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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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.






OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

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 715 EAST MAIN ST PO BOX 2049 Roo		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 <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,601,787		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	107	107		
	4 Dividends and interest from securities	283,869	283,869		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10  123,348				
	b Gross sales price for all assets on line 6a 209,485				
	7 Capital gain net income (from Part IV, line 2) . . .		123,348		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 54	54		
	12 Total. Add lines 1 through 11	407,378	407,378		
	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).	 2,105	2,105		
	c Other professional fees (attach schedule)	 33,472	33,472		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 10,879	227		
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).				
	24 Total operating and administrative expenses. Add lines 13 through 23	46,456	35,804		0
	25 Contributions, gifts, grants paid	421,132			421,132
	26 Total expenses and disbursements. Add lines 24 and 25	467,588	35,804		421,132
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-60,210			
	b Net investment income (if negative, enter -0-)		371,574		
	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	68,855	9,258	9,258
	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)	1,988,932	1,976,821	8,569,137
	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)	17,128	28,638	23,392
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	12			
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	2,074,927	2,014,717	8,601,787	
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	2,074,927	2,014,717	
	30	Total net assets or fund balances(see instructions)	2,074,927	2,014,717	
31	Total liabilities and net assets/fund balances(see instructions)	2,074,927	2,014,717		

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	2,074,927
2	Enter amount from Part I, line 27a	2	-60,210
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,014,717
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	2,014,717

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	PUBLICALLY TRADED SECURITIES			
b	KRAFT FOODS MERGER			
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 201,484		86,137	115,347
b 6,864			6,864
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			115,347
b			6,864
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	123,348
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))
2014	313,000	8,555,668	000 036584
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

2	Total of line 1, column (d).	2	000 186471
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 037294
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	8,390,095
5	Multiply line 4 by line 3.	5	312,900
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,716
7	Add lines 5 and 6.	7	316,616
8	Enter qualifying distributions from Part XII, line 4.	8	421,132

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

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-).

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

6,800

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.

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** 3,084 **Refunded**

1

3,716

2

3

3,716

4

5

3,716

6a

6,800

6b

6c

6d

7

6,800

8

9

10

3,084

11

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

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 _____

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 2015 or the taxable year beginning in 2015 (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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2015, 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? 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 ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? <input type="checkbox"/>	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	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			
b	If "Yes," did it have excess business holdings in 2015 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?(<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) <input type="checkbox"/>	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 2015?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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	8,312,513
b	Average of monthly cash balances.	1b	205,350
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,517,863
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	8,517,863
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,768
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,390,095
6	Minimum investment return. Enter 5% of line 5.	6	419,505

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	419,505
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	3,716
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,716
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	415,789
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	415,789
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	415,789

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	421,132
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	421,132
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	3,716
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	417,416
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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				415,789
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			420,856	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 421,132				
a Applied to 2014, but not more than line 2a			420,856	
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 2015 distributable amount.				276
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				415,513
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 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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

3 Complete 3a, b, or c for the alternative test relied upon

1 Information Regarding Foundation Managers:

NONE

NONE

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.

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

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

NO GRANTS TO INDIVIDUALS OR RESEARCH PROGRAMS NO LOANS PERMITTED

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	421,132
b Approved for future payment				
Total			3b	

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	107	
4	Dividends and interest from securities.			14	283,869	
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	123,348	
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, <u>LINE 12</u>			01	54	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).				407,378	
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)					13 <u>407,378</u>

[illegible]

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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		
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		
DAPHNE BARSTOW-BEVILL 1901 MONUMENT CANYON DR GRAND JUNCTION,CO 81507	TRUSTEE 001 00	0		
MARVIN BARSTOW 1719 EAST MULBERRY FORT COLLINS,CO 81524	TRUSTEE 001 00	0		

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	PC	UNRESTRICTED	5,000
CHRISTMAS CARING 2015 PO BOX 2037 COTTONWOOD,AZ 86326	NONE	PC	UNRESTRICTED	6,500
EASTER SEALS INC 233 S WACKER DRIVE STE 2400 CHICAGO,IL 60606	NONE	PC	UNRESTRICTED	3,150
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	CIVILIAN SCHOLAR CULINARY CLASS	7,500
CARE PO BOX 1871 MERRIFIELD,VA 22116	NONE	PC	UNRESTRICTED	25,076
UNICEF 125 MAIDEN LANE NEW YORK,NY 10038	NONE	PC	UNRESTRICTED	25,076
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL,CA 94901	NONE	PC	UNRESTRICTED	7,825
SWANNANOA VALLEY CHRISTIAN MINISTRY 101 N RIDGEWAY AVE BLACK MOUNTAIN,NC 28711	NONE	PC	GENERAL OPERATIONS	20,000
HOSPICE OF AUSTIN 4107 SPICEWOOD SP RD STE 100 AUSTIN,TX 78759	NONE	PC	UNRESTRICTED	50,000
HAYDEN ENTERPRISES GIVING FUND 963 SW SIMPSON AVE ST 110 BEND,OR 97702	NONE	PC	UNRESTRICTED	6,000
GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON,MA 02118	NONE	PC	UNRESTRICTED	7,000
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER ROAD FLINT,MI 48503	NONE	PC	UNRESTRICTED	7,000
NASHUA SOUP KITCHEN & SHELTER INC 42 CHESTNUT STREET NASHUA,NH 03061	NONE	PC	UNRESTRICTED	7,000
RICHMOND EMERGENCY FOOD PANTRY PO BOX 2598 EL CERRITO,CA 94530	NONE	PC	UNRESTRICTED	7,000
Total				421,132

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				
FEEDING AMERICA 35 EAST WACKER DR STE 2000 CHICAGO,IL 60601	NONE	PC	UNRESTRICTED	7,000
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA,KS 66675	NONE	PC	GENERAL OPERATIONS	3,000
THE SALVATION ARMY 1765 W GOLF COURSE ROAD COEUR DALENE,ID 83816	NONE	PC	UNRESTRICTED	4,000
HEIFER FOUNDATION PO BOX 602 ALBERT LEA,MN 56007	NONE	PC	UNRESTRICTED	1,500
CREATIVE 360 INC 1517 BAYLISS STREET MIDLAND,MI 48640	NONE	PC	UNRESTRICTED	5,000
CAN DO MULTIPLE SCLEROSIS 100 W BEAVER CREEK BLVD STE 200 AVON,CO 81620	NONE	PC	UNRESTRICTED	2,000
SEDONA COMMUNITY TENNIS ASSOCIATION 140 BLUE JAY DRIVE SEDONA,AZ 86336	NONE	PC	UNRESTRICTED	3,500
FRIENDS OF THE JAMES RIVER PARK PO BOX 4453 RICHMOND,VA 23220	NONE	PC	PROTECTION AND PRESERVATION FUND	3,000
XERODERMA PIGMENTOSUM SOCIETY INC 437 SNYDERTOWN ROAD CRARYVILLE,NY 12521	NONE	PC	CAMP SUNDOWN	4,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FL NEWYORK,NY 100015004	NONE	PC	UNRESTRICTED	12,000
COLORADO RIVER ALLIANCE PO BOX 50029 AUSTIN,TX 78763	NONE	PC	UNRESTRICTED	9,300
ROOTS OF PEACE 990 A STREET STE 402 SAN RAFAEL,CA 94901	NONE	PC	UNRESTRICTED	2,000
CAMP KESEM PO BOX 452 CULVER CITY,CA 90232	NONE	PC	GENERAL OPS EUGENE OR CHAPTER	1,500
WOUNDED WARRIOR PROJECT INC PO BOX 758518 TOPEKA,KS 66675	NONE	PC	UNRESTRICTED	4,000
IDAHO YOUTH RANCH INC 5465 WIRVING STREET BOISE,ID 83706	NONE	PC	ANCHOR HOUSE	4,000
Total 3a				421,132

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				
DAUFUSKIE ISLAND COMMUNITY FUND 217 HAIG POINT RD DAUFUSKIE ISLAND,SC 29915	NONE	PC	UNRESTRICTED	6,325
THE MILO FOUNDATION PO BOX 6625 ALBANY,CA 94706	NONE	PC	UNRESTRICTED	2,000
EOS FOUNDATION PO BOX 4638 SAINT PAUL,MN 55104	NONE	PC	UNRESTRICTED	2,000
YOUNG LIFE GRAND VALLEY 2500 BROADWAY UNIT B223 GRAND JUNCTION,CO 81507	NONE	PC	UNRESTRICTED	5,000
KARIS INC THE HOUSE PO BOX 2837 GRAND JUNCTION,CO 81502	NONE	PC	UNRESTRICTED	13,300
HOPE OF THE GRAND VALLEY PO BOX 532 FRUITA,CO 81521	NONE	PC	UNRESTRICTED	5,000
MCBACKPACK INC 4418 TRAVIS ROAD FORT COLLINS,CO 80524	NONE	PC	UNRESTRICTED	24,000
EXPANSION INTERNATIONAL 13176 PERSIMMON LANE STE 110 BOISE,ID 83713	NONE	PC	WATER PROJECT, MEDS, HOUSING	12,000
CHILDREN'S VILLAGE FOUNDATION INC 1350 W HANLEY COEUR DALENE,ID 83815	NONE	PC	UNRESTRICTED	4,000
BRAKES 7140 WEDDINGTON RD NW STE 120 CONCORD,NC 28027	NONE	PC	GENERAL OPERATIONS	1,000
MIDLAND CENTER FOR THE ARTS 1801 W ST ANDREWS MIDLAND,MI 48640	NONE	PC	UNRESTRICTED	7,500
ASPCA 424 E 92ND STREET NEW YORK,NY 101266804	NONE	PC	UNRESTRICTED	1,000
PIEDMONT EDUCATION FOUNDATION PO BOX 11192 PIEDMONT,CA 94611	NONE	PC	GENERAL OPERATIONS	3,000
THE LEGACY CENTER FOR COMM SUCCESS 3200 JAMES SAVAGE ROAD MIDLAND,MI 48642	NONE	PC	UNRESTRICTED	5,000
THE HUMANE SOCIETY OF MIDLAND COUNTY PO BOX 1034 MIDLAND,MI 486411034	NONE	PC	UNRESTRICTED	5,000
Total				421,132

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 <i>Paid during the year</i>				
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE,NC 28801	NONE	PC	GENERAL FUND	5,000
DISABILITY NETWORK OF WEST MICHIGAN 27 E CLAY AVENUE MUSKEGON,MI 49442	NONE	PC	MATERIAL AND FURNITURE FOR BOARDWALK	35,000
ASHEVILLE VUNCOMBE COMM CHRISTIAN MINISTRY 30 CUMBERLAND AVENUE ASHEVILLE,NC 28801	NONE	PC	ABCCM TRANSFORMING VILLAGE	1,800
BLACK MOUNTAIN CHILDREN'S HOME 80 LAKE EDEN RD BLACK MOUNTAIN,NC 28711	NONE	PC	UNRESTRICTED	10,000
US ASSOCIATION FOR UNHCR 1775 K STREET NW STE 580 WASHINGTON,DC 20006	NONE	PC	UNRESTRICTED	12,300
CHIPPEWA NATURE CENTER 400 SOUTH BADOUR MIDLAND,MI 48640	NONE	PC	UNRESTRICTED	6,980
Total				421,132

TY 2015 Accounting Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 15000290

Software Version: 15.3.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHALGIAN TRIPP LAW OFFICES PLLC	2,105	2,105		

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

TY 2015 Gain/Loss from Sale of Other Assets Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 15000290

Software Version: 15.3.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICALLY TRADED SECURITIES					201,484	86,137			115,347	
KRAFT FOODS MERGER					6,864				6,864	

TY 2015 General Explanation Attachment**Name:** BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 15000290**Software Version:** 15.3.0.0

TY 2015 Investments Corporate Stock Schedule

Name:

BARSTOW FOUNDATION

EIN:

38-6151026

Software ID:

15000290

Software Version:

15.3.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
140665 shares of DOW CHEMICAL COMPANY	961,071	7,241,434
10705 shares of T ROWE PRICE HIGH YLD FD	66,843	66,160
8299 shares of VANGUARD S/T INV GRADE FD	87,462	87,638
600 shares of ATT INC	15,277	20,646
800 shares of ALTRIA GROUP INC	14,906	46,568
300 shares of AMERICAN ELECTRIC POWER	9,249	17,481
500 shares of AUTOMATIC DATA PROCESSING INC	17,316	42,360
400 shares of ROYAL DUTCH SHELL PLC	28,911	18,316
250 shares of CHEVRON CORPORATION	17,895	22,490
450 shares of EMERSON ELECTRIC CO	17,880	21,524
300 shares of HOME DEPOT, INC.	8,109	39,675
250 shares of JOHNSON JOHNSON	15,126	25,680
300 shares of KIMBERLY CLARK CORP	17,169	38,190
300 shares of ELI LILLY CO	9,833	25,278
325 shares of MCDONALDS CORP	19,084	38,396
900 shares of MICROCHIP TECH	25,508	41,886
500 shares of WASTE MANAGEMENT INC	15,016	26,685
800 shares of INVESCO LTD	17,092	26,784
225 shares of HONEYWELL INTL INC	10,170	23,303
1500 shares of INTEL CORP	34,171	51,675
150 shares of NEXTERA ENERGY INC	7,620	15,584
300 shares of NUCOR CORP	11,949	12,090
1000 shares of PFIZER	17,077	32,280
400 shares of VERIZON COMMUNICATIONS	12,964	18,488
1000 shares of CHEMICAL FINANCIAL CORP	20,268	34,270
600 shares of HCP REAL ESTATE INVESTMENT TRUST	24,617	22,944
1400 shares of ISHARES TR MSCI EAFE INDEX FD	84,966	82,208
416 shares of KRAFT HEINZ CO	15,407	30,268
450 shares of BRISTOL MYERS SQUIBB CO	15,457	30,956
800 shares of KLA TENCOR CORP	39,904	55,480

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1813 shares of LAZARD EMERG MKT INST 638	34,438	24,373
8490 shares of PRUDENTIAL SHORT TERM CORP BD	97,500	93,640
500 shares of DARDEN RESTAURANTS INC	22,923	31,820
400 shares of ABB VIE INC	9,796	23,696
5387 shares of BAIRD CORE PLUS BOND FUND	59,733	58,449
4328 shares of DODGE COX INCOME FUND	59,733	57,521
700 shares of KINDER MORGAN INC	29,075	10,444
166 shares of CDK GLOBAL HOLDINGS LLC	2,450	7,880
20 shares of PJT PARTNERS INC	76	566
166 shares of FOUR CORNERS PROPERTY TR INC REIT	2,780	4,011

TY 2015 Investments - Other Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 15000290

Software Version: 15.3.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BLACKSTONE GROUP LP	AT COST	28,638	23,392

TY 2015 Other Assets Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 15000290

Software Version: 15.3.0.0

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

TY 2015 Other Income Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 15000290

Software Version: 15.3.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CURRENT YR PASSIVE INCOME	83	83	
INVESTMENT INTEREST PASSED THROUGH ON K-1 FORM	-29	-29	

TY 2015 Other Professional Fees Schedule**Name:** BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 15000290**Software Version:** 15.3.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHEMICAL BANK - INVESTMENT FEES	33,472	33,472		

TY 2015 Taxes Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 15000290

Software Version: 15.3.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDEND INCOME	227	227		
TAX ON INVESTMENT INCOME	10,652			