



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 16, 2015

## 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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation  
**THE HUNTSMAN FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address)  
**500 HUNTSMAN WAY**

City or town, state or province, country, and ZIP or foreign postal code  
**SALT LAKE CITY, UT 84108**

A Employer identification number  
**74-2521914**

B Telephone number  
**(801) 584-5700**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

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

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)  
**\$ 491,613,942.** (Part I, column (d) must be on cash basis)

J Accounting method: ☐ Cash ☒ Accrual  
☐ 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	1,671.	1,671.		STATEMENT 1
4	Dividends and interest from securities	9,202,815.	9,202,815.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
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)				
11	Other income	-1,655,233.	-687,409.		STATEMENT 3
12	Total. Add lines 1 through 11	7,549,253.	8,517,077.		
13	Compensation of officers, directors, trustees, etc.	250,000.	0.		250,000.
14	Other employee salaries and wages	210,000.	0.		210,000.
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	13,820.	0.		13,820.
b	Accounting fees STMT 5	17,290.	0.		17,290.
c	Other professional fees STMT 6	105,000.	0.		105,000.
17	Interest				
18	Taxes STMT 7	290,960.	2,262.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	325,195.	794,721.		328,116.
24	Total operating and administrative expenses. Add lines 13 through 23	1,212,265.	796,983.		924,226.
25	Contributions, gifts, grants paid	21,692,234.			21,692,234.
26	Total expenses and disbursements. Add lines 24 and 25	22,904,499.	796,983.		22,616,460.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-15,355,246.			
b	Net investment income (if negative, enter -0-)		7,720,094.		
c	Adjusted net income (if negative, enter -0-)			N/A	

423501  
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

Jp-JT

24

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,582,984.	4,000,981.	4,000,981.
	2 Savings and temporary cash investments	50,739,172.	14,989,757.	14,989,757.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 11	449,737,200.	416,463,960.	416,463,960.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12		37,560,760.	56,151,936.	56,151,936.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 13)		0.	7,308.	7,308.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		540,620,116.	491,613,942.	491,613,942.
17 Accounts payable and accrued expenses			100,127.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	100,127.		
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	540,620,116.	491,513,815.	
30 Total net assets or fund balances	540,620,116.	491,513,815.		
31 Total liabilities and net assets/fund balances	540,620,116.	491,613,942.		

## 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	540,620,116.
2 Enter amount from Part I, line 27a	2	-15,355,246.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	525,264,870.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	33,751,055.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	491,513,815.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
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			
b			
c			
d			
e			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
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). 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 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))
2013	6,352,656.	444,882,317.	.014279
2012	6,875,530.	308,857,717.	.022261
2011	6,414,046.	347,167,928.	.018475
2010	7,396,469.	260,696,345.	.028372
2009	13,040,281.	144,944,222.	.089968

2 Total of line 1, column (d)	2	.173355
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	.034671
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	548,392,532.
5 Multiply line 4 by line 3	5	19,013,317.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77,201.
7 Add lines 5 and 6	7	19,090,518.
8 Enter qualifying distributions from Part XII, line 4	8	22,616,460.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 77,201.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 77,201.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 77,201.
6 Credits/Payments:		
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 170,000.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 25,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d O.R. OVERPAYMENT	-120,642.	7 74,358.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8 438.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 14		9 3,281.
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) UT		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

11. At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) **STMT 17**

11	X	
12		X
13	X	

12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)

13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A**

14. The books are in care of ► **TOM MUIR** Telephone no. ► **(801) 584-5700**  
Located at ► **500 HUNTSMAN WAY, SLC, UT** ZIP+4 ► **84108**

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** **N/A**

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? **Yes** **No**  
**X** **X**  
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) <b>N/A</b>	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

**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)?

N/A

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?

N/A

☐ 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

6b

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

X

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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.

(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 STATEMENT 18		250,000.	0.	0.

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

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

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2014)



**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	460,355,995.
b	Average of monthly cash balances	1b	45,765,761.
c	Fair market value of all other assets	1c	50,621,931.
d	<b>Total</b> (add lines 1a, b, and c)	1d	556,743,687.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	556,743,687.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,351,155.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	548,392,532.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	27,419,627.

**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	27,419,627.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	77,201.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	77,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,342,426.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,342,426.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,342,426.

**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	22,616,460.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,616,460.
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	5	77,201.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	22,539,259.

**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				27,342,426.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			21,942,902.	
b Total for prior years:				
2012		372,733.		
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	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 22,616,460.				
a Applied to 2013, but not more than line 2a			21,942,902.	
b Applied to undistributed income of prior years (Election required - see instructions) *		372,733.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				300,825.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				27,041,601.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
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 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
<b>a</b> Paid during the year				
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 21,692,234.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3b</b> 0.





**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
BALLET WEST 52 WEST 200 SOUTH SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	50,000.
BYU JMH INTERNATIONAL STUDENT FELLOWSHIP A-41 ASB PROVO, UT 84602	NONE	PC	GENERAL SUPPORT	28,660.
BYU MELVIN J. BALLARD CENTER D-346 ASB PROVO, UT 84602	NONE	PC	GENERAL SUPPORT	100,000.
CHURCH OF JESUS CHRIST OF LDS 50 EAST NORTH TEMPLE SALT LAKE CITY, UT 84150	NONE	PC	GENERAL SUPPORT	250,000.
FAMILY SAFETY NETWORK DRIGGS P.O. BOX 302 DRIGGS, ID 83422	NONE	PC	GENERAL SUPPORT	15,000.
FLORIDA INTERNATIONAL UNIVERSITY 11200 SW 8TH STREET, PC 230 MIAMI, FL 33199	NONE	PC	GENERAL SUPPORT	18,550.
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	SO III FI	GENERAL SUPPORT	4,000,000.
<b>Total from continuation sheets</b>				<b>21,692,234.</b>

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

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
IDAHO STATE UNIVERSITY FOUNDATION CAMPUS BOX 8265 POCATELLO, ID 83209	NONE	PC	GENERAL SUPPORT	100,000.
JACKSON HOLE CLASSIC ACADEMY 3255 W. HIGH SCHOOL ROAD JACKSON, WY 83002	NONE	PC	GENERAL SUPPORT	10,000.
JMH FAMILY COMMUNITY TRUST 1611 NW 12TH AVENUE MIAMI, FL 33136	NONE	PC	GENERAL SUPPORT	1,000,000.
MIAMI INTERNATIONAL UNIVERSITY OF ART & DESIGN 1501 BISCAYNE BOULEVARD, SUITE 100 MIAMI, FL 33199	NONE	PC	GENERAL SUPPORT	11,151.
RIDE FOR LIFE 2999 SOUTH MAIN STREET, SUITE 150 SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	5,000.
SIGMA CHI FOUNDATION - HUNTSMAN LEADERSHIP SUMMIT 1714 HINMAN AVENUE EVANSTON, UT 60201	NONE	PC	GENERAL SUPPORT	500,000.
SIGMA CHI FOUNDATION 1714 HINMAN AVENUE EVANSTON, UT 60201	NONE	PC	GENERAL SUPPORT	122,037.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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
SJS MED FUND 20808 NE 37TH AVENUE AVENTURA, FL 33180	NONE	PC	GENERAL SUPPORT	12,500.
SONS OF UTAH PIONEERS 3301 E. LOUISE AVENUE SALT LAKE CITY, UT 84109	NONE	PC	GENERAL SUPPORT	5,000.
TETON VALLEY HEALTH CARE FOUNDATION 120 EAST HOWARD AVENUE DRIGGS, ID 83422	NONE	SO I	GENERAL SUPPORT	100,000.
THE RICHARD NIXON FOUNDATION 1801 YORBA LINDA BOULEVARD YORBA LINDA, CA 92886	NONE	PC	GENERAL SUPPORT	200,000.
THE WHARTON SCHOOL FUND 100 COLLEGE HALL PHILADELPHIA, PA 19104	NONE	PC	GENERAL SUPPORT	25,000.
THIS IS THE PLACE FOUNDATION 2601 EAST SUNNYSIDE AVENUE SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	50,000.
U OF U MORAN EYE CENTER 65 MARIO CAPECCHI DRIVE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	203,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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)					
UNIVERSITY OF UTAH - BASKETBALL PROGRAM 201 PRESIDENTS CIRCLE, ROOM 203 SALT LAKE CITY, UT 84112		NONE	PC	GENERAL SUPPORT	2,800,000.
UNIVERSITY OF UTAH - MEN'S BASKETBALL PROGRAM 1825 E. SOUTH CAMPUS DRIVE SALT LAKE CITY, UT 84112		NONE	PC	GENERAL SUPPORT	100,000.
UTAH STATE UNIVERSITY - ARMENIAN SCHOLARSHIPS 1400 OLD MAIN HILL LOGAN, UT 84322		NONE	PC	GENERAL SUPPORT	24,000.
UTAH STATE UNIVERSITY - JMH BUSINESS SCHOOL EXPANSION 1400 OLD MAIN HILL LOGAN, UT 84322		NONE	PC	GENERAL SUPPORT	3,500,000.
UTAH STATE UNIVERSITY - JMH BUSINESS SCHOOL 1400 OLD MAIN HILL LOGAN, UT 84322		NONE	PC	GENERAL SUPPORT	8,000,000.
UTAH STATE UNIVERSITY - JMH PRESIDENT CHAIR IN LEADERSHIP 1400 OLD MAIN HILL LOGAN, UT 84322		NONE	PC	GENERAL SUPPORT	75,000.
UTAH STATE UNIVERSITY - KIMBALL FUND 1400 OLD MAIN HILL LOGAN, UT 84322		NONE	PC	GENERAL SUPPORT	7,573.
<b>Total from continuation sheets</b>					

**Part XV** Supplementary Information (continued)

**3a** Grants and Contributions Paid During the Year

Name and address (home or business)	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
UTAH STATE UNIVERSITY PRESIDENT CHAIR - BUSINESS SCHOOL DEAN 1400 OLD MAIN HILL LOGAN, UT 84322		NONE	PC	GENERAL SUPPORT	75,000.
UTAH VALLEY UNIVERSITY - KIMBALL FUND 800 W UNIVERSITY PARKWAY OREM, UT 84058		NONE	PC	GENERAL SUPPORT	200,000.
UTAH VALLEY UNIVERSITY - KIMBALL FUND 800 W UNIVERSITY PARKWAY OREM, UT 84058		NONE	PC	GENERAL SUPPORT	3,763.
WESTMINSTER COLLEGE - HORIUCHI ENDOWED POLITICAL FELLOWSHIP 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105		NONE	PC	GENERAL SUPPORT	25,000.
WESTMINSTER COLLEGE - JMH INTERNATIONAL STUDENT FELLOWSHIP 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105		NONE	PC	GENERAL SUPPORT	26,000.
YWCA 322 EAST 300 SOUTH SALT LAKE CITY, UT 84111		NONE	PC	GENERAL SUPPORT	50,000.
<b>Total from continuation sheets</b>					

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS	340.	340.	
ZIONS BANK	1,331.	1,331.	
TOTAL TO PART I, LINE 3	1,671.	1,671.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EQUITIES CFT	18,065.	0.	18,065.	18,065.	
HUNTSMAN CFT	43,750.	0.	43,750.	43,750.	
HUNTSMAN CORPORATION	9,141,000.	0.	9,141,000.	9,141,000.	
TO PART I, LINE 4	9,202,815.	0.	9,202,815.	9,202,815.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	-992,205. -663,028.	-687,409. 0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,655,233.	-687,409.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,820.	0.		13,820.
TO FM 990-PF, PG 1, LN 16A	13,820.	0.		13,820.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,290.	0.		17,290.
TO FORM 990-PF, PG 1, LN 16B	17,290.	0.		17,290.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	105,000.	0.		105,000.
TO FORM 990-PF, PG 1, LN 16C	105,000.	0.		105,000.

## FORM 990-PF

## TAXES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX EXPENSE	290,960.	0.		0.
FOREIGN TAXES	0.	2,262.		0.
TO FORM 990-PF, PG 1, LN 18	290,960.	2,262.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GIFT BOOK EXPENSE	223,591.	0.		223,591.
OFFICERS LIABILITY INSURANCE	21,447.	0.		21,447.
TRAVEL EXPENSE	1,868.	0.		1,868.
OFFICE EXPENSE	522.	0.		522.
PAYROLL TAX EXPENSE	24,898.	0.		24,898.
ADR PAYROLL FEES	2,307.	0.		2,307.
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0.	794,719.		2,923.
BANK FEES	550.	0.		550.
ADMINISTRATIVE EXPENSE	50,000.	0.		50,000.
ADVISOR FEES - CONTANGO	2.	2.		0.
LICENSES AND FEES	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	325,195.	794,721.		328,116.

## FOOTNOTES

## STATEMENT 9

RETURN IS HEREBY AMENDED TO CORRECT REPORTING OF AMOUNTS FROM SCHEDULE K-1 FROM THAYER HOTEL INVESTORS VI FEEDER LP (36-4764509). TAXPAYER WAS RECENTLY ADVISED SUCH AMOUNTS WERE CONSIDERED UNRELATED BUSINESS INCOME (LOSS) AMOUNTS IN ACCORDANCE WITH IRC SECTION 514

## FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED GAIN	33,639,235.
NONDEDUCTIBLE EXPENSES	111,820.
TOTAL TO FORM 990-PF, PART III, LINE 5	33,751,055.

## FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HUNTSMAN CORPORATION	416,463,960.	416,463,960.
TOTAL TO FORM 990-PF, PART II, LINE 10B	416,463,960.	416,463,960.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GS CAPITAL PARTNERS III, LP	FMV	0.	0.
GS PEP TECHNOLOGY FUND	FMV	178,652.	178,652.
FOUNDATION ENTERPRISES LLC	FMV	9,666,766.	9,666,766.
ARDEN REAL ESTATE PARTNERS I, LP	FMV	17,859,307.	17,859,307.
HUNTSMAN-LION CAPITAL LLC	FMV	285,453.	285,453.
TOWER ARCH PARTNERS 1, LP	FMV	407,082.	407,082.
ACTIVANT HOLDINGS	FMV	1,250,000.	1,250,000.
THAYER HOTEL INVESTORS	FMV	16,255,299.	16,255,299.
ARDEN REAL ESTATE PARTNERS II, LP	FMV	4,541,157.	4,541,157.
YUNFENG FUND II, LP	FMV	5,408,220.	5,408,220.
HUNTSMAN FAMILY INVESTMENTS CO, LLC	FMV	300,000.	300,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,151,936.	56,151,936.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	0.	1,727.	1,727.
PREPAID PAYROLL TAXES	0.	5,581.	5,581.
TO FORM 990-PF, PART II, LINE 15	0.	7,308.	7,308.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 14
TAX DUE FROM FORM 990-PF, PART VI		2,843.
UNDERPAYMENT PENALTY		438.
LATE PAYMENT INTEREST		2,615.
LATE PAYMENT PENALTY		4,176.
TOTAL AMOUNT DUE		10,072.



## FORM 990-PF

## LATE PAYMENT PENALTY

## STATEMENT 15

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	27,843.	27,843.	30	4,176.
DATE FILED	11/01/17		27,843.		
TOTAL LATE PAYMENT PENALTY					4,176.

## FORM 990-PF

## LATE PAYMENT INTEREST

## STATEMENT 16

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	27,843.	27,843.	.0300	321	744.
INTEREST RATE CHANGE	03/31/16	0.	28,587.	.0400	580	1,871.
DATE FILED	11/01/17		30,458.			
TOTAL LATE PAYMENT INTEREST						2,615.

## FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

## STATEMENT 17

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

FOUNDATION ENTERPRISES, LLC

87-0526140

## ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

500 HUNTSMAN WAY  
SALT LAKE CITY , UT 84108

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JON M. HUNTSMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	PRESIDENT 1.00	0.	0.	0.
KAREN H. HUNTSMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 1.00	0.	0.	0.
CHRISTENA DURHAM 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 1.00	0.	0.	0.
DAVID H. HUNTSMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 20.00	125,000.	0.	0.
PAUL C. HUNTSMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 20.00	125,000.	0.	0.
JAMES H. HUNTSMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 1.00	0.	0.	0.
JENNIFER H. PARKIN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 1.00	0.	0.	0.
KATHLEEN HUFFMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TTEE 1.00	0.	0.	0.
J. KIMO ESPLIN 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	VICE PRESIDENT/TREAS 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		250,000.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO APPLY  
EXCESS QUALIFYING DISTRIBUTIONS  
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 19

IN ACCORDANCE WITH REGULATION SECTION 53.4942(A)-3(D)(2), TAXPAYER HEREBY  
ELECTS TO TREAT THE EXCESS QUALIFYING DISTRIBUTIONS NOT MADE OUT OF THE  
UNDISTRIBUTED INCOME OF THE IMMEDIATELY PRECEDING TAXABLE YEAR AS BEING MADE  
OUT OF THE UNDISTRIBUTED INCOME OF PRIOR TAXABLE YEARS AS FOLLOWS:

2012: \$372,733