISON STREET STE 201 SAN FRANCISCO, CA 94107	NONE	PUBLIC	UNRESTRICTED	1,000
WORLD WILD LIFE FUND 1250 24TH STREET NW WASHINGTON DC, DC 20037	NONE	PUBLIC	UNRESTRICTED	1,000
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PUBLIC	PURCHASE OF COWS	1,000
ST VINCENTS SCHOOL FOR BOYS 1 ST VINCENTS DRIVE SAN RAFAEL, CA 94903	NONE	PUBLIC	CHRISTMAS FOR KIDS FUND	1,000
AMERICAN RED CROSS PO BOX 97089 WASHINGTON DC, DC 20090	NONE	PUBLIC	DISASTER RELIEF FUND	3,600
COLORADO RIVER FOUNDATION 3625 LAKE AUSTIN BOULEVARD AUSTIN, TX 78703	NONE	PUBLIC	YOUTH EXPERIENCE	8,600

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				
MIDLAND HISTORICAL SOCIETY 3417 W MAIN STREET MIDLAND, MI 48640	NONE	PUBLIC	PRESERVATION OF BARSTOW FLYING SERVICE LOGO	1,000
CITY OF MIDLAND 333 W ELLSWORTH MIDLAND, MI 48640	NONE	PUBLIC	INVASIVE TREE PROGRAM BARSTOW WOODS PARK	12,980
CITY OF MIDLAND 333 W ELLSWORTH MIDLAND, MI 48640	NONE	PUBLIC	PARK BENCHES BARSTOW WOODS PARK	3,900
ASHEVILLE BUNCOMBE COMM CHRSTN MNSTRY 30 CUMBERLAND AVENUE ASHEVILLE, NC 28801	NONE	PUBLIC	UNRESTRICTED	7,300
Total			► 3a	264,880

TY 2012 Accounting Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 12000057

Software Version: 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURRIE KENDALL PLC - TAX PREP	3,400	3,400		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 12000057

Software Version: 12.13.328.3

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
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TY 2012 General Explanation Attachment

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 12000057

Software Version: 12.13.328.3

**TY 2012 Investments Corporate
Stock Schedule**

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 12000057

Software Version: 12.13.328.3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
146654 shares of DOW CHEMICAL COMPANY	1,002,329	4,741,324
9337 shares of PIMCO TOTAL RETURN FD 435	101,500	104,950
10705 shares of T ROWE PRICE HIGH YLD FD	66,843	74,724
7142 shares of VANGUARD S/T CORP BD FD 539	74,962	77,344
750 shares of ATT INC	19,196	25,283
400 shares of ABBOTT LABS	18,829	26,200
1000 shares of ALTRIA GROUP INC	19,015	31,440
400 shares of AMERICAN ELECTRIC POWER	12,332	17,072
500 shares of AUTOMATIC DATA PROCESSING INC	19,776	28,465
450 shares of ROYAL DUTCH SHELL PLC	32,534	31,028
300 shares of CHEVRON CORPORATION	22,073	32,442
500 shares of EMERSON ELECTRIC CO	20,347	26,480
300 shares of EXELON CORP	14,548	8,922
700 shares of HOME DEPOT, INC.	20,023	43,295
350 shares of JOHNSON JOHNSON	21,438	24,535
300 shares of KIMBERLY CLARK CORP	17,907	25,329
800 shares of MONDELEZ INTL INC	14,069	20,363
300 shares of ELI LILLY CO	9,833	14,796
325 shares of MCDONALDS CORP	19,084	28,668
700 shares of MICROCHIP TECH	16,661	22,813
150 shares of PPG INDS INC	8,085	20,303
700 shares of WASTE MANAGEMENT INC	22,290	23,618
800 shares of INVESTO LTD	17,092	20,872
500 shares of HONEYWELL INTL INC	22,716	31,735
1000 shares of INTEL CORP	19,691	20,620
200 shares of NEXTERA ENERGY INC	10,160	13,838
300 shares of NUCOR CORP	11,949	12,948
1200 shares of PFIZER	20,561	30,095
400 shares of VERIZON COMMUNICATIONS	12,964	17,308
1000 shares of CHEMICAL FINANCIAL CORP	20,268	23,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
600 shares of HCP INC	24,454	27,096
1400 shares of ISHARES TR MSCI EAFE INDEX FD	84,966	79,604
266 shares of KRAFT FOODS GROUP INC	7,586	12,095
450 shares of BRISTOL MYERS SQUIBB CO	15,457	14,666
400 shares of KLA TENCOR CORP	19,028	19,104
3686 shares of LAZARD EMERG MKT INST 638	70,000	72,027
6510 shares of PRUDENTIAL SHORT TERM CORP BD	75,000	75,456

TY 2012 Investments - Other Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 12000057**Software Version:** 12.13.328.3

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN KINDER MORGAN LP	AT COST	5,321	31,916

TY 2012 Other Assets Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS	984	933	

TY 2012 Other Expenses Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 12000057

Software Version: 12.13.328.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONDEDUCTIBLE EXP FROM LMTD PARTNERSHP	8			
CHAR CONTRIBUTION FROM LMTD PARNTERSHP	1			

TY 2012 Other Income Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CURNT YR PASSIVE LOSS UNALLOWED	-2,495		
CURRENT YR SECTION 1231 GAIN	23	23	
PRIOR YR PAL ADJUSTMENT		-23	
CURNT YR PASSIVE LOSS	-406	-406	
CURRENT YR SECTION 1231 LOSS	-44	-44	
PRIOR YR PAL ADJUSTMENT		-839	

TY 2012 Other Professional Fees Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHEMICAL BANK - INVESTMT FEES	32,631	3,631		29,000
CHEMICAL BANK - TAX FEE	125	125		

TY 2012 Taxes Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDEND INC	681	681		
TAX ON INVESTMENT INCOME	5,083			