

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	7,666,124	31,900,851	31,900,851
	2 Savings and temporary cash investments	4,468,185	74,141,384	74,141,384
	3 Accounts receivable ▶ <u>291,065</u>			
	Less allowance for doubtful accounts ▶ _____	1,687,519	291,065	291,065
	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>	620,000	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)	345,004,560	478,117,630	478,117,630
	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)	120,282,831	189,795,862	189,795,862	
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)	479,729,219	774,866,792	774,866,792	
Liabilities	17 Accounts payable and accrued expenses	22,000	22,000	
	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	120,000,000	
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	69,922,000	120,022,000	
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	409,807,219	654,844,792	
	30 Total net assets or fund balances (see instructions)	409,807,219	654,844,792	
31 Total liabilities and net assets/fund balances (see instructions) .	479,729,219	774,866,792		

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	409,807,219
2 Enter amount from Part I, line 27a	2	41,466,974
3 Other increases not included in line 2 (itemize) ▶ _____	3	203,570,599
4 Add lines 1, 2, and 3	4	654,844,792
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	654,844,792

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 PORTFOLIO GAINS	D		
b PARTNERSHIP GAINS	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 119,519,153		74,258,589	45,260,564
b 3,390,101			3,390,101
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			45,260,564
b			3,390,101
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	48,650,665
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))
2016			
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,108,009
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	1,108,009
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	1,108,009
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	993,890
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	1,293,890
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	64
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	185,817
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 185,817 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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>	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	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	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 N/A	13	Yes	
14	The books are in care of TOM MUIR Telephone no (801) 584-5700			

Located at **500 HUNTSMAN WAY SLC UT**ZIP+4 **84108**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/>	15	
16	At any time during calendar year 2017, 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)		Yes	No
(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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<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).		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2017 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 2017).		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 2017?		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 type="checkbox"/> Yes <input checked="" 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 checked="" type="checkbox"/> Yes <input 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	No
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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 checked="" 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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
THOMAS E MUIR 1097 CRESTVIEW CIRCLE SALT LAKE CITY, UT 84108	TREASURER 40 00	160,000	0	0

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

1

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
STOEL RIVERS LLP 201 SOUTH MAIN STREET SUITE 1100 SALT LAKE CITY, UT 84111	LEGAL	134,347
DALE S PROWS PO BOX 1516 DRIGGS, UT 83422	CONSULTING	75,000
PRESCOTT CONSULTING 820 SUNRISE CIRCLE CENTERVILLE, UT 84014	CONSULTING	60,000
PAIGE PETERSON CONSULTING 2000 CIRCLE OF HOPE SALT LAKE CITY, UT 84112	CONSULTING	50,000

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

4

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	459,114,740
b	Average of monthly cash balances.	1b	17,856,029
c	Fair market value of all other assets (see instructions).	1c	190,706,927
d	Total (add lines 1a, b, and c).	1d	667,677,696
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	618,177,696
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,272,665
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	608,905,031
6	Minimum investment return. Enter 5% of line 5.	6	30,445,252

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	30,445,252
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	1,108,009
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	694,943
c	Add lines 2a and 2b.	2c	1,802,952
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	28,642,300
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	28,642,300
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	28,642,300

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	18,792,129
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	18,792,129
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	18,792,129

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				28,642,300
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			15,414,327	
b Total for prior years 2015, 2014, 20____		2,209,057		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 18,792,129				
a Applied to 2016, but not more than line 2a			15,414,327	
b Applied to undistributed income of prior years (Election required—see instructions).		2,209,057		
c Treated as distributions out of corpus (Election required—see instructions).	1,168,745			
d Applied to 2017 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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	1,168,745			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				28,642,300
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).	1,168,745			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 DOD 2218

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	16,632,613
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions)
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	118,427	
4 Dividends and interest from securities. . . .			14	8,513,702	
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	45,260,564	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PARTNERSHIP INCOME	523000	4,020,695	14	-1,002,750	
b PARTNERSHIP INCOME	523000			9,414,495	
c TAX REFUND	900099			26	
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		4,020,695		62,304,464	0
13 Total. Add line 12, columns (b), (d), and (e).			13		66,325,159

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-11-15 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer 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 address ▶ 555 MISSION STREET SAN FRANCISCO, CA 94105				
					Firm's EIN ▶ 86-1065772
					Phone no (415) 738-4000

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 DOD 2218	PRESIDENT 1 00	875,000	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	150,000	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
PAUL C HUNTSMAN	VICE PRESIDENT/TTEE 20 00	133,333	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 <i>Paid during the year</i>				
ADAMS & GLADWELL RESEARCH FOUNDATION 3920 SOUTH 1100 EAST SUITE 150 SALT LAKE CITY, UT 84124	NONE	PC	GENERAL SUPPORT	50,000
AMERICAN CANCER SOCIETY'S HOPE LODGE 375 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	50,000
AMERICAN RED CROSSPO BOX 4706 LOGAN, UT 84323	NONE	PC	GENERAL SUPPORT	50,000
Total ► 3a				16,632,613


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>				
AUTISM SERVICE DOGS OF AMERICA 20340 SOUTHWEST BOONES FERRY ROAD TUALATIN, OR 97062	NONE	PC	GENERAL SUPPORT	13,500
BALLET WEST52 WEST 200 SOUTH SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	50,000
BARLOW BALLET THEATRE 261 SOUTH 1350 EAST STREET LEHI, UT 84043	NONE	PC	GENERAL SUPPORT	20,000
Total ▶ 3a				16,632,613

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>				
BOSTON BALLET 454 WASHINGTON STREET NORWELL, MA 02061	NONE	PC	GENERAL SUPPORT	15,000
BYU MELVIN J BALLARD CENTER D-346 ASB PROVO, UT 84602	NONE	PC	GENERAL SUPPORT	100,000
CARDIOVASCULAR FOUNDATION OF SE TEXAS 2680 MCFADDIN STREET BEAUMONT, TX 77702	NONE	PC	GENERAL SUPPORT	30,000
Total ▶ 3a				16,632,613

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>				
CARMEN B PINGREE AUTISM CENTER OF LEARN 780 GUARDSMAN WAY SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	74,500
CHURCH OF JESUS CHRIST OF LDS 50 EAST NORTH TEMPLE SALT LAKE CITY, UT 84150	NONE	PC	GENERAL SUPPORT	250,000
CITY OF BLACKFOOTBINGHAM MAYRL SCHOLARS 157 NORTH BROADWAY BLACKFOOT, ID 83221	NONE	PC	GENERAL SUPPORT	10,000
Total ▶ 3a				16,632,613

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>				
DANA RUNNING FOUNDATION-DANA HILLS HIGH 33333 GOLDEN LANTERN DANA POINT, CA 92629	NONE	PC	GENERAL SUPPORT	2,000
EQUALITY UTAH 175 WEST 200 SOUTH SUITE 1004 SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	10,000
GREEK ORTHODOX CHURCH 246 WEST BROADWAY SALT LAKE CITY, UT 84104	NONE	PC	GENERAL SUPPORT	5,000
Total ► 3a				16,632,613

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>				
HALE CENTRE THEATRE 3333 SOUTH DECKER LAKE DRIVE WEST VALLEY CITY, UT 84119	NONE	PC	GENERAL SUPPORT	400,000
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	113,153
IDAHO STATE UNIVERSITY FOUNDATION CAMPUS BOX 8265 POCATELLO, ID 83209	NONE	PC	GENERAL SUPPORT	100,000
Total ▶ 3a				16,632,613

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>				
INTERFAITH COMMUNITY CLINIC 101 PINE MANOR DRIVE OAK RIDGE NORTH, TX 77385	NONE	PC	GENERAL SUPPORT	100,000
JARED PRESCOTT MASCARENE ISLANDS CHARITABLE TRUST 3255 WEST HIGH SCHOOL ROAD JACKSON, WY 83002	NONE	PC	GENERAL SUPPORT	50,000
JOHNSTON MEMORIAL HOSPITAL FAMILY COMMUNITY TRUST 1611 NORTHWEST 12TH AVENUE MIAMI, FL 33136	NONE	PC	GENERAL SUPPORT	1,200,000
Total 				16,632,613
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 <i>Paid during the year</i>				
MARQUETTE UNIVERSITYMAJERUS SCHOLARSHIP 1250 WEST WISCONSIN AVENUE MILWAUKEE, WI 53233	NONE	PC	GENERAL SUPPORT	100,000
NATIONAL ABILITY CENTER 1000 ABILITY WAY PARK CITY, UT 84060	NONE	PC	GENERAL SUPPORT	12,000
OLSON-HUNTSMAN VISION FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	PF	GENERAL SUPPORT	2,500,000
Total ▶ 3a				16,632,613

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>				
RISE AND REBUILD FOUNDATION (GOODSON) 3008 FALLENTINE ROAD SANDY, UT 84093	NONE	PC	GENERAL SUPPORT	50,000
RONALD REAGAN PRESIDENTIAL FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	NONE	PC	GENERAL SUPPORT	50,000
SALT LAKE EDUCATION FOUNDATION 440 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	200,000
Total ▶ 3a				16,632,613

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>				
SANFORD C BERNSTEIN & CO 10 EAST 59TH STREET NEW YORK, NY 10153	NONE	PC	DONOR ADVISED FUND	6,700,000
SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	GENERAL SUPPORT	15,000
SIGMA CHI FOUNDATION - HUNTSMAN LEADERSHIP SUMMIT 1714 HINMAN AVENUE EVANSTON, UT 60201	NONE	PC	GENERAL SUPPORT	500,000
Total ▶ 3a				16,632,613

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>				
SONS OF UTAH PIONEERS 3301 EAST LOUISE AVENUE SALT LAKE CITY, UT 84109	NONE	PC	GENERAL SUPPORT	500
SUNDANCE INSTITUTE 1825 THREE KINGS DRIVE PARK CITY, UT 84060	NONE	PC	GENERAL SUPPORT	25,000
THE RICHARD NIXON FOUNDATION 1801 YORBA LINDA BOULEVARD YORBA LINDA, CA 92886	NONE	PC	GENERAL SUPPORT	100,000
Total ▶ 3a				16,632,613

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>				
THIS IS THE PLACE HERITAGE PARK (THIS IS THE PLACE FOUNDATION) 2601 EAST SUNNYSIDE AVENUE SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	50,000
UNIVERSITY OF NEVADA H REID PRES CHAIR SCHOOL OF LAW 4505 SOUTH MARYLAND PARKWAY LAS VEGAS, NV 89154	NONE	PC	GENERAL SUPPORT	500,000
UNIVERSITY OF UTAH - BASKETBALL PROGRAM 201 PRESIDENTS CIRCLEROOM 203 SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	100,000
Total ▶ 3a				16,632,613

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>				
UNIVERSITY OF UTAH - CONCOURSE ARENA 1825 SOUTH CAMPUS DRIVE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	200,000
UNIVERSITY OF UTAH - GENERAL 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	500
US NAVAL ACADEMY FOUNDATION 247 KING GEORGE STREET ANNAPOLIS, MD 21402	NONE	PC	GENERAL SUPPORT	50,000
Total ► 3a				16,632,613

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>				
USU MENTAL HEALTH & COMPULSIVE BEHAVIOR 2810 OLD MAIN HILL LOGAN, UT 84322	NONE	PC	GENERAL SUPPORT	50,000
UTAH FILM CENTER50 BROADWAY 1125 SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	15,000
UTAH SPORTS HALL OF FAME FOUNDATION 3434 BENGAL BOULEVARD 106 COTTONWOOD HEIGHTS, UT 84121	NONE	PC	GENERAL SUPPORT	10,000
Total ► 3a				16,632,613

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 - JMH PRESIDENT CHAIR IN LEADERSHIP 1400 OLD MAIN HILL LOGAN, UT 84322	NONE	PC	GENERAL SUPPORT	75,000
UTAH SYMPHONY 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	50,000
UTAH VALLEY UNIVERSITY - KIMBALL FUND 800 WEST UNIVERSITY PARKWAY ROOM AD-218 OREM, UT 84058	NONE	PC	GENERAL SUPPORT	3,580
Total ▶ 3a				16,632,613

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 VALLEY UNIVERSITY SCHOLARSHIP 800 WEST UNIVERSITY PARKWAY ROOM AD-218 OREM, UT 84058	NONE	PC	GENERAL SUPPORT	2,500,000
WESTMINSTER COLLEGE - JMH INT'L STUDENT FELLOWSHIP 1840 SOUTH 1300 EAST SALT LAKE CITY, UT 84105	NONE	PC	GENERAL SUPPORT	7,880
YWCA322 EAST 300 SOUTH SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	75,000
Total ▶ 3a				16,632,613

TY 2017 Accounting Fees Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	44,400	0		44,400

TY 2017 Applied to Prior Year Election

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Election: PURSUANT TO CODE SECION 4942(H)(2) AND REGULATION SECTION 53.4942(A)-3(D)(2), TAXPAYER HEREBY ELECTS TO TREAT THE CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIUBED INCOME AS COMING FROM PRIOR YEAR'S UNDISTRIBUTED INCOME AS FOLLOWS: 2014: \$364,2962015: \$1,844,761SIGNED: _____

TY 2017 Distribution from Corpus Election

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Election: PURSUANT TO CODE SECION 4942(H)(2) AND REGULATION SECTION 53.4942(A)-3(D)(2), TAXPAYER HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIUBUIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS MADE OUT OF CORPUS. TAX YEAR 2017:

\$1,168,745TOTAL:

\$1,168,745SIGNED:_____

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

TY 2017 Expenditure Responsibility Statement

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
OLSON-HUNTSMAN VISION FOUNDATION	500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	2017-07-14	2,500,000	OLSEN-HUNTSMAN VISION FOUNDATION REPORTS QUARTERLY EXPENDED AMOUNTS TO HUNTSMAN FOUNDATION	0				

TY 2017 General Explanation Attachment**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		PART VII-A, LINE 12	TAXPAYER MAKES GRANTS TO A DONOR ADVISED FUND TO BE ADVISED BY THE FUND'S PRESIDENT

TY 2017 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	449,415,000	449,415,000
CFT SECURITIES	670,220	670,220
CFT - HUNTSMAN	28,032,410	28,032,410

TY 2017 Investments - Other Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FOUNDATION ENTERPRISES LLC	FMV	8,251,344	8,251,344
ARDEN REAL ESTATE PARTNERS I, LP	FMV	6,359,038	6,359,038
TOWER ARCH PARTNERS 1, LP	FMV	5,843,422	5,843,422
THAYER HOTEL INVESTORS	FMV	14,688,926	14,688,926
ARDEN REAL ESTATE PARTNERS II, LP	FMV	18,869,439	18,869,439
YUNFENG FUND II, LP	FMV	21,746,773	21,746,773
HGGC FUND II	FMV	12,479,681	12,479,681
AMPAC	FMV	49,500,000	49,500,000
GUAM TELECOM	FMV	50,013,329	50,013,329
RADCLIFF FU I, LLC	FMV	2,043,910	2,043,910

TY 2017 Legal Fees Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	182,134	0		182,134

TY 2017 Other Expenses Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICERS LIABILITY INSURANCE	12,862	0		12,862
OFFICE EXPENSE	122	0		122
ADP PAYROLL FEES	1,950	0		1,950
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0	655,674		0
BANK FEES	1,479	1,479		0
UMBRELLA INSURANCE	10,000	0		10,000
MISCELLANEOUS EXPENSE	102,912	0		16,241

TY 2017 Other Income Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	3,017,945	-1,002,750	3,017,945
PARTNERSHIP INCOME	9,414,495		9,414,495
TAX REFUND	26		26

TY 2017 Other Increases Schedule

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Description	Amount
UNREALIZED GAIN	203,570,599

TY 2017 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	110,000	0		110,000

TY 2017 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	3,994,173	0		0
FOREIGN TAXES	0	222,461		0
STATE TAX PAYMENT	543,416	0		0