




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



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

Name of foundation THE HUNTSMAN FOUNDATION		A Employer identification number 74-2521914	
Number and street (or P O box number if mail is not delivered to street address) 500 HUNTSMAN WAY		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SALT LAKE CITY, UT 84108		B Telephone number (see instructions) (801) 584-5700	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 338,782,220		J Accounting method <input type="checkbox"/> Cash <input checked="" 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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,218	3,218		
	4 Dividends and interest from securities	9,288,945	9,288,945		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-69,398			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		0		
	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)	 5,129,061	-992,719		
	12 Total. Add lines 1 through 11	14,351,826	8,299,444		
	13 Compensation of officers, directors, trustees, etc	240,800	0		240,800
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	 8,889	0		8,889
	b Accounting fees (attach schedule).	 19,250	0		19,250
	c Other professional fees (attach schedule)	 406,250	0		406,250
	17 Interest	55,000	0		0
	18 Taxes (attach schedule) (see instructions)	 245,000	7,221		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 132,660	552,366		132,660
	24 Total operating and administrative expenses. Add lines 13 through 23	1,107,849	559,587		807,849
	25 Contributions, gifts, grants paid	25,869,456			25,869,456
	26 Total expenses and disbursements. Add lines 24 and 25	26,977,305	559,587		26,677,305
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-12,625,479			
	b Net investment income (if negative, enter -0-)		7,739,857		
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	4,000,981	4,197,513	4,197,513
	2	Savings and temporary cash investments	14,989,757	3,367,709	3,367,709
	3	Accounts receivable ▶ <u>1,437,500</u>			
		Less allowance for doubtful accounts ▶ _____	1,727	1,437,500	1,437,500
	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) ▶ <u>620,000</u>			
		Less allowance for doubtful accounts ▶ <u>0</u>	300,000	620,000	620,000
	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)	416,463,960	207,866,340	207,866,340
	c	Investments—corporate bonds (attach schedule)			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	55,851,936	121,293,158	121,293,158
14		Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
15		Other assets (describe ▶ _____)	5,581	0	0
16		Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	491,613,942	338,782,220	338,782,220
17		Accounts payable and accrued expenses	100,127	55,000	
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule).		69,900,000		
22	Other liabilities (describe ▶ _____)				
23	Total liabilities(add lines 17 through 22)	100,127	69,955,000		
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	491,513,815	268,827,220	
	30	Total net assets or fund balances(see instructions)	491,513,815	268,827,220	
	31	Total liabilities and net assets/fund balances(see instructions)	491,613,942	338,782,220	

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	491,513,815
2	Enter amount from Part I, line 27a	2	-12,625,479
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	478,888,336
5	Decreases not included in line 2 (itemize) ▶ _____	5	210,061,116
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	268,827,220

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	PORTFOLIO GAINS	P		
b				
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			-69,398
b			
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			-69,398
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	-69,398
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	22,542,510	548,392,532	0 041107
2013	6,352,656	444,882,317	0 014279
2012	6,875,530	308,857,717	0 022261
2011	6,414,046	347,167,928	0 018475
2010	7,396,469	260,696,345	0 028372

2	Total of line 1, column (d).	2	0 124494
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	0 024899
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	419,824,658
5	Multiply line 4 by line 3.	5	10,453,214
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	77,399
7	Add lines 5 and 6.	7	10,530,613
8	Enter qualifying distributions from Part XII, line 4.	8	26,677,305

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 VII

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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	77,399
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	77,399
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	77,399
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 140,642		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c 40,000		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	180,642
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	103,243
11 Enter the amount of line 10 to be Credited to 2015 estimated tax 103,243 Refunded		11	0

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	Yes	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 \$ 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	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	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
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) 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 .	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	Yes	
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? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>TOM MUIR</u> Telephone no ► <u>(801) 584-5700</u> Located at ► <u>500 HUNTSMAN WAY SLC UT</u> ZIP+4 ► <u>84108</u>			
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?	16	Yes	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? <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)? 1b		No
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? 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 2014 , 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	Yes	
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 checked="" type="checkbox"/> Yes <input 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>). 3b		No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	Yes
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
<i>If "Yes" to 6b, file Form 8870</i>			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRESCOTT CONSULTING 820 SUNRISE CIRCLE CENTERVILLE,UT 84014	CONSULTING	75,000
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	
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	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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	338,844,555
b	Average of monthly cash balances.	1b	15,238,643
c	Fair market value of all other assets (see instructions).	1c	121,634,729
d	Total (add lines 1a, b, and c).	1d	475,717,927
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	49,500,000
3	Subtract line 2 from line 1d.	3	426,217,927
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,393,269
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	419,824,658
6	Minimum investment return. Enter 5% of line 5.	6	20,991,233

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	20,991,233
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	77,399
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	755,969
c	Add lines 2a and 2b.	2c	833,368
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	20,157,865
4	Recoveries of amounts treated as qualifying distributions.	4	100,000
5	Add lines 3 and 4.	5	20,257,865
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	20,257,865


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	26,677,305
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	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	26,677,305
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	77,399
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	26,599,906

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				20,257,865
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			27,044,852	
b Total for prior years 20____, 20____, 20____		0		
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.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 26,677,305				
a Applied to 2014, but not more than line 2a			26,677,305	
b Applied to undistributed income of prior years (Election required—see instructions).		 0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			367,547	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				20,257,865
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 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
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

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 2015, 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)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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))

JON M HUNTSMAN

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

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 email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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 TableSee Additional Data Table				
Total			▶ 3a	25,869,456
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

Part XVII

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

b Other transactions

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?

b If "Yes," complete the following schedule

	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.
--	--

Paid Preparer's Use Only	Print/Type preparer's name JOAN S MCMAHON	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00966494
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 555 MISSION STREET SAN FRANCISCO, CA 94105				

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
JON M HUNTSMAN	PRESIDENT 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
KAREN H HUNTSMAN	VICE PRESIDENT/TTEE 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
CHRISTENA DURHAM	VICE PRESIDENT/TTEE 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
DAVID H HUNTSMAN	VICE PRESIDENT/TTEE 20 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
PAUL C HUNTSMAN	VICE PRESIDENT/TTEE 20 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
JAMES H HUNTSMAN	VICE PRESIDENT/TTEE 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
JENNIFER H PARKIN	VICE PRESIDENT/TTEE 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
KATHLEEN HUFFMAN	VICE PRESIDENT/TTEE 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
J KIMO ESPLIN	VICE PRESIDENT/TREAS 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				

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				
American Cancer Society's Hope Lodge 375 EAST 100 SOUTH SALT LAKE CITY,UT 84111	NONE	PC	GENERAL SUPPORT	100,000
BALLET WEST 52 WEST 200 SOUTH SALT LAKE CITY,UT 84101	NONE	PC	GENERAL SUPPORT	50,000
Boston Children's Hospital 401 Park Drive Suite 602 Boston,MA 02215	NONE	PC	GENERAL SUPPORT	5,000
Bridgerland Applied Tech CollegeKimball Fund 1301 North 600 West LOGAN,UT 84321	NONE	PC	GENERAL SUPPORT	1,351
BYU MELVIN J BALLARD CENTER D-346 ASB PROVO,UT 84602	NONE	PC	GENERAL SUPPORT	100,000
Calvary Baptist Church 1090 South State Street SALT LAKE CITY,UT 84111	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
dick nourse 2207 SOUTH 1200 WEST ST GEORGE,UT 84770	NONE	I	MEDICAL EXPENSES - INDIGENT ASSISTANCE	12,000
FAMILY SAFETY NETWORK PO BOX 302 DRIGGS,ID 83422	NONE	PC	GENERAL SUPPORT	15,000
Hale Centre Theatre 3333 South Decker Lake Drive WEST VALLEY CITY,UT 84119	NONE	PC	GENERAL SUPPORT	2,500
Hispanic Humanitarian Services PO Box 902157 SANDY,UT 84090	NONE	PC	GENERAL SUPPORT	5,000
IDAHO STATE UNIVERSITY FOUNDATION CAMPUS BOX 8265 POCATELLO,ID 83209	NONE	PC	GENERAL SUPPORT	100,000
Indigent AssistanceOcampo 201 South 1460 East 105 SALT LAKE CITY,UT 84112	NONE	PC	GENERAL SUPPORT	9,331
International Student ScholarshipOcampo 201 South 1460 East 105 SALT LAKE CITY,UT 84112	NONE	PC	GENERAL SUPPORT	2,919
Jared Prescott Mascarene Islands Charitable Trust 3255 W HIGH SCHOOL ROAD JACKSON,WY 83002	NONE	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				25,869,456

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>				
JMH FAMILY COMMUNITY TRUST 1611 nw 12th aveNUE miami,FL 33136	NONE	PC	GENERAL SUPPORT	1,000,000
MARK KOELBEL 299 SOUTH MAIN SUITE 150 SALT LAKE CITY,UT 84111	NONE	I	MEDICAL EXPENSES - INDIGENT ASSISTANCE	28,818
Marquette UniversityMajerus Scholarship 1250 West Wisconsin Avenue MILWAUKEE,WI 53233	NONE	PC	GENERAL SUPPORT	100,000
SANFORD C BERNSTEIN & CO 10 E 59th Street NEW YORK,NY 10153	NONE	PC	donor advised fund	22,200,000
SIGMA CHI FOUNDATION - HUNTSMAN LEADERSHIP SUMMIT 1714 HINMAN AVENUE EVANSTON,UT 60201	NONE	PC	GENERAL SUPPORT	500,000
SONS OF UTAH PIONEERS 3301 E LOUISE AVENUE SALT LAKE CITY,UT 84109	NONE	PC	GENERAL SUPPORT	500
TETON VALLEY HEALTH CARE FOUNDATION 120 EAST HOWARD AVENUE DRIGGS,ID 83422	NONE	PC	GENERAL SUPPORT	100,000
The Brookings Institution 1775 Massachusetts Avenue NW DISTRICT OF COLUMBIA,DC 20036	NONE	PC	GENERAL SUPPORT	50,000
THE RICHARD NIXON FOUNDATION 1801 YORBA LINDA BOULEVARD YORBA LINDA,CA 92886	NONE	PC	GENERAL SUPPORT	100,000
THIS IS THE PLACE HERITAGE PARK (This is the Place Foundation) 2601 East Sunnyside Avenue SALT LAKE CITY,UT 84108	NONE	PC	GENERAL SUPPORT	50,047
U OF U MORAN EYE CENTER 65 mario capecchi drive SALT LAKE CITY,UT 84112	NONE	PC	GENERAL SUPPORT	200,000
UNIVERSITY OF UTAH - BASKETBALL PROGRAM 201 PRESIDENTS CIRCLEROOM 203 SALT LAKE CITY,UT 84112	NONE	PC	GENERAL SUPPORT	100,000
University of Utah - Kem C Gardner Policy Institute 1655 Campus Center Drive Rm 1113 SALT LAKE CITY,UT 84112	NONE	PC	GENERAL SUPPORT	200,000
Utah Anti-Bullying Coalition 9350 South State Street SANDY,UT 84093	NONE	PC	GENERAL SUPPORT	100,000
UTAH STATE UNIVERsity - JMH PRESident CHAIR IN LEADERSHIP 1400 OLD MAIN HILL LOGAN,UT 84322	NONE	PC	GENERAL SUPPORT	30,000
Total ► 3a				25,869,456

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>				
UTAH STATE UNIVERSITY - KIMBALL FUND 800 W UNIVERSITY PARKWAY OREM,UT 84058	NONE	PC	GENERAL SUPPORT	6,990
UTAH STATE UNIVersity PRESident CHAIR - BUSiNESS SCHool DEAN 1400 OLD MAIN HILL LOGAN,UT 84322	NONE	PC	GENERAL SUPPORT	75,000
UTAH VALLEY UNIVERSITY SCHOLARSHIP 800 West University Parkway Room AD-218 OREM,UT 84058	NONE	PC	GENERAL SUPPORT	200,000
YWCA 322 EAST 300 SOUTH SALT LAKE CITY,UT 84111	NONE	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				25,869,456

TY 2015 Accounting Fees Schedule

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
accounting fees	19,250	0		19,250

TY 2015 Applied to Prior Year Election

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Election: 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

TY 2015 General Explanation Attachment**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Identifier	Return Reference	Explanation
	Tangible Property Regulations	SECTION 1 263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTIONTaxpayer is making the de minimis safe harbor election under Treas Reg 1 263(a)-1(f) for all eligible amounts paid or incurred during the taxable year Section 1 263(a)-3(n) Capitalization ElectionTaxpayer hereby elects to capitalize repair and maintenance costs under Treas Reg 1 263(a)-3(n) The costs were incurred during the taxable year in the electing taxpayer's trade or business and the electing taxpayer treats such costs as capital expenditures on its books and records

Identifier	Return Reference	Explanation
	part vii-a line 12	taxpayer makes grants to a donor advised fund to be advised by the fund's president

TY 2015 Investments Corporate Stock Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HUNTSMAN CORPORATION	207,866,340	207,866,340

TY 2015 Investments - Other Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GS PEP TECHNOLOGY FUND	FMV	132,058	132,058
Foundation Enterprises LLC	FMV	9,562,726	9,562,726
ARDEN REAL ESTATE PARTNERS I, LP	FMV	14,623,199	14,623,199
Huntsman-Lion Capital LLC	FMV	0	0
TOWER ARCH PARTNERS 1, LP	FMV	2,456,629	2,456,629
ACTIVANT HOLDINGS	FMV	1,250,000	1,250,000
THAYER HOTEL INVESTORS	FMV	18,240,231	18,240,231
Arden REAL ESTATE PARTNERS II, LP	FMV	6,294,970	6,294,970
Yunfeng Fund II, LP	FMV	12,274,299	12,274,299
HGGC Fund II	FMV	6,959,046	6,959,046
AMPAC	FMV	49,500,000	49,500,000

TY 2015 Legal Fees Schedule

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
legal fees	8,889	0		8,889

TY 2015 Other Assets Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
prepaid payroll taxes	5,581		

TY 2015 Other Decreases Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Description	Amount
unrealized GAIN	210,056,593
nondeductible expenses	4,523

TY 2015 Other Expenses Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Gift Book Expense	80,051	0		80,051
OFFICERS LIABILITY INSURANCE	12,788	0		12,788
payroll tax expense	26,480	0		26,480
ADR payroll fees	2,371	0		2,371
portfolio deductions from partnerships	0	552,366		0
bank fees	600	0		600
umbrella insurance	10,360	0		10,360
licenses and fees	10	0		10

TY 2015 Other Income Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
grant recovery	100,000		100,000
partnership income	3,386,543		3,386,543
partnership income	1,642,518	-992,719	1,642,518

TY 2015 Other Professional Fees Schedule

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
consulting fees	406,250	0		406,250

TY 2015 Taxes Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX expense	160,000	0		0
foreign taxes	0	7,221		0
FLORIDA TAX PAYMENT	85,000	0		0