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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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
THE HUNTSMAN FOUNDATION

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

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

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 560,897,379

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
74-2521914

B Telephone number (see instructions)
(801) 584-5700

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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)	281,034		
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	519,878	519,878	
	4 Dividends and interest from securities . . .	10,718,905	10,718,905	
	5a Gross rents			
	b Net rental income or (loss) _____			
	6a Net gain or (loss) from sale of assets not on line 10	293,425		
	b Gross sales price for all assets on line 6a _____ 5,662,264			
	7 Capital gain net income (from Part IV, line 2) . . .		5,955,689	
	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)	29,743,146	-135,205		
12 Total. Add lines 1 through 11	41,556,388	17,059,267		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	313,792	0	313,792
	14 Other employee salaries and wages	242,325	0	242,325
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	65,085	0	65,085
	b Accounting fees (attach schedule)	32,925	0	32,925
	c Other professional fees (attach schedule)	100,000	0	100,000
	17 Interest	3,553,811	0	604,148
	18 Taxes (attach schedule) (see instructions) . . .	2,786,158	281,831	75
	19 Depreciation (attach schedule) and depletion . . .			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	399,854	1,033,555	79,297
	24 Total operating and administrative expenses. Add lines 13 through 23	7,493,950	1,315,386	1,437,647
	25 Contributions, gifts, grants paid	30,296,993		26,536,993
26 Total expenses and disbursements. Add lines 24 and 25	37,790,943	1,315,386	27,974,640	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	3,765,445		
	b Net investment income (if negative, enter -0-)		15,743,881	
c Adjusted net income (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	31,900,851	2,719,960	2,719,960
	2 Savings and temporary cash investments	74,141,384	8,545,589	8,545,589
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	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) ▶ _____ 620,000 Less allowance for doubtful accounts ▶ _____ 0	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)	478,117,630	299,600,782	299,600,782
	c Investments—corporate bonds (attach schedule)	0	35,560,984	35,560,984
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	189,795,862	213,850,064	213,850,064
	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)	774,866,792	560,897,379	560,897,379	
Liabilities	17 Accounts payable and accrued expenses	22,000	35,031	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	120,000,000	120,000,000	
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	120,022,000	120,035,031	
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	654,844,792	440,862,348	
30 Total net assets or fund balances (see instructions)	654,844,792	440,862,348		
31 Total liabilities and net assets/fund balances (see instructions) .	774,866,792	560,897,379		

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	654,844,792
2 Enter amount from Part I, line 27a	2	3,765,445
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	658,610,237
5 Decreases not included in line 2 (itemize) ▶ _____	5	217,747,889
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	440,862,348

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	P		
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			293,425
b 5,662,264			5,662,264
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			293,425
b			5,662,264
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	5,955,689
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))
2017			
2016			
2015			
2014			
2013			

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 5.0, 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 2018 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	314,878
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	314,878
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	314,878
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	435,817
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	535,817
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
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	220,939
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 220,939 Refunded ▶	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 ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) ▶ 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 2018 or the taxable year beginning in 2018? See the 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"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 2017, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	Yes	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	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		Yes	No
(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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input checked="" 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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS E MUIR	TREASURER	171,950	0	0
1097 CRESTVIEW CIRCLE SALT LAKE CITY, UT 84108	40 00			
Total number of other employees paid over \$50,000.				0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRESCOTT CONSULTING 820 SUNRISE CIRCLE CENTERVILLE, UT 84014	CONSULTING	100,000
STOEL RIVERS LLP 201 SOUTH MAIN STREET SUITE 1100 SALT LAKE CITY, UT 84111		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	453,567,383
b	Average of monthly cash balances.	1b	46,409,052
c	Fair market value of all other assets (see instructions).	1c	114,870,064
d	Total (add lines 1a, b, and c).	1d	614,846,499
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	565,346,499
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,480,197
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	556,866,302
6	Minimum investment return. Enter 5% of line 5.	6	27,843,315

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

1	Minimum investment return from Part X, line 6.	1	27,843,315
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	314,878
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	268,543
c	Add lines 2a and 2b.	2c	583,421
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	27,259,894
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	27,259,894
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	27,259,894

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	27,974,640
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	27,974,640
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	27,974,640

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				27,259,894
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			28,642,300	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 27,974,640				
a Applied to 2017, but not more than line 2a			27,974,640	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			667,660	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				27,259,894
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, 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			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 foundation 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 <input checked="" type="checkbox"/> 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to

Form **990-PF** (2018)

Part XVII

	Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
--------------	-----------

1b(2)	No
--------------	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) (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

<p>Sign Here</p> <p>*****</p> <hr/> <p>Signature of officer or trustee</p>	<p>2019-11-14</p> <hr/> <p>Date</p>	<p>*****</p> <hr/> <p>Title</p>
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May the IRS discuss this return with the preparer shown below

(see instr)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	JOAN S MCMAHON				
	Firm's name ► DELOITTE TAX LLP				Firm's EIN ► 86-1065772
	Firm's address ► 555 MISSION STREET SAN FRANCISCO, CA 94105				Phone no (415) 738-4000

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

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	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
KAREN H HUNTSMAN	CHAIR/DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
CHRISTENA DURHAM	EVP/DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
PAUL C HUNTSMAN	EVP/DIRECTOR 20 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
JAMES H HUNTSMAN	DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
JENNIFER H PARKIN	EVP/DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
CHRISTOPHER HUFFMAN THRU 112	DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
J KIMO ESPLIN THRU 112	DIRECTOR/TREAS 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
DAVID H HUNTSMAN	PRESIDENT/COO/DIR 20 00	313,792	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
MARY ANNE HUNTSMAN FROM 112	DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
PETER R HUNTSMAN FROM 112	CEO/DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
CHRISTOPHER H HUFFMAN FROM 112	DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
MARK H HUNTSMAN	HONORARY DIRECTOR 1 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
THOMAS E MUIR	VP, CFO, TREASURER 20 00	0	0	0
500 HUNTSMAN WAY SALT LAKE CITY, UT 84108				
RONALD G MOFFITT	SECRETARY 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>				
AMERICAN CANCER SOCIETY'S HOPE LODGE 375 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	50,000
AMERICAN INDIAN SERVICES 3115 EAST LION LANE SUITE 320 COTTONWOOD HEIGHTS, UT 84121	NONE	PC	GENERAL SUPPORT	10,000
ARTHRITIS FOUNDATION 5320 SOUTH 900 EAST SUITE 100 SALT LAKE CITY, UT 84117	NONE	PC	GENERAL SUPPORT	2,000
Total ▶ 3a				30,296,993

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>				
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	5,000
BYU MELVIN J BALLARD CENTER D-346 ASB PROVO, UT 84602	NONE	PC	GENERAL SUPPORT	100,000
Total ▶ 3a				30,296,993

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>				
CACHE VALLEY FOR HOPE CANCER FOUNDATION 135 SOUTH MAIN LOGAN, UT 84321	NONE	PC	GENERAL SUPPORT	50,000
CARDIOVASCULAR FOUNDATION OF SE TEXAS 2680 MCFADDIN STREET BEAUMONT, TX 77702	NONE	PC	GENERAL SUPPORT	30,000
CARNEGIE HALL881 SEVENTH AVENUE NEW YORK, NY 10019	NONE	PC	GENERAL SUPPORT	50,000
Total ► 3a				30,296,993

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>				
CATHOLIC COMMUNITY SERVICES 745 EAST 300 SOUTH SALT LAKE CITY, UT 84102	NONE	PC	GENERAL SUPPORT	255,000
CITY OF BLACKFOOTBINGHAM MAYRL SCHOLARS 157 NORTH BROADWAY BLACKFOOT, ID 83221	NONE	PC	GENERAL SUPPORT	10,000
CYSTIC FIBROSIS FOUNDATION 455 E 500 SOUTH STREET 308 SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	25,000
Total ► 3a				30,296,993

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>				
ENCIRCLE FAMILY AND YOUTH RESOURCE CENTER 91 WEST 200 SOUTH PROVO, UT 84601	NONE	PC	GENERAL SUPPORT	20,000
ENVISION UTAHCOALITION FOR UTAH'S FUTURE 254 SOUTH 600 EAST NUMBER 201 SALT LAKE CITY, UT 84102	NONE	PC	GENERAL SUPPORT	2,500
EQUALITY UTAH 175 WEST 200 SOUTH SUITE 1004 SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	30,000
Total ▶ 3a				30,296,993

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>				
GIFTED MUSIC SCHOOL OF UTAH 150 SOUTH 1000 EAST NUMBER 200 SALT LAKE CITY, UT 84124	NONE	PC	GENERAL SUPPORT	33,000
GREEK ORTHODOX CHURCH 246 WEST BROADWAY SALT LAKE CITY, UT 84104	NONE	PC	GENERAL SUPPORT	5,000
HALE CENTRE THEATRE 3333 SOUTH DECKER LAKE DRIVE WEST VALLEY CITY, UT 84119	NONE	PC	GENERAL SUPPORT	400,000
Total ▶ 3a				30,296,993

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>				
HUNTSMAN AWARDS FOR EXCELLENCE IN EDUCATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	11,000
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	417,652
IDAHO STATE UNIVERSITY FOUNDATION CAMPUS BOX 8265 POCATELLO, ID 83209	NONE	PC	GENERAL SUPPORT	200,000
Total ▶ 3a				30,296,993

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>				
JARED PRESCOTT MASCARENE ISLANDS CHARITABLE TRUST 3255 WEST HIGH SCHOOL ROAD JACKSON, WY 83002	NONE	PC	GENERAL SUPPORT	50,000
JMH FAMILY COMMUNITY TRUST 1611 NORTHWEST 12TH AVENUE MIAMI, FL 33136	NONE	PC	GENERAL SUPPORT	1,000,000
JUVENILE DIABETES FOUNDATION 1995 WEST 900 SOUTH WEST JORDAN, UT 84088	NONE	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				30,296,993

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				
LARRY H MILLER CHARITIES 9350 SOUTH 150 EAST SUITE 1000 SANDY, UT 84070	NONE	PC	GENERAL SUPPORT	30,000
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	550,000
Total ▶ 3a				30,296,993

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>				
NATIONAL MULTIPLE SCLEROSIS 396 WEST IRONWOOD DRIVE SALT LAKE CITY, UT 84115	NONE	PC	GENERAL SUPPORT	25,000
NEIGHBORHOOD HOUSE ASSOCIATION 1050 WEST 500 SOUTH SALT LAKE CITY, UT 84104	NONE	PC	GENERAL SUPPORT	25,000
OLSON-HUNTSMAN VISION FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	3,760,000
Total ▶ 3a				30,296,993

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>				
OPERATION HERO 3804 NORTH STONE GULLEY MESA, AZ 85207	NONE	PC	GENERAL SUPPORT	2,500
QUELESSEBOUGOU ALLIANCE 525 EAST 4500 SOUTH SALT LAKE CITY, UT 84107	NONE	PC	GENERAL SUPPORT	2,500
PRATHAM USA 9703 RICHMOND AVENUE NUMBER 102 HOUSTON, TX 77041	NONE	PC	GENERAL SUPPORT	25,000
Total ► 3a				30,296,993

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>				
SALT LAKE COMMUNITY COLLEGE FOUNDATION 4600 SOUTH REDWOOD ROAD SALT LAKE CITY, UT 84123	NONE	PC	GENERAL SUPPORT	2,500
SALT LAKE EDUCATION FOUNDATION 440 EAST 100 SOUTH SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	150,000
SANFORD C BERNSTEIN & CO 10 EAST 59TH STREET NEW YORK, NY 10153	NONE	PC	DONOR ADVISED FUND	17,800,000
Total ▶ 3a				30,296,993

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>				
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
SONS OF UTAH PIONEERS 3301 EAST LOUISE AVENUE SALT LAKE CITY, UT 84109	NONE	PC	GENERAL SUPPORT	500
Total ▶ 3a				30,296,993

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>				
SOUTHERN UTAH UNIVERSITY MUSIC EDUCATION 351 WEST UNIVERSITY BOULEVARD CEDAR CITY, UT 84720	NONE	PC	GENERAL SUPPORT	1,400
STAR INSTITUTE FOR SENSORY PROCESSING DISORDER 5420 SOUTH QUEBEC STREET SUITE 103 GREENWOOD VILLAGE, CO 80111	NONE	PC	GENERAL SUPPORT	10,000
SUNDANCE INSTITUTE 1825 THREE KINGS DRIVE PARK CITY, UT 84060	NONE	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				30,296,993

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>				
THE ADAMS & GLADWELL RESEARCH FOUNDATION 3920 SOUTH 1100 EAST SUITE 150 SALT LAKE CITY, UT 84124	NONE	PC	GENERAL SUPPORT	100,000
THE LEUKEMIA & LYMPHOMA SOCIETY 3 INTERNATIONAL DRIVE RYE BROOK, NY 10573	NONE	PC	GENERAL SUPPORT	50,000
THE ROAD HOME 210 SOUTH RIO GRANDE STREET SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	3,000
Total ▶ 3a				30,296,993

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				30,296,993

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 - CRIMSON PARENTS 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	2,500
UNIVERSITY OF UTAH - MOFFITT SCHOLARSHIPS 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	19,918
Total			▶ 3a	30,296,993

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 COLLEGE OF FINE ARTS 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	25,000
UNIVERSITY OF UTAH NEUROPSYCHIATRIC INSTITUTE 501 CHIPETA WAY SALT LAKE CITY, UT 84108	NONE	PC	GENERAL SUPPORT	75,000
UNIVERSITY OF UTAH PRESIDENTIAL CHAIRS-HEALTH SCIENCES 201 PRESIDENTS CIRCLE SALT LAKE CITY, UT 84112	NONE	PC	GENERAL SUPPORT	450,000
Total			▶ 3a	30,296,993

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 ANTI-BULLYING COALITION 9350 SOUTH STATE STREET SANDY, UT 84093	NONE	PC	GENERAL SUPPORT	100,000
UTAH FOOD BANK 3150 SOUTH 900 WEST SALT LAKE CITY, UT 84119	NONE	PC	GENERAL SUPPORT	50,000
UTAH STATE UNIVERSITY - JMH PRESIDENT CHAIR IN LEADERSHIP 1400 OLD MAIN HILL LOGAN, UT 84322	NONE	PC	GENERAL SUPPORT	75,000
Total ► 3a				30,296,993

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 BUS SCHOOL 1400 OLD MAIN HILL LOGAN, UT 84322	NONE	PC	GENERAL SUPPORT	2,500,000
UTAH SYMPHONY 123 WEST SOUTH TEMPLE SALT LAKE CITY, UT 84101	NONE	PC	GENERAL SUPPORT	5,000
UTAH VALLEY UNIVERSITY - KIMBALL FUND 800 WEST UNIVERSITY PARKWAY ROOM AD-218 OREM, UT 84058	NONE	PC	GENERAL SUPPORT	7,023
Total ► 3a				30,296,993

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 YOUTH VILLAGE 5800 SOUTH HIGHLAND DRIVE SALT LAKE CITY, UT 84121	NONE	PC	GENERAL SUPPORT	2,500
VALLEY BEHAVIORAL HEALTH 4460 SOUTH HIGHLAND DRIVE NUMBER 230 SALT LAKE CITY, UT 84124	NONE	PC	GENERAL SUPPORT	14,000
VOLUNTEERS OF AMERICA UTAH 435 WEST BEARCAT DRIVE SALT LAKE CITY, UT 84115	NONE	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				30,296,993

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>				
YWCA322 EAST 300 SOUTH SALT LAKE CITY, UT 84111	NONE	PC	GENERAL SUPPORT	12,500
Total ▶ 3a				30,296,993

TY 2018 Accounting Fees Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	32,925	0		32,925

TY 2018 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 2018 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 2018 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	TO FUND CHARITABLE GRANTMAKING BY OLSON-HUNTSMAN VISION FOUNDATION	911,530	NONE	11/8/2019		FOUNDATION STAFF REVIEWED THE GRANTEE'S REPORT BUT DID NOT CONDUCT ANY INDEPENDENT VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY TREAS REG SECTION 53 4945-5(C)(1)
OLSON-HUNTSMAN VISION FOUNDATION	500 HUNTSMAN WAY SALT LAKE CITY , UT 84108	2018-03-21	2,510,000	TO FUND CHARITABLE GRANTMAKING BY OLSON-HUNTSMAN VISION FOUNDATION	0	NONE	11/8/2019		FOUNDATION STAFF REVIEWED THE GRANTEE'S REPORT BUT DID NOT CONDUCT ANY INDEPENDENT VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY TREAS REG SECTION 53 4945-5(C)(1)
OLSON-HUNTSMAN VISION FOUNDATION	500 HUNTSMAN WAY SALT LAKE CITY , UT 84108	2018-12-20	1,250,000	TO FUND CHARITABLE GRANTMAKING BY OLSON-HUNTSMAN VISION FOUNDATION	0	NONE	11/8/2019		FOUNDATION STAFF REVIEWED THE GRANTEE'S REPORT BUT DID NOT CONDUCT ANY INDEPENDENT VERIFICATION OF THE GRANTEE'S REPORTS AS THERE HAS NOT BEEN ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY TREAS REG SECTION 53 4945-5(C)(1)

TY 2018 Investments Corporate Bonds Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN - BONDS	35,560,984	35,560,984

TY 2018 Investments Corporate Stock Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HUNTSMAN CORPORATION	221,835,000	221,835,000
CFT SECURITIES	431,480	431,480
BERNSTEIN - HUNTSMAN	54,823,472	54,823,472
BERNSTEIN - EQUITIES	21,753,195	21,753,195
BERNSTEIN - EQUITIES UNINVESTED FUNDS	311,031	311,031
BERNSTEIN - BDC PRIVATE CREDIT	267,854	267,854
BERNSTEIN - BDC PRIVATE CREDI UNINVESTED FUNDS	178,750	178,750

TY 2018 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	7,897,469	7,897,469
ARDEN REAL ESTATE PARTNERS I, LP	FMV	3,481,547	3,481,547
TOWER ARCH PARTNERS 1, LP	FMV	9,296,268	9,296,268
THAYER HOTEL INVESTORS	FMV	10,215,561	10,215,561
ARDEN REAL ESTATE PARTNERS II, LP	FMV	23,192,791	23,192,791
YUNFENG FUND II, LP	FMV	27,141,802	27,141,802
HGGC FUND II	FMV	15,349,790	15,349,790
AMPAC	FMV	49,500,000	49,500,000
GUAM TELECOM	FMV	50,013,329	50,013,329
RADCLIFF FU I, LLC	FMV	2,552,458	2,552,458
BERNSTEIN - GRI	FMV	4,685,032	4,685,032
BERNSTEIN - ARYA CAYMAN FUND	FMV	7,135,652	7,135,652
BERNSTEIN - ABSA (CAYMAN) PFIC	FMV	3,388,365	3,388,365

TY 2018 Legal Fees Schedule**Name:** THE HUNTSMAN FOUNDATION**EIN:** 74-2521914

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	65,085	0		65,085

TY 2018 Other Decreases Schedule

Name: THE HUNTSMAN FOUNDATION

EIN: 74-2521914

Description	Amount
UNREALIZED LOSS	217,747,889

TY 2018 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	13,000	0		13,000
OFFICE EXPENSE	302	0		302
ADP PAYROLL FEES	861	0		861
PORTFOLIO DEDUCTIONS FROM PARTNERSHIPS	0	727,930		0
BANK FEES	1,243	0		1,243
UMBRELLA INSURANCE	13,000	0		13,000
MISCELLANEOUS EXPENSE	39,374	0		24,442
PAYROLL TAX EXPENSE	26,449	0		26,449
INVESTMENT MANAGEMENT FEES	305,625	305,625		0

TY 2018 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	2,116,753	-261,440	2,116,753
PFIC INCOME	88,464	121,910	88,464
TAX REFUND	178,212	4,325	178,212
PARTNERSHIP INCOME	27,359,717		27,359,717

TY 2018 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	100,000	0		100,000

TY 2018 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	2,585,311	0		0
FOREIGN TAXES	208	281,831		0
STATE TAX PAYMENT	200,639	0		75

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491318038269		
<div>Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small></div>		<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Go to www.irs.gov/Form990 for the latest information</div>			<div>OMB No 1545-0047</div> <div>2018</div>	
Name of the organization THE HUNTSMAN FOUNDATION				Employer identification number 74-2521914		
Organization type (check one)						
<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>						<div>Section:</div> <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>
Check if your organization is covered by the General Rule or a Special Rule .						
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions						
<div>General Rule</div> <div><input checked="" type="checkbox"/> For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions</div>						
<div>Special Rules</div> <div><input type="checkbox"/> For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II</div> <div><input type="checkbox"/> For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III</div> <div><input type="checkbox"/> For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc , purpose Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$</div>						
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)						
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2018)		

Name of organization THE HUNTSMAN FOUNDATION	Employer identification number 74-2521914
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KAREN H HUNTSMAN 500 HUNTSMAN WAY SALT LAKE CITY, UT 89108	\$ 281,034	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

74-2521914

Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE HUNTSMAN FOUNDATION	Employer identification number 74-2521914
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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