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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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 715 EAST MAIN ST

Room/suite

B Telephone number (see instructions)
(989) 839-5305

City or town, state or province, country, and ZIP or foreign postal code
MIDLAND, MI 48640

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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)*▶$ 7,961,933

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	150	150		
	4	Dividends and interest from securities	255,732	255,732		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	127,198			
	b	Gross sales price for all assets on line 6a 263,840				
	7	Capital gain net income (from Part IV, line 2)		127,198		
	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)	1,099	-11,959		
	12	**Total.** Add lines 1 through 11	384,179	371,121		
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)	2,155	2,155		
	c	Other professional fees (attach schedule)	33,359	33,359		
	17	Interest	24	24		
	18	Taxes (attach schedule) (see instructions)	1,738	238		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,277	35,776		0
	25	Contributions, gifts, grants paid	313,000			313,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	350,277	35,776		313,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	33,902			
	b	**Net investment income** (if negative, enter -0-)		335,345		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	50,825	68,855	68,855
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 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)	1,989,118	1,988,932	7,876,163
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)	1,078	17,128	16,915
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	4	12	
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,041,025	2,074,927	7,961,933
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 ▶ ☐ **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 ▶ ☑ **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	2,041,025	2,074,927	
30	**Total net assets or fund balances** (see instructions)	2,041,025	2,074,927	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,041,025	2,074,927	

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	2,041,025
2	Enter amount from Part I, line 27a	2	33,902
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,074,927
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	2,074,927

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)
1 a	PUBLICALLY TRADED SECURITIES			
b	LONG TERM CAPITAL GAIN DIVIDENDS			
c	KINDER MORGAN LP MERGER			
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	220,108		136,642	83,466
b	2,680			2,680
c	41,052			41,052
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				83,466
b				2,680
c				41,052
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	127,198
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 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))
2013	291,699	6,446,185	000 045251
2012	290,920	5,826,226	000 049933
2011	174,000	5,949,124	000 029248
2010	135,000	5,303,382	000 025455
2009	208,544	3,276,266	000 063653

2	**Total** of line 1, column (d).	2	000 213540
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 042708
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	8,555,668
5	Multiply line 4 by line 3.	5	365,395
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,353
7	Add lines 5 and 6.	7	368,748
8	Enter qualifying distributions from Part XII, line 4.	8	313,000

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

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	6,707
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	6,707
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	6,707
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 2,855		
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	2,855
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	3,852
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 2015 estimated tax** ▶ **Refunded** ▶	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 Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? *If "No," attach explanation*	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		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 instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
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 ▶715 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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ 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 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2014?	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))? ☐ Yes ☑ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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 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	Expenses
1 N/A	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	8,525,968
b	Average of monthly cash balances	1b	159,989
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,685,957
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	8,685,957
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,289
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,555,668
6	**Minimum investment return.** Enter 5% of line 5	6	427,783

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	427,783
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,707		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,707
3	Distributable amount before adjustments Subtract line 2c from line 1			3	421,076
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	421,076
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	421,076

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	1a	313,000
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	313,000
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	313,000

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 instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				421,076
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			312,780	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 313,000				
a Applied to 2013, but not more than line 2a			312,780	
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 2014 distributable amount.				220
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				420,856
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
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 address of the person to whom applications should be addressed

JOHN E KESSLER CHEMICAL BANK
715 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				313,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	150	
4 Dividends and interest from securities			14	255,732	
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	127,198	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a SEE STMT FOR PART 1, LINE 12			01	1,099	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				384,179	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 384,179

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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) is based on all information of which preparer has any knowledge

******	2015-05-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
RAMON F ROLF		2015-05-12		

Firm's name ▶ Chalgian & Tripp Law Offices PLLC	Firm's EIN ▶
Firm's address ▶ 5820 Eastman Ave Midland, MI 48640	Phone no (989) 423-1200

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 221 HOLLAND DRIVE BLACK MOUNTAIN, NC 28711	CO-CHAIR 002 00	0		
WILLIAM R DIXON 2656 BRIDGEWAY STE 201 SAUSALITO, CA 94965	CO-CHAIR 002 00	0		
JOHN E KESSLER 715 E MAIN STREET MIDLAND, MI 48640	SECRETARY 002 00	0		
RUTH DIXON 515 N GARDEN PLAZA CT APT 312 POST FALLS, ID 83854	TRUSTEE 001 00	0		
ROBERT G BARSTOW 10600 PLUMEWOOD DRIVE AUSTIN, TX 78750	TRUSTEE 001 00	0		
JOHN C BARSTOW 7454 SPICEWOOD SPRINGS AUSTIN, TX 78759	TRUSTEE 001 00	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HANDS EXTENDED LOVING PEOPLE 910 E TINKHAM AVENUE LUDINGTON, MI 49431	NONE	PC	UNRESTRICTED	18,750
CHRISTMAS CARING 2014 PO BOX 2037 COTTONWOOD, AZ 86326	NONE	PC	UNRESTRICTED	18,750
EASTER SEALS INC 233 S WACKER DRIVE STE 2400 CHICAGO, IL 60606	NONE	PC	UNRESTRICTED	4,000
CHRISTMAS FOR ALL INC PO BOX 6200 COEUR DALENE, ID 83816	NONE	PC	UNRESTRICTED	4,000
ASHEVEILLE BUNCOMBE COMM CHRSTN MNSTRY 30 CUMBERLAND AVENUE ASHEVILLE, NC 28801	NONE	PC	UNRESTRICTED	6,000
CARE PO BOX 1871 MERRIFIELD, VA 22116	NONE	PC	UNRESTRICTED	14,000
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PC	UNRESTRICTED	14,000
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL, CA 94901	NONE	PC	UNRESTRICTED	5,000
SWANNANOA VALLEY CHRISTIAN MINISTRY 101 N RIDGEWAY AVE BLACK MOUNTAIN, NC 28711	NONE	PC	UNRESTRICTED	24,000
HOSPICE AUSTIN 4107 SPICEWOOD SP RD STE 100 AUSTIN, TX 78759	NONE	PC	CHARITY CARE	30,000
HAYDEN ENTERPRISES GIVING FUND 963 SW SIMPSON AVE ST 110 BEND, OR 97702	NONE	PC	UNRESTRICTED	4,000
GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON, MA 02118	NONE	PC	UNRESTRICTED	6,000
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER ROAD FLINT, MI 48503	NONE	PC	UNRESTRICTED	6,000
NASHUA SOUP KITCHEN & SHELTER INC 42 CHESTNUT STREET NASHUA, NH 03061	NONE	PC	UNRESTRICTED	6,000
RICHMOND EMERGENCY FOOD PANTRY PO BOX 2598 EL CERRITO, CA 94530	NONE	PC	UNRESTRICTED	6,000
Total . . . . ▶ **3a**				313,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FEEDING AMERICA 35 EAST WACKER DR STE 2000 CHICAGO, IL 60601	NONE	PC	UNRESTRICTED	6,000
FIRST UNION AFRICAN BAPTIST CHURCH 2 MAGNOLIA COURT DAUFUSKIE ISLAND, SC 29915	NONE	PC	GOOD NEIGHBOR FUND	8,000
WOUNDED WARRIOR PROJECT 4899 BELFORT RD STE 300 JACKSONVILLE, FL 32256	NONE	PC	UNRESTRICTED	6,000
ALS TDI 300 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139	NONE	PC	UNRESTRICTED	1,000
THE SALVATION ARMY 1765 W GOLF COURSE ROAD COEUR DALENE, ID 83816	NONE	PC	UNRESTRICTED	4,000
MIDLAND AREA COMMUNITY FOUNDATION 76 ASHMAN CIRCLE MIDLAND, MI 48640	NONE	PC	MCADA	2,000
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PC	UNRESTRICTED	1,000
COLORADO RIVER FOUNDATION 3625 LAKE AUSTIN BOULEVARD AUSTIN, TX 78703	NONE	PC	YOUTH EXPERIENCE PROGRAM	8,000
CREATIVE 360 INC 333 W ELLSWOTH MIDLAND, MI 48640	NONE	PC	YES WE CAN PROGRAM	5,000
MIDLAND AREA COMMUNITY FOUNDATION 76 ASHMAN CIRCLE MIDLAND, MI 48640	NONE	PC	BARSTOW FAMILY FOUNDATION	50,000
NORTH MIDLAND FAMILY CENTER 2601 SHEARER ROAD MIDLAND, MI 48642	NONE	PC	PROGRAMMING	10,000
RAILWAY FAMILY CENTERE 911 E RAILWAY STREET COLEMAN, MI 48618	NONE	PC	PROGRAMMING	10,000
AMERICAN RED CROSS 220 W MAIN STREET STE 104 MIDLAND, MI 48640	NONE	PC	CORE SERVICES	10,000
CAN DO MULTIPLE SCLEROSIS 100 W BEAVER CREEK BLVD STE 200 AVON, CO 81620	NONE	PC	UNRESTRICTED	1,000
SYLVIA EARLE ALLIANCE MISSION BLUE 100 PINE STREET STE 1550 SAN FRANCISCO, CA 94111	NONE	PC	UNRESTRICTED	1,000
Total . . . . ▶ **3a**				313,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MILESTONE DECISIONS INC 611 S MAIN MOSCOW,ID 838433039	NONE	PC	UNRESTRICTED	4,000
SEDONA COMMUNITY TENNIS ASSOCIATION 140 BLUE JAY DRIVE SEDONA,AZ 86336	NONE	PC	UNRESTRICTED	2,500
HOBART AND WILLIAM SMITH COLLEGES 300 PULTENEY STREET GENEVA,NY 14456	NONE	PC	UNRESTRICTED	1,000
THE JAMES RIVER PARK PO BOX 4453 RICHMOND,VA 23220	NONE	PC	PROTECTION AND PRESERVATION	2,000
XERODERMA PIGMENTOSUM SOCIETY INC 437 SNYDERTOWN ROAD CRARYVILLE,NY 12521	NONE	PC	CAMP SUN DOWN	4,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FL NEW YORK,NY 100015004	NONE	PC	UNRESTRICTED	10,000
Total . . . . ▶ **3a**				313,000

TY 2014 Accounting Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHALGIAN TRIPP LAW OFFICES PLLC	2,155	2,155		

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

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICALLY TRADED SECURITIES					220,108	136,642			83,466	
LONG TERM CAPITAL GAIN DIVIDENDS					2,680				2,680	
KINDER MORGAN LP MERGER					41,052				41,052	

TY 2014 General Explanation Attachment

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

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TY 2014 Investments Corporate Stock Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
142827 shares of DOW CHEMICAL COMPANY	975,965	6,514,339
10705 shares of T ROWE PRICE HIGH YLD FD	66,843	72,583
8299 shares of VANGUARD S/T INV GRADE FD	87,462	88,468
750 shares of ATT INC	19,196	25,193
1000 shares of ALTRIA GROUP INC	19,015	49,270
400 shares of AMERICAN ELECTRIC POWER	12,332	24,288
500 shares of AUTOMATIC DATA PROCESSING INC	17,316	41,685
400 shares of ROYAL DUTCH SHELL PLC	28,911	26,780
250 shares of CHEVRON CORPORATION	17,895	28,045
450 shares of EMERSON ELECTRIC CO	17,880	27,779
400 shares of HOME DEPOT, INC.	10,812	41,988
250 shares of JOHNSON JOHNSON	15,126	26,143
300 shares of KIMBERLY CLARK CORP	17,169	34,662
300 shares of ELI LILLY CO	9,833	20,697
325 shares of MCDONALDS CORP	19,084	30,453
700 shares of MICROCHIP TECH	16,914	31,577
700 shares of WASTE MANAGEMENT INC	22,290	35,924
800 shares of INVESCO LTD	17,092	31,616
300 shares of HONEYWELL INTL INC	13,592	29,976
1000 shares of INTEL CORP	19,691	36,290
200 shares of NEXTERA ENERGY INC	10,160	21,258
300 shares of NUCOR CORP	11,949	14,715
1000 shares of PFIZER	17,077	31,150
400 shares of VERIZON COMMUNICATIONS	12,964	18,712
1000 shares of CHEMICAL FINANCIAL CORP	20,268	30,640
600 shares of HCP INC	24,617	26,418
1400 shares of ISHARES TR MSCI EAFE INDEX FD	84,966	85,176
416 shares of KRAFT FOODS GROUP INC	15,407	26,067
450 shares of BRISTOL MYERS SQUIBB CO	15,457	26,564
400 shares of KLA TENCOR CORP	19,028	28,128

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3686 shares of LAZARD EMERG MKT INST 638	70,000	63,365
7593 shares of PRUDENTIAL SHORT TERM CORP BD	87,500	85,190
500 shares of DARDEN RESTAURANTS INC	25,715	29,315
400 shares of ABB VIE INC	9,796	26,176
4480 shares of BAIRD CORE PLUS BOND FUND	49,733	49,912
3593 shares of DODGE COX INCOME FUND	49,733	49,517
890 shares of KINDER MORGAN INC	36,966	37,656
37 shares of HALYARD HEALTH INC	728	1,682
166 shares of CDK GLOBAL HOLDINGS LLC	2,450	6,766

TY 2014 Investments - Other Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BLACKSTONE GROUP LP	AT COST	17,128	16,915

TY 2014 Other Assets Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	4	12	

TY 2014 Other Expenses Schedule

Name: BARSTOW FOUNDATION
EIN: 38-6151026
Software ID: 14000292
Software Version: 14.4.1.0

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

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TY 2014 Other Income Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CURRENT YR PASSIVE INCOME	1,087	1,087	
CURRENT YR SECTION 1231 LOSS	-36	-36	
PTP PRIOR UNALLOWED LOSSES ALLOWED DISPOSITION		-13,058	
CURRENT YR PASSIVE INCOME	10	10	
CURRENT YR SECTION 1231 GAIN	38	38	

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TY 2014 Other Professional Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHEMICAL BANK - INVESTMT FEES	33,359	33,359		

TY 2014 Taxes Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 14000292

Software Version: 14.4.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDEND INC	238	238		
TAX ON INVESTMENT INCOME	1,500			