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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.

2016

**Open to Public
Inspection**

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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 Rro		Room/suite			
City or town, state or province, country, and ZIP or foreign postal code MIDLAND, MI 48640					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ► \$ 9,362,148		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	101			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	269	269		
	4 Dividends and interest from securities	302,078	302,078		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	279,107			
	b Gross sales price for all assets on line 6a	1,011,453			
	7 Capital gain net income (from Part IV, line 2)		279,107		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	322	322			
12 Total. Add lines 1 through 11	581,877	581,776			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,749	2,749		
	c Other professional fees (attach schedule)	33,646	33,646		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	214	214		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,393	848		2,545
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
Add lines 13 through 23	40,002	37,457		2,545	
25 Contributions, gifts, grants paid	416,000			416,000	
26 Total expenses and disbursements. Add lines 24 and 25	456,002	37,457		418,545	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	125,875				
b Net investment income (if negative, enter -0-)		544,319			
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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		9,258	14,008	14,008
	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)		1,976,821	2,104,082	9,331,246
	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)		28,638	22,502	16,894
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,014,717	2,140,592	9,362,148
	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		
	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		2,014,717	2,140,592	
	30 Total net assets or fund balances (see instructions)		2,014,717	2,140,592	
	31 Total liabilities and net assets/fund balances (see instructions)		2,014,717	2,140,592	

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	2,014,717
2	Enter amount from Part I, line 27a	2	125,875
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,140,592
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	2,140,592

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES					
b CAPITAL GAINS PASSED THROUGH BLACKSTONE GROUP LP					
c CAPITAL GAIN DIVIDEND DISTRIBUTIONS					
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 1,011,130		732,346	278,784		
b 241			241		
c 82			82		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			278,784		
b			241		
c			82		
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	279,107	
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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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))
2015	417,416	8,390,095	000 049751
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
2 Total of line 1, column (d)			2 000 210767
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 042153
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 8,681,065
5 Multiply line 4 by line 3			5 365,933
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,443
7 Add lines 5 and 6			7 371,376
8 Enter qualifying distributions from Part XIII, line 4			8 418,545

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	1	5,443
	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	5,443
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	5,443
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,443
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,084
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	3,084
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	10
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,369
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 2017 estimated tax ►	Refunded	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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	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?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	► MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	No
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	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? 13 Yes

Website address ►N/A

14 The books are in care of ►TRUST DEPARTMENT CHEMICAL BANK Telephone no ►(989) 839-8305

Located at ►715 E MAIN STREET MIDLAND MI

ZIP+4 ►48640

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here and enter the amount of tax-exempt interest received or accrued during the year. ► 15 □

16 At any time during calendar year 2016, 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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? □ Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? □ Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? □ Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? □ Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? □ Yes No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). □ Yes No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b □

Organizations relying on a current notice regarding disaster assistance check here. ► □

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? □ Yes No
If "Yes," list the years ► 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) 2b □

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes No

b If "Yes," did it have excess business holdings in 2016 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 2016). 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 2016? 4b No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>								5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No							
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? <i>If "Yes" to 6b, file Form 8870</i>								6b	
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).

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

2 Compensation of five highest paid employees (other than those included on line 1 - see instructions). If none, enter "None."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, (e) other allowances
Total number of other employees paid over \$50,000				

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".

Part IX-A Summary of Direct Charitable Activities

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

1 N/A	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.

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	8,633,384
b	Average of monthly cash balances.	1b	179,880
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,813,264
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	8,813,264
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 	4	132,199
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,681,065
6	Minimum investment return. Enter 5% of line 5.	6	434,053

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	434,053
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,443
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	5,443
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	428,610
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	428,610
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	428,610

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	418,545
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	418,545
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	5,443
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	413,102
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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				428,610
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			415,513	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 418,545				
a Applied to 2015, but not more than line 2a			415,513	
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 2016 distributable amount.				3,032
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015 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 2017.				425,578
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, enter the date of the ruling. ►				
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years		
	(a) 2016	(b) 2015	(c) 2014	(d) 2013
b 85% of line 2a.				
c Qualifying distributions from Part XII, line 4 for each year listed.				
d Amounts included in line 2c not used directly for active conduct of exempt activities.				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets.				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

JOHN E KESSLER CHEMICAL BANK
715 E MAIN STREET
MIDLAND, MI 48640
(989) 839-5305

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

LETTER WITH ACCOMPANYING BROCHURES OR PAMPHLETS IF AVAILABLE

c Any submission deadlines

JULY 31, ANNUALLY - TRUSTEES MEET ANNUALLY TO CONSIDER GRANT REQUESTS

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

NO GRANTS TO INDIVIDUALS OR RESEARCH PROGRAMS NO LOANS PERMITTED

Part XV Supplementary Information (continued)

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	269	
4 Dividends and interest from securities.			14	302,078	
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	279,107	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue			01	322	
a SEE STMT FOR PART 1, LINE 12					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				581,776	
13 Total. Add line 12, columns (b), (d), and (e).			13	581,776	

13 Total: Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify.)

Part XVI-B Relationship of Activities to the A

Part XVI-B Relationship of Activities to the Act

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID O BARSTOW 221 HOLLAND DRIVE BLACK MOUNTAIN, NC 28711	CO-CHAIR 002 00	0		
WILLIAM R DIXON 2656 BRIDGEWAY STE 201 SAUSALITO, CA 94965	CO-CHAIR 002 00	0		
JOHN E KESSLER 715 E MAIN STREET MIDLAND, MI 48640	SECRETARY 002 00	0		
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				
EASTER SEALS INC 233 S WACKER DRIVE STE 2400 CHICAGO, IL 60606	NONE	PC	UNRESTRICTED	3,000
CHRISTMAS FOR ALL INC PO BOX 6200 COEUR DALENE, ID 83816	NONE	PC	UNRESTRICTED	3,000
ASHEVILLE BUNCOMBE COMM CHRSTN MNSTRY 30 CUMBERLAND AVENUE ASHEVILLE, NC 28801	NONE	PC	CULINARY CLASS SCHOLARSHIPS	5,000
CARE PO BOX 7039 MERRIFIELD, VA 22116	NONE	PC	UNRESTRICTED	25,105
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PC	UNRESTRICTED	25,106
CENTER FOR DOMESTIC PEACE 734 A STREET SAN RAFAEL, CA 94901	NONE	PC	UNRESTRICTED	6,000
SWANNANOA VALLEY CHRISTIAN MINISTRY 101 N RIDGEWAY AVE BLACK MOUNTAIN, NC 28711	NONE	PC	DIRECTOR FUND	15,000
HOSPICE OF AUSTIN 4107 SPICEWOOD SP RD STE 100 AUSTIN, TX 78759	NONE	PC	UNRESTRICTED	45,000
HAYDEN ENTERPRISES GIVING FUND 963 SW SIMPSON AVE ST 110 BEND, OR 97702	NONE	PC	UNRESTRICTED	3,000
GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON, MA 02118	NONE	PC	UNRESTRICTED	5,000
FOOD BANK OF EASTERN MICHIGAN 2312 LAPEER ROAD FLINT, MI 48503	NONE	PC	UNRESTRICTED	5,000
NASHUA SOUP KITCHEN & SHELTER INC 42 CHESTNUT STREET NASHUA, NH 03061	NONE	PC	UNRESTRICTED	5,000
RICHMOND EMERGENCY FOOD PANTRY PO BOX 2598 EL CERRITO, CA 94530	NONE	PC	UNRESTRICTED	5,000
FEEDING AMERICA 35 EAST WACKER DR STE 2000 CHICAGO, IL 60601	NONE	PC	UNRESTRICTED	5,000
THE SALVATION ARMY 1765 W GOLF COURSE ROAD COEUR DALENE, ID 83816	NONE	PC	UNRESTRICTED	3,000
Total				416,000
3a				

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				
HEIFER FOUNDATION PO BOX 602 ALBERT LEA, MN 56007	NONE	PC	UNRESTRICTED	1,000
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	4,000
FRIENDS OF THE JAMES RIVER PARK PO BOX 4453 RICHMOND, VA 23220	NONE	PC	PROTECTION AND PRESERVATION FD	2,000
XERODERMA PIGMENTOSUM SOCIETY INC 437 SNYDERTOWN ROAD CRARYVILLE, NY 12521	NONE	PC	UNRESTRICTED	2,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FL NEW YORK, NY 100015004	NONE	PC	UNRESTRICTED	10,000
COLORADO RIVER ALLIANCE PO BOX 50029 AUSTIN, TX 78763	NONE	PC	UNRESTRICTED	5,000
CAMP KESEM PO BOX 452 CULVER CITY, CA 90232	NONE	PC	EUGENE, OR CHAPTER	1,000
DAUFUSKIE ISLAND COMMUNITY FUND PO BOX 71 DAUFUSKIE ISLAND, SC 29915	NONE	PC	UNRESTRICTED	4,000
THE MILO FOUNDATION PO BOX 6625 ALBANY, CA 94706	NONE	PC	UNRESTRICTED	4,000
EOS INTERNATIONAL PO BOX 4638 SAINT PAUL, MN 55104	NONE	PC	UNRESTRICTED	4,000
MCBACKPACK INC 4418 TRAVIS ROAD FORT COLLINS, CO 80524	NONE	PC	UNRESTRICTED	25,000
EXPANSION INTERNATIONAL 13176 PERSIMMON LANE STE 110 BOISE, ID 83713	NONE	PC	WATER PROJECT MEDICINE HOUSES	12,500
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 FUND	1,000
Total				416,000
3a				

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				
PIEDMONT EDUCATION FOUNDATION PO BOX 11192 PIEDMONT, CA 94611	NONE	PC	GENERAL FUND	1,500
THE HUMANE SOCIETY OF MIDLAND COUNTY PO BOX 1034 MIDLAND, MI 486411034	NONE	PC	UNRESTRICTED	5,000
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 28801	NONE	PC	UNRESTRICTED	9,000
DISABILITY NETWORK OF WEST MICHIGAN 27 E CLAY AVENUE MUSKEGON, MI 49442	NONE	PC	LUDINGTON BOARDWALK	2,850
WEST MIDLAND FAMILY CENTER 4011 W ISABELLA RD SHEPHERD, MI 48883	NONE	PC	UNRESTRICTED	26,447
SHELTER HOUSE 3115 ISABELLA ST MIDLAND, MI 48640	NONE	PC	UNRESTRICTED	26,447
COLEMAN RAILWAY FAMILY CENTER 4839 N COLEMAN SCHOOLS DR COLEMAN, MI 48618	NONE	PC	PROGRAMMING	26,448
FIRST UNION AFRICAN BAPTIST CHURCH PO BOX 71 DAUFUSKIE ISLAND, SC 29915	NONE	PC	UNRESTRICTED	8,000
WHISTLESTOP 930 TAMALPAIS AVENUE SAN RAFAEL, CA 94901	NONE	PC	UNRESTRICTED	1,000
KOOTENAI HUMANE SOCIETY PO BOX 1005 HAYDEN, ID 83835	NONE	PC	UNRESTRICTED	1,000
GARY SINISE FOUNDATION 2049 CENTURY PARK E STE 3800 LOS ANGELES, CA 90067	NONE	PC	UNRESTRICTED	1,000
MILITARY APPRECIATION DAY INC 9321 HAMPTON OAKS LANE CHARLOTTE, NC 28270	NONE	PC	SOUTHPORT NC CHAPTER	1,000
ALS THERAPY DEVELOPMT INSTITUTE 300 TACHNOLOGY SQUARER STE 400 CAMBRIDGE, MA 02139	NONE	PC	MEMORIAL	500
KULPAHAR KIDS HOME & CHRISTIAN SCHOOL PO BOX 32574 PHEONIX, AZ 85064	NONE	PC	UNRESTRICTED	9,650
NORTH MIDLAND FAMILY CENTER 2601 E SHEARER ROAD MIDLAND, MI 48642	NONE	PC	PROGRAMMING	26,447
Total				416,000 ►
3a				

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				
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMNAS PLACE MEMPHIS, TN 38105	NONE	PC	GENERAL FUND	2,000
US ASSOCIATION FOR UNHCR 1775 K STREET NW STE 580 WASHINGTON, DC 20006	NONE	PC	UNRESTRICTED	10,000
INTERNATIONAL INSTITUTE OF NEW ENGLAND 2 BOYSTON STREET 3RD FLOOR BOSTON, MA 02116	NONE	PC	UNRESTRICTED	5,000
ASHEVILLE BUNCOMBE COMMUNITY CHRISTIAN MINISTRY 30 CUMBERLAND AVE ASHEVILLE, NC 28801	NONE	PC	KITCHEN EQUIPMENT	10,000
Total				416,000
3a				

TY 2016 Accounting Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 16000333

Software Version: 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHALGIAN TRIPP LAW OFFICES PLLC	2,749	2,749		

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

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 16000333

Software Version: 17.2.0.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICALLY TRADED SECURITIES					1,011,130	732,346			278,784	
CAPITAL GAINS PASSED THROUGH BLACKSTONE GROUP LP					241				241	
CAPITAL GAIN DIVIDEND DISTRIBUTIONS					82				82	

TY 2016 General Explanation Attachment

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 16000333

Software Version: 17.2.0.0

TY 2016 Investments Corporate Stock Schedule**Name:** BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 16000333**Software Version:** 17.2.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
138443 shares of DOW CHEMICAL COMPANY	945,764	7,921,708
450 shares of ATT INC	11,398	19,139
300 shares of ALTRIA GROUP INC	5,507	20,286
150 shares of AMERICAN ELECTRIC POWER	4,624	9,444
200 shares of ROYAL DUTCH SHELL PLC	14,419	10,876
200 shares of CHEVRON CORPORATION	13,718	23,540
325 shares of EMERSON ELECTRIC CO	12,021	18,119
150 shares of HOME DEPOT, INC.	4,054	20,112
160 shares of JOHNSON JOHNSON	9,576	18,434
50 shares of KIMBERLY CLARK CORP	2,787	5,706
300 shares of ELI LILLY CO	9,833	22,065
240 shares of MCDONALDS CORP	13,686	29,213
350 shares of MICROCHIP TECH	11,933	22,453
300 shares of WASTE MANAGEMENT INC	8,885	21,273
500 shares of INVESCO LTD	10,520	15,170
100 shares of HONEYWELL INTL INC	4,491	11,585
800 shares of INTEL CORP	19,444	29,016
75 shares of NEXTERA ENERGY INC	3,810	8,960
300 shares of NUCOR CORP	11,949	17,856
550 shares of PFIZER	9,371	17,864
350 shares of VERIZON COMMUNICATIONS	11,343	18,683
1000 shares of CHEMICAL FINANCIAL CORP	20,268	54,170
4400 shares of ISHARES TR MSCI EAFE INDEX FD	265,261	254,012
200 shares of KRAFT HEINZ CO	5,640	17,464
250 shares of KLA TENCOR CORP	13,047	19,670
160 shares of DARDEN RESTAURANTS INC	7,336	11,635
300 shares of ABB VIE INC	7,031	18,786
226 shares of FOUR CORNERS PROPERTY TR INC REIT	3,754	4,638
275 shares of CARNIVAL CORP	12,850	14,317
320 shares of DICKS SPORTING GOODS INC	14,848	16,992

Name of Stock	End of Year Book Value	End of Year Fair Market Value
150 shares of WALT DISNEY CO	15,465	15,633
340 shares of STARBUCKS CORP	20,313	18,877
250 shares of WILLIAMS SONOMA INC	12,829	12,098
100 shares of CONSTELLATION BRANDS	15,696	15,331
150 shares of CVS HEALTH CORP	15,467	11,837
400 shares of KROGER CO	14,847	13,804
160 shares of EXXONMOBIL CORP	13,982	14,442
450 shares of SUNCOR ENERGY	12,617	14,711
220 shares of VALERO ENERGY CO	13,215	15,030
325 shares of DISCOVER FINL SERVICES	18,349	23,429
350 shares of INTERCONTINENTAL EXCHANGE	17,000	19,747
270 shares of JP MORGAN CHASE CO	17,266	23,298
375 shares of MET LIFE INC	17,304	20,209
220 shares of PRUDENTIAL FINL INC	17,289	22,893
200 shares of T ROWE PRICE GROUP INC	13,732	15,052
60 shares of ALLERGAN PLC	14,750	12,601
75 shares of AMGEN INC	12,969	10,966
175 shares of CARDINAL HEALTH	15,235	12,595
150 shares of GILEAD SCIENCES INC	15,047	10,742
230 shares of TEVA PHARMACEUTICAL INDs	12,225	8,338
100 shares of THERMO FISHER SCIENTIFIC INC	14,597	14,110
100 shares of BOEING CO	13,095	15,568
300 shares of FASTENAL CO	13,014	14,094
420 shares of GENERAL ELECTRIC CORP	13,137	13,272
120 shares of UNITED PARCEL SERVICE	12,833	13,757
35 shares of ALPHABET INC	27,106	27,736
255 shares of APPLE INC	27,493	29,534
135 shares of BROADCOM LTD	20,757	23,864
575 shares of CISCO SYSTEMS INC	16,473	17,377
300 shares of QUALCOMM INC	15,696	19,560

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4 shares of ADVANSIX INC	24	89
160 shares of PACKAGING CORP OF AMERICA	10,084	13,571
300 shares of EXELON CORP	10,191	10,647
275 shares of PPL CORPORATION	9,556	9,364
100 shares of WISDOMTREE SMALLCAP DIVIDEND FD	7,068	8,272
2325 shares of ISHARES MSCI EMERGING MKT ETF	81,793	81,398
80 shares of SIMON PROPERTY GROUP INC REIT	16,400	14,214

TY 2016 Investments - Other Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 16000333

Software Version: 17.2.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN BLACKSTONE GROUP LP	AT COST	22,502	16,894

TY 2016 Other Income Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 16000333

Software Version: 17.2.0.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CURRENT YR PASSIVE INCOME	257	257	
INVESTMENT INTEREST PASSED THROUGH ON K-1 FORM	-25	-25	
SECTION 1231 GAIN PASSED THROUGH K-1 FORM	90	90	

TY 2016 Other Professional Fees Schedule

Name: BARSTOW FOUNDATION

EIN: 38-6151026

Software ID: 16000333

Software Version: 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHEMICAL BANK - INVESTMENT FEES	33,646	33,646		

TY 2016 Taxes Schedule

Name: BARSTOW FOUNDATION**EIN:** 38-6151026**Software ID:** 16000333**Software Version:** 17.2.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDEND INCOME	214	214		