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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

G Check all that apply  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

## Name of foundation

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

## A Employer identification number

38-2341573

Number and street (or P O box number if mail is not delivered to street address)  
4139 LAKE TERRACE DRIVE

Room/suite

City or town, state, and ZIP code  
KALAMAZOO, MI 49008

## B Telephone number

269 384 0219

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 997,475.** (Part I, column (d) must be on cash basis.) J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	28,291.		N/A	
Revenue	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	18,604.	18,604.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<13,693.►			STATEMENT 1
	b Gross sales price for all assets on line 6a	150,420.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	33,202.	18,604.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	1,850.	925.	925.
	c Other professional fees	STMT 4	7,257.	6,757.	500.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	122.	122.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		9,229.	7,804.	1,425.
	25 Contributions, gifts, grants paid		72,250.		72,250.
	26 Total expenses and disbursements. Add lines 24 and 25		81,479.	7,804.	73,675.
	27 Subtract line 26 from line 12		<48,277.►		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		10,800.		
	c Adjusted net income (if negative, enter -0-)			N/A	

<b>Part II</b> Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	59.	200.	200.
	2 Savings and temporary cash investments	88,042.	52,188.	52,188.
Assets	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
Liabilities	10a Investments - U S and state government obligations			
	b Investments - corporate stock	STMT 6	524,355.	546,891.
	c Investments - corporate bonds	STMT 7	50,429.	25,329.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 8	30,000.	20,000.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
Net Assets or Fund Balances	16 Total assets (to be completed by all filers)		692,885.	644,608.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		994,556.	994,556.
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		<301,671. >	<349,948. >
	30 Total net assets or fund balances		692,885.	644,608.
	31 Total liabilities and net assets/fund balances		692,885.	644,608.

**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	692,885.
2 Enter amount from Part I, line 27a	2	<48,277. >
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	644,608.
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	644,608.

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**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.)
<b>1a</b>					
<b>b</b>	<b>SEE ATTACHED STATEMENTS</b>				
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b> 150,420.		162,090.		<b>&lt;11,670. &gt;</b>	
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>				<b>&lt;11,670. &gt;</b>	
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		<b>&lt;11,670. &gt;</b>
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) If (loss), enter -0- in Part I, line 8	{ }		3		N/A

**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))
2009	74,589.	799,984.	.093238
2008	87,242.	1,051,058.	.083004
2007	93,959.	1,226,632.	.076599
2006	63,485.	1,060,521.	.059862
2005	41,873.	1,040,565.	.040241

2 Total of line 1, column (d)

2 .352944

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 .070589

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 891,955.

5 Multiply line 4 by line 3

5 62,962.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 108.

7 Add lines 5 and 6

7 63,070.

8 Enter qualifying distributions from Part XII, line 4

8 73,675.

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

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**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)	1 2 3 4 5	108. 0. 108. 0. 108.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	<b>Tax based on Investment Income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		
6	<b>Credits/Payments</b>	6a 6b 6c 6d	3,366. 0. 0. 0.
a	2010 estimated tax payments and 2009 overpayment credited to 2010		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7 8 9 10 11	3,366. 0. 0. 3,258. 0.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> ► 3,258.   Refunded ► 0.		

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	N/A	Yes X X X X X X X X X
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>		
c	Did the foundation file Form 1120-POL for this year?		
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>		
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>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		
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?		
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>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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**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  X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12  X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13  X

Website address ► N/A14 The books are in care of ► BARBARA L. JAMES Telephone no ► 269-384-0219  
Located at ► 4139 LAKE TERRACE DR., KALAMAZOO, MI ZIP+4 ► 4900815 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15  N/A16 At any time during calendar year 2010, 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 X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

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

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

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

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

N/A

► 

1b

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**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))?

Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

N/A

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

►

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

Yes  No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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.

(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 STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

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

►

0

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**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

## **IX-A Summary of Direct Charitable Activities**

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

## Expenses

1 N/A

0.

2

3

4

## Part IX-B Summary of Program-Related Investments

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

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**Amount**

1 N/A

0.

2

All other program-related investments See instructions

3

**Total.** Add lines 1 through 3

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**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	905,242.
b Average of monthly cash balances	1b	296.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	905,538.
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	0.
3 Subtract line 2 from line 1d	3	905,538.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,583.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	891,955.
6 Minimum investment return. Enter 5% of line 5	6	44,598.

**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	44,598.
2a Tax on investment income for 2010 from Part VI, line 5	2a	108.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	108.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	44,490.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	44,490.
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	44,490.

**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	73,675.
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	73,675.
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	5	108.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,567.

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

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				44,490.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	11,267.			
b From 2006	34,939.			
c From 2007	34,855.			
d From 2008	34,762.			
e From 2009				
f Total of lines 3a through e	115,823.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 73,675.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				44,490.
e Remaining amount distributed out of corpus	29,185.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	145,008.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	145,008.			
10 Analysis of line 9				
a Excess from 2006	11,267.			
b Excess from 2007	34,939.			
c Excess from 2008	34,855.			
d Excess from 2009	34,762.			
e Excess from 2010	29,185.			



**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)				
<i>a Paid during the year</i>				
SEE STATEMENT 10				
<b>Total</b>			► 3a	<b>72,250.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	
4 Dividends and interest from securities			14	18,604.	
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	<13,693.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		4,911.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		4,911.
(See worksheet in line 13 instructions to verify calculations )					

## Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
N/A	

**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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

**b Other transactions.**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exer**

**(3) Rental of facilities, equipment,**

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(b) Performance of services or membership or fundraising solicitations**

**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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

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

Yes  No

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 or fiduciary) is based on all information of which preparer has any knowledge.

~~Signature of officer or trustee~~

Date

**Title**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BARBARA L. JAMES <i>Barbara L. James CPT</i>		5/21/11		
	Firm's name ► JAMES & SPRINGGATE PLC 490 WEST SOUTH STREET			Firm's EIN ►	
Firm's address ► KALAMAZOO, MI 49007			Phone no	269-384-0219	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010****Name of the organization**BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST**Employer identification number**

38-2341573

**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**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.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution 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.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF: Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

**Name of organization**

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

**Employer identification number**

38-2341573

**Part I Contributors (see instructions)**

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ELIZABETH S. UPJOHN CLAT	\$ 28,291.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
	GREENLEAF TRUST, 211 SOUTH ROSE ST.		(Complete Part II if there is a noncash contribution.)
	KALAMAZOO, MI 49007		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

Name of organization

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

Employer identification number

38-2341573

**Part II Noncash Property** (see instructions)

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

Name of organization

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

Employer identification number

38-2341573

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. 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.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

## 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)
1a	123.66 SHARES AMERICAN CAPITAL LTD	P	08/07/09	06/04/10
b	75 SHARES ELECTRONIC ARTS INC	P	11/03/03	04/22/10
c	150 SHARES ELECTRONIC ARTS INC	P	02/13/04	04/22/10
d	249.75 SHARES FIDELITY DIVERSIFIED INTERNATIONAL	P	05/13/05	06/03/10
e	100 SHARES STRYKER CORP	D	12/24/01	02/08/10
f	140 SHARES STRYKER CORP	D	12/24/01	02/25/10
g	198.59 SHARES AMERICAN CAPITAL LTD	P	05/10/07	06/04/10
h	250.75 SHARES AMERICAN CAPITAL LTD	P	10/01/07	06/04/10
i	67 SHARES AT&T INC	P	08/25/08	07/13/10
j	249.75 SHARES FIDELITY DIVERSIFIED INTERNATIONAL	P	01/25/06	12/14/10
k	50 SHARES ENTERGY CORP	P	09/19/06	12/14/10
l	60.87 SHARES FIDELITY DIVERSIFIED INTERNATIONAL F	P	12/11/06	06/03/10
m	.49 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUN	P	12/11/06	06/03/10
n	51.88 SHARES FIDELITY DIVERSIFIED INTERNATIONAL F	P	12/10/07	06/03/10
o	169 SHARES ISHARES MSCI EMERGING INDEX FUND	P	05/13/05	05/04/10

(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 582.		398.	184.
b 1,478.		3,710.	<2,232.>
c 2,955.		6,766.	<3,811.>
d 6,269.		6,977.	<708.>
e 5,117.		1.	5,116.
f 7,381.		2.	7,379.
g 934.		9,301.	<8,367.>
h 1,180.		10,960.	<9,780.>
i 1,675.		2,058.	<383.>
j 3,521.		3,559.	<38.>
k 3,521.		3,905.	<384.>
l 1,528.		2,213.	<685.>
m 12.		18.	<6.>
n 1,302.		2,117.	<815.>
o 6,829.		3,779.	3,050.

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

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			184.
b			<2,232.>
c			<3,811.>
d			<708.>
e			5,116.
f			7,379.
g			<8,367.>
h			<9,780.>
i			<383.>
j			<38.>
k			<384.>
l			<685.>
m			<6.>
n			<815.>
o			3,050.

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

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)  
If (loss), enter "-0-" in Part I, line 8 }

3

**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)
a	85 SHARES ISHARES TRUST S&P SMALLCAP 600 INDEX	P	08/21/08	06/04/10
b	219 SHARES JACOBS ENGINEERING GROUP INC	P	12/11/09	12/20/10
c	560.39 SHARES MATTHEWS PACIFIC TIGER FUND	P	02/09/06	10/13/10
d	15.68 SHARES MATTHEWS PACIFIC TIGER FUND	P	12/06/06	10/13/10
e	2.93 SHARES MATTHEWS PACIFIC TIGER FUND	P	12/07/06	10/13/10
f	98.63 SHARES MATTHEWS PACIFIC TIGER FUND	P	12/07/07	10/13/10
g	1.78 SHARES MATTHEWS PACIFIC TIGER FUND	P	12/07/07	10/13/10
h	125 SHARES RITCHIE BROTHERS AUCTIONEERS INC	P	09/04/08	07/22/10
i	\$25,000 PV SBC COMMUNICATIONS 5.3% 11/15/10	P	10/15/07	11/15/10
j	30 SHARES TRANSOCEAN LTD	P	08/07/08	05/05/10
k	50 SHARES TRANSOCEAN LTD	P	04/28/09	05/05/10
l	\$25,000 PV UNITED TECHNOLOGIES CORP 7.125% 11/15/	P	12/17/08	06/15/10
m	112.75 SHARES XTO ENERGY INC	P	05/03/07	03/03/10
n	35.25 SHARES XTO ENERGY INC	P	05/04/07	03/03/10
o	\$10,000 PV IRWIN UNION BANK 5.29% 2/26/10	P	VARIOUS	02/26/10

(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 4,856.		5,372.	<516. >
b 9,583.		7,593.	1,990.
c 13,197.		11,241.	1,956.
d 369.		364.	5.
e 69.		68.	1.
f 2,323.		2,826.	<503. >
g 42.		51.	<9. >
h 2,299.		3,126.	<827. >
i 25,000.		25,100.	<100. >
j 2,193.		4,008.	<1,815. >
k 3,656.		3,272.	384.
l 25,704.		26,690.	<986. >
m 5,207.		5,022.	185.
n 1,628.		1,593.	35.
o 10,000.		10,000.	0.

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

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<516. >
b			1,990.
c			1,956.
d			5.
e			1.
f			<503. >
g			<9. >
h			<827. >
i			<100. >
j			<1,815. >
k			384.
l			<986. >
m			185.
n			35.
o			0.

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

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)  
If (loss), enter "-0-" in Part I, line 8 }

3

**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)
<b>1a CAPITAL GAINS DIVIDENDS</b>					
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 10.			10.		
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(l) 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			10.		
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	<11,670. >	
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) If (loss), enter "-0-" in Part I, line 8 }			3	N/A	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	08/07/09	06/04/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
123.66	SHARES AMERICAN CAPITAL LTD	398.	0.	184.		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	11/03/03	04/22/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
75	SHARES ELECTRONIC ARTS INC	3,710.	0.	<2,232.>		

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	02/13/04	04/22/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
150	SHARES ELECTRONIC ARTS INC	6,766.	0.	<3,811.>		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
249.75 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUND		PURCHASED	05/13/05	06/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,269.	6,977.	0.	0.	<708. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SHARES STRYKER CORP		DONATED	12/24/01	02/08/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,117.	845.	0.	0.	4,272.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
140 SHARES STRYKER CORP		DONATED	12/24/01	02/25/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,381.	1,181.	0.	0.	6,200.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
198.59 SHARES AMERICAN CAPITAL LTD		PURCHASED	05/10/07	06/04/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
934.	9,301.	0.	0.	<8,367. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250.75 SHARES AMERICAN CAPITAL LTD		PURCHASED	10/01/07	06/04/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,180.	10,960.	0.	0.	<9,780. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
67 SHARES AT&T INC		PURCHASED	08/25/08	07/13/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,675.	2,058.	0.	0.	<383. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
249.75 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUND		PURCHASED	01/25/06	12/14/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,521.	3,559.	0.	0.	<38. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHARES ENTERGY CORP		PURCHASED	09/19/06	12/14/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,521.	3,905.	0.	0.	<384. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
60.87 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUND		PURCHASED	12/11/06	06/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,528.	2,213.	0.	0.	<685. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.49 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUND		PURCHASED	12/11/06	06/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12.	18.	0.	0.	<6. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
51.88 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUND		PURCHASED	12/10/07	06/03/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,302.	2,117.	0.	0.	<815. >

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
169 SHARES ISHARES MSCI EMERGING INDEX FUND		PURCHASED	05/13/05	05/04/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,829.	3,779.	0.	0.	3,050.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD			
		PURCHASED		08/21/08		06/04/10			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS					
85 SHARES ISHARES TRUST S&P SMALLCAP 600 INDEX		0.	0.	<516. >					
(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD			
219 SHARES JACOBS ENGINEERING GROUP INC		PURCHASED		12/11/09		12/20/10			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS					
9,583.	7,593.	0.	0.	1,990.					
(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD			
560.39 SHARES MATTHEWS PACIFIC TIGER FUND		PURCHASED		02/09/06		10/13/10			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS					
13,197.	11,241.	0.	0.	1,956.					
(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD			
15.68 SHARES MATTHEWS PACIFIC TIGER FUND		PURCHASED		12/06/06		10/13/10			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS					
369.	364.	0.	0.	5.					

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2.93 SHARES MATTHEWS PACIFIC TIGER FUND		PURCHASED	12/07/06	10/13/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69.	68.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
98.63 SHARES MATTHEWS PACIFIC TIGER FUND		PURCHASED	12/07/07	10/13/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,323.	2,826.	0.	0.	<503.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1.78 SHARES MATTHEWS PACIFIC TIGER FUND		PURCHASED	12/07/07	10/13/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42.	51.	0.	0.	<9.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SHARES RITCHIE BROTHERS AUCTIONEERS INC		PURCHASED	09/04/08	07/22/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,299.	3,126.	0.	0.	<827.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$25,000 PV SBC COMMUNICATIONS 5.3% 11/15/10			PURCHASED	10/15/07	11/15/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
25,000.	25,100.	0.	0.	<100. >	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
30 SHARES TRANSOCEAN LTD			PURCHASED	08/07/08	05/05/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,193.	4,008.	0.	0.	<1,815. >	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50 SHARES TRANSOCEAN LTD			PURCHASED	04/28/09	05/05/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,656.	3,272.	0.	0.	384.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$25,000 PV UNITED TECHNOLOGIES CORP 7.125% 11/15/10			PURCHASED	12/17/08	06/15/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
25,704.	26,690.	0.	0.	<986. >	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
112 75 SHARES XTO ENERGY INC		PURCHASED	05/03/07	03/03/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	(F) GAIN OR LOSS
5,207	5,022	0	0	185

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
35 25 SHARES XTO ENERGY INC		PURCHASED	05/04/07	03/03/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	(F) GAIN OR LOSS
1,628	1,593	0	0	35

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
\$10,000 PV IRWIN UNION BANK 5 29% 2/26/10		PURCHASED	VARIOUS	02/26/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	(F) GAIN OR LOSS
10,000	10,000	0	0	0

CAPITAL GAINS DIVIDENDS FROM PART IV	10
TOTAL TO FORM 990-PF, PART I, LINE 6A	<13,693 >

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	18,614	10	18,604
TOTAL TO FM 990-PF, PART I, LN 4	18,614	10	18,604

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FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,850.	925.		925.
TO FORM 990-PF, PG 1, LN 16B	1,850.	925.		925.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT DUES COUNCIL OF MI FOUNDATIONS	6,757.	6,757.		0.
TO FORM 990-PF, PG 1, LN 16C	500.	0.		500.
	7,257.	6,757.		500.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	122.	122.		0.
TO FORM 990-PF, PG 1, LN 23	122.	122.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLERGAN INC	4,622.	5,150.
AMPHENOL CORPORATION	5,695.	18,473.
APPLE INC	5,709.	16,128.
AT&T	4,086.	3,908.
BUNGE LTD	4,243.	6,552.
CELGENE CORPORATION	12,904.	13,307.

CREDIT SUISSE COMMODITY	12,805.	16,162.
DENBURY RES INC HLDG CO	15,501.	14,031.
DREAMWORKS ANIMATION	12,197.	10,904.
ECOLAB INC	4,145.	5,042.
FACT SET	5,398.	9,376.
FIDELITY DIVERSIFIED	13,472.	15,492.
GLAXOSMITHKLINE PLC	19,163.	23,140.
ING GLOBAL REAL ESTATE	20,013.	15,369.
JACOBS ENGR GROUP	5,280.	7,611.
KAYNE ANDERSON MLP INVESTMENT	13,910.	18,410.
KELLOGG CO	11,624.	13,025.
L-3 COMMUNICATIONS HLDGS	4,771.	7,049.
MATTHEWS PACIFIC TIGER FUND	7,357.	11,912.
NORFOLK SOUTHERN CORP	6,370.	7,853.
NOVO NORDISK	11,943.	25,328.
O'REILLY AUTOMOTIVE INC	2,598.	7,553.
PEPSICO INC	9,821.	9,800.
PERMANENT PORTFOLIO FUND	9,781.	15,026.
PROCTOR & GAMBLE	12,651.	12,866.
STRYKER CORPORATION	173,317.	429,600.
SUNCOR ENERGY INC	5,141.	9,572.
TOWER GROUP INC	9,075.	7,040.
VIASAT INC	4,604.	8,882.
WISDOMTREE ETF EMERG MKTS	6,662.	8,774.
CHECK POINT SOFTWARE TECHNOLOGIES	13,215.	17,347.
ENCANA CORP	6,861.	5,824.
JOY GLOBAL	5,080.	8,675.
LUMBER LIQUIDATORS HOLDINGS INC	6,010.	6,726.
MILLICOM INTERNATIONAL CELLULAR	1,750.	1,912.
NEXTERA ENERGY INC	9,152.	9,358.
PLUM CREEK TIMBER CO INC	14,159.	14,044.
SOLAR CAPITAL LTD	6,685.	7,434.
TIFFANY & CO	6,514.	9,340.
VODAFONE GROUP PLC	6,501.	6,874.
WISCONSIN ENERGY CORP	7,077.	7,004.
VANGUARD EMERGING MARKETS ETF	22,976.	24,458.
DELAWARE EMERGING MARKET	6,053.	7,583.
TOTAL TO FORM 990-PF, PART II, LINE 10B	546,891.	899,914.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION		FAIR MARKET	
	BOOK VALUE	VALUE	
ABBOTT LABORATORIES	25,329.	25,173.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	25,329.	25,173.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KEYSTONE COMMUNITY BANK	COST	20,000.	20,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,000.	20,000.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH UPJOHN MASON 4141 LAKE TERRACE KALAMAZOO, MI 49008	TRUSTEE 0.20	0.	0.	0.
FLORENCE U. OROSZ 4300 OLD FIELD TRAIL KALAMAZOO, MI 49008	TRUSTEE 0.10	0.	0.	0.
AMY UPJOHN 2231 IDLEWILD BEACH RICHLAND, MI 49083	TRUSTEE 0.10	0.	0.	0.
HENRY L. UPJOHN II P O BOX 267 DECATUR, MI 49045	TRUSTEE 0.10	0.	0.	0.
MARTHA MEANS UPJOHN P O BOX 267 DECATUR, MI 49045	TRUSTEE 0.10	0.	0.	0.
JOEL E. OROSZ 4300 OLD FIELD TRAIL KALAMAZOO, MI 49008	TRUSTEE 0.10	0.	0.	0.
BRADLEY E. VANDENBERG 2231 IDLEWILD BEACH RICHLAND, MI 49083	TRUSTEE 0.10	0.	0.	0.
CAROLINE OROSZ 4300 OLD FIELD TRAIL KALAMAZOO, MI 49008	TRUSTEE 0.10	0.	0.	0.

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ELIZABETH BREY 2231 IDLEWILD BEACH RICHLAND, MI 49083	TRUSTEE 0.10	0.	0.	0.
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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	500.
ARTS COUNCIL OF GREATER KALAMAZOO, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	5,000.
BOYS & GIRLS CLUB OF GREATER KALAMAZOO, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	3,000.
DEPARTMENT OF HUMAN SERVICES, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	500.
DISABILITY RESOURCE CENTER, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	1,000.
ELIZABETH UPJOHN COMMUNITY HEALING CENTER, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	7,000.
FAMILY & CHILDREN SERVICES, KALAMAZOO, MICHIGAN	NONE HANDLE WITH CARE	PUBLIC	4,500.

BURTON AND ELIZABETH UPJOHN CHARITABLE T

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FAMILY & CHILDREN SERVICES, KALAMAZOO, MICHIGAN	NONE CIRCLE OF HOPE	PUBLIC	5,000.
FIRST PRESBYTERIAN HEALTH CLINIC, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	6,000.
HERITAGE COMMUNITY, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	2,000.
HOUSING RESOURCES, INC., KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	5,000.
KALAMAZOO DROP IN CENTER, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	1,000.
KALAMAZOO PUBLIC SCHOOLS, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	1,000.
LAKE FOREST CEMETARY, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	250.
LOAVES & FISHES, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	8,000.
MINISTRY WITH COMMUNITY, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	4,500.
PKD FOUNDATION, ROCHESTER, MINNESOTA	NONE OPERATIONS	PUBLIC	1,000.

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PLANNED PARENTHOOD OF SOUTH CENTRAL MICHIGAN, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	4,000.
SALVATION ARMY, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	1,000.
SENIOR SERVICES INC, KALAMAZOO, MICHIGAN	NONE OPERATIONS	PUBLIC	2,500.
YWCA, KALAMAZOO, MICHIGAN	NONE CAPITAL	PUBLIC	8,000.
SHERMAN LAKE CAMP, AUGUSTA, MI	NONE CAMPERSHIPS	PUBLIC	1,500.
<hr/>			<hr/>
TOTAL TO FORM 990-PF, PART XV, LINE 3A			72,250.
<hr/>			<hr/>

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print  File by the due date for filing your return. See Instructions	Name of exempt organization  BURTON AND ELIZABETH UPJOHN CHARITABLE TRUST	Employer identification number  38-2341573
	Number, street, and room or suite no. If a P.O. box, see instructions.  C/O JAMES & SPRINGGATE, PLC-490 WEST SOUTH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  KALAMAZOO, MI 49007	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BARBARA L. JAMES

- The books are in the care of ► 4139 LAKE TERRACE DR. - KALAMAZOO, MI 49008

Telephone No. ► 269-384-0219 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until  
AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year 2010 or►  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	108.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,366.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)