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CHARITABLE TRUST

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<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		200.	241.	241.
2	Savings and temporary cash investments		52,188.	88,096.	88,096.
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				
10a	Investments - U S and state government obligations	STMT 5			
b	Investments - corporate stock		546,891.	560,977.	835,071.
c	Investments - corporate bonds		25,329.		
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other		20,000.		
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation				
15	Other assets (describe ► )				
16	<b>Total assets (to be completed by all filers)</b>		644,608.	649,314.	923,408.
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	<b>Total liabilities (add lines 17 through 22)</b>		0.	0.	
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 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		<349,948.>	<345,242.>	
30	<b>Total net assets or fund balances</b>		644,608.	649,314.	
31	<b>Total liabilities and net assets/fund balances</b>		644,608.	649,314.	

**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	644,608.
2	Enter amount from Part I, line 27a	2	4,706.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	649,314.
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	649,314.

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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)
1a					
b	<b>SEE ATTACHED STATEMENTS</b>				
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					
b					
c					
d					
e	177,495.		140,853.	36,090.	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e				36,090.	
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	36,090.
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))
2010	73,567.	891,955.	.082478
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

2 Total of line 1, column (d) .395181

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 .079036

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 945,472.

5 Multiply line 4 by line 3 74,726.

6 Enter 1% of net investment income (1% of Part I, line 27b) 478.

7 Add lines 5 and 6 75,204.

8 Enter qualifying distributions from Part XII, line 4 67,175.

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	(attach copy of letter if necessary-see instructions)	1	956.
Date of ruling or determination letter _____			2	0.
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		3	956.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		4	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	956.	
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>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,258.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	3,258.	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,302.	
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> ►	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MI</u>	
8b		X
9		X
10		X

**N/A**

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

1c Did the foundation file Form 1120-POL for this year?

2 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.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

4a Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*

4b Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes.*

5a 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?

5b Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*

6a 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?

6b Did the foundation have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col. (c), and Part XV.*

7a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MI

7b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

8a 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

8b Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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**Part VII-A Statements Regarding Activities (continued)**

11	X	
12	X	
13	X	
Website address ► N/A		
14	The books are in care of ► BARBARA L. JAMES Located at ► 4139 LAKE TERRACE DR., KALAMAZOO, MI	Telephone no ► 269-384-0219 ZIP+4 ► 49008
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	
16	At any time during calendar year 2011, 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 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**

	Yes	No
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?	<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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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
1b 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)?	N/A ►	
1c Organizations relying on a current notice regarding disaster assistance check here	1c X	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
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 )	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a X	
	4b X	

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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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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)?	N/A		5b
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" 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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
If "Yes" to 6b, file Form 8870.			X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 6		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		

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 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

Amount

1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
<b>Total. Add lines 1 through 3</b>	► 0.

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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	956,816.
b Average of monthly cash balances	1b	3,054.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	959,870.
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	959,870.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,398.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	945,472.
6 Minimum investment return. Enter 5% of line 5	6	47,274.

**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	47,274.
2a Tax on investment income for 2011 from Part VI, line 5	2a	956.
b Income tax for 2011 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	956.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	46,318.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	46,318.
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	46,318.

**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	67,175.
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	67,175.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,175.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				46,318.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	11,267.			
b From 2007	34,939.			
c From 2008	34,855.			
d From 2009	34,762.			
e From 2010	29,185.			
f Total of lines 3a through e	145,008.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$	67,175.		0.	
a Applied to 2010, 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 2011 distributable amount			46,318.	
e Remaining amount distributed out of corpus	20,857.			
5 Excess distributions carryover applied to 2011 (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:	165,865.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	11,267.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	154,598.			
10 Analysis of line 9				
a Excess from 2007	34,939.			
b Excess from 2008	34,855.			
c Excess from 2009	34,762.			
d Excess from 2010	29,185.			
e Excess from 2011	20,857.			



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**Part XV** **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AMERICAN RED CROSS, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	1,500.
BOYS & GIRLS CLUB OF GREATER KALAMAZOO, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	3,000.
DEPARTMENT OF HUMAN SERVICES, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	500.
DISABILITY RESOURCE CENTER, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	2,000.
ELIZABETH UPJOHN COMMUNITY HEALING CENTER, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	8,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 65,750.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## 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					
4 Dividends and interest from securities			14	19,997.	
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	31,873.	
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.		51,870.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	51,870.

(See worksheet in line 13 instructions to verify calculations )

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

**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 exempt organization**
  - (3) Rental of facilities, equipment, or other assets**
  - (4) Reimbursement arrangements**
  - (5) Loans or loan guarantees**
  - (6) Performance of services or membership or fundraising solicitation**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr.)?

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 James CPA</i>	7/25/12		P00630474
	Firm's name ► JAMES & SPRINGGATE PLC			Firm's EIN ► 38-3213032	
Firm's address ► 490 WEST SOUTH STREET 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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011****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, total 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 total 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 Part I, 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) (2011)**

Name of organization

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

Employer identification number

38-2341573

**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	ELIZABETH S. UPJOHN CLAT  GREENLEAF TRUST, 211 SOUTH ROSE ST.  KALAMAZOO, MI 49007	\$ 28,291.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

Employer identification number

38-2341573

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(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 that total 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.) ► \$*  
*Use duplicate copies of Part III if additional space is needed.*

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

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

38-2341573

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
<u>FAMILY &amp; CHILDREN SERVICES, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>HANDLE WITH CARE</u>	<u>6,000.</u>
<u>HERITAGE COMMUNITY, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>500.</u>
<u>HOUSING RESOURCES, INC., KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>5,000.</u>
<u>KALAMAZOO DROP IN CENTER, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>2,000.</u>
<u>KALAMAZOO PUBLIC SCHOOLS, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>1,000.</u>
<u>LAKE FOREST CEMETARY, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>250.</u>
<u>LOAVES &amp; FISHES, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>8,000.</u>
<u>MINISTRY WITH COMMUNITY, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>4,500.</u>
<u>PKD FOUNDATION, ROCHESTER, MINNESOTA</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>1,000.</u>
<u>PLANNED PARENTHOOD OF SOUTH CENTRAL MICHIGAN, KALAMAZOO, MICHIGAN</u>	<u>NONE</u>	<u>PUBLIC</u>	<u>OPERATIONS</u>	<u>5,000.</u>
<u>Total from continuation sheets</u>				<u>50,750.</u>

BURTON AND ELIZABETH UPJOHN  
CHARITABLE TRUST

38-2341573

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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)				
SALVATION ARMY, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	1,000.
SENIOR SERVICES INC, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	2,500.
SHERMAN LAKE CAMP, AUGUSTA, MI	NONE	PUBLIC	CAMPERSHIPS	5,000.
YWCA, KALAMAZOO, MICHIGAN	NONE	PUBLIC	CAPITAL	8,000.
LAKESIDE FOR CHILDREN FOUNDATION, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	1,000.
<b>Total from continuation sheets</b>				

## 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	585 SHARES DENBURY RES INC HLDG CO	P	12/20/10	12/17/11
b	1.4 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUN	P	12/06/10	11/23/11
c	20 SHARES JOY GLOBAL INC	P	06/07/10	03/22/11
d	11.48 SHARES KAYNE ANDERSON MLP INVESTMENT	P	10/14/11	10/21/11
e	20 SHARES MILLICOM INTERNATIONAL CELLULAR S A	P	07/13/10	05/19/11
f	40 SHARES TIFFANY & CO	P	06/11/10	05/05/11
g	33 SHARES VANGUARD MSCI EMERGING MARKETS ETF	P	10/13/10	06/09/11
h	390.63 SHARES FIDELITY DIVERSIFIED INTERNATIONAL	P	04/15/04	11/23/11
i	2.15 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FU	P	12/13/04	11/23/11
j	.86 SHARES FIDELITY DIVERSIFIED INTERNATIONAL FUN	P	12/13/04	11/23/11
k	118.8 SHARES FIDELITY DIVERSIFIED INTERNATIONAL F	P	05/13/05	11/23/11
l	100 SHARES JACOBS ENGINEERING GROUP INC	P	08/12/05	12/06/11
m	4 SHARES L-3 COMMUNICATIONS HLDG CORP	P	01/08/03	02/10/11
n	500 SHARES STRYKER CORP	D	12/24/01	02/18/11
o	\$25,000 PV ABBOTT LABORATORIES 3.75% 3/15/11	P	12/03/08	03/15/11

(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 9,729.		11,235.	<1,506.>
b 35.		42.	<7.>
c 1,865.		1,016.	849.
d 321.		294.	27.
e 2,200.		1,750.	450.
f 2,733.		1,737.	996.
g 1,588.		1,569.	19.
h 9,668.		10,030.	<362.>
i 53.		59.	<6.>
j 21.		23.	<2.>
k 2,940.		3,318.	<378.>
l 4,266.		2,991.	1,275.
m 318.		191.	127.
n 31,204.		7.	31,197.
o 25,000.		25,329.	<329.>

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-")

(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	(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,506.>
b			<7.>
c			849.
d			27.
e			450.
f			996.
g			19.
h			<362.>
i			<6.>
j			<2.>
k			<378.>
l			1,275.
m			127.
n			31,197.
o			<329.>

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)
1a	133 SHARES AT&T INC	P	08/25/08	08/11/11
b	150 SHARES DENBURY RES HLDG CO	P	12/07/07	12/07/11
c	200 SHARES DREAMWORKS ANIMATION SKG INC	P	08/20/09	12/02/11
d	170 SHARES DREAMWORKS ANIMATION SKG INC	P	05/19/10	12/02/11
e	200 SHARES ENCANA CORP ADR	P	03/03/10	05/13/11
f	30 SHARES FACTSET	P	02/06/08	04/13/11
g	140 SHARES GLAXOSMITHKLINE PLC SPONSORED ADR	P	04/17/09	02/07/11
h	50 SHARES GLAXOSMITHKLINE PLC SPONSORED ADR	P	09/04/09	02/07/11
i	66 SHARES JACOBS ENGINEERING GROUP INC	P	12/11/09	12/06/11
j	80 SHARES JOY GLOBAL INC	P	06/07/10	10/27/11
k	270 SHARES LUMBER LIQUIDATORS HOLDINGS INC	P	07/07/10	07/12/11
l	39 SHARES NOVO NORDISK A/S ADR	P	06/24/09	02/23/11
m	170 SHARES VANGUARD MSCI EMERGING MARKETS ETF	P	05/04/10	06/09/11
n	21 SHARES VIASAT INC	P	07/24/08	09/15/11
o	41 SHARES VIASAT INC	P	07/24/08	09/14/11

(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 3,788.		4,086.	<298.>
b 2,495.		4,266.	<1,771.>
c 3,653.		6,236.	<2,583.>
d 3,105.		5,961.	<2,856.>
e 6,520.		6,861.	<341.>
f 3,106.		1,619.	1,487.
g 5,435.		4,302.	1,133.
h 1,941.		1,951.	<10.>
i 2,816.		2,288.	528.
j 7,407.		4,064.	3,343.
k 4,798.		6,010.	<1,212.>
l 4,776.		2,106.	2,670.
m 8,179.		6,908.	1,271.
n 751.		481.	270.
o 1,464.		940.	524.

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

(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(K) Excess of col (I) over col (J), if any	(L) Losses (from col (h)) Gains (excess of col (h) gain over col (K), but not less than "-0-")
a			<298.>
b			<1,771.>
c			<2,583.>
d			<2,856.>
e			<341.>
f			1,487.
g			1,133.
h			<10.>
i			528.
j			3,343.
k			<1,212.>
l			2,670.
m			1,271.
n			270.
o			524.

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)
1a	19 SHARES VIASAT INC	P	07/25/08	09/14/11
b	119 SHARES VIASAT INC	P	07/28/08	09/14/11
c	\$20,000 PV KEYSTONE COMMUNITY BANK STEP 2.75% 10/	P	VARIOUS	
d	COST BASIS ADJUSTMENT	P		
e	CAPITAL GAINS DIVIDENDS			
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 678.		446.	232.
b 4,248.		2,737.	1,511.
c 20,000.		20,000.	0.
d			<552. >
e 394.			394.
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-")
(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			232.
b			1,511.
c			0.
d			<552. >
e			394.
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	36,090.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A
If gain, also enter in Part I, line 8, column (c)			
If (loss), enter "-0-" in Part I, line 8			

BURTON AND ELIZABETH UPJOHN CHARITABLE T

38-2341573

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	20,391.	394.	19,997.
TOTAL TO FM 990-PF, PART I, LN 4	20,391.	394.	19,997.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

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 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT DUES COUNCIL OF MI FOUNDATIONS	7,223.	7,223.		0.
	500.	0.		500.
TO FORM 990-PF, PG 1, LN 16C	7,723.	7,223.		500.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	132.	132.		0.
TO FORM 990-PF, PG 1, LN 23	132.	132.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLERGAN INC	4,622.	6,580.
AMPHENOL CORPORATION	5,695.	15,886.
APPLE INC	5,709.	20,250.
BUNGE LTD	4,243.	5,720.
CELGENE CORPORATION	12,904.	15,210.
CHECK POINT SOFTWARE TECHNOLOGIES	13,215.	19,703.
CREDIT SUISSE COMMODITY	12,826.	14,176.
DELAWARE EMERGING MARKET	6,118.	5,939.
ECOLAB INC	4,145.	5,781.
FACT SET	3,779.	6,110.
GLAXOSMITHKLINE PLC	12,910.	18,252.
ING GLOBAL REAL ESTATE	20,013.	14,161.
KAYNE ANDERSON MLP INVESTMENT	13,359.	17,766.
KELLOGG CO	11,624.	12,895.
L-3 COMMUNICATIONS HLDGS	4,580.	6,401.
MATTHEWS PACIFIC TIGER FUND	7,525.	10,492.
NEXTERA ENERGY INC	9,152.	10,958.
NORFOLK SOUTHERN CORP	6,370.	9,108.
NOVO NORDISK	9,837.	21,438.
O'REILLY AUTOMOTIVE INC	2,598.	9,994.
PEPSICO INC	9,821.	9,953.
PERMANENT PORTFOLIO FUND	9,879.	15,213.
PLUM CREEK TIMBER CO INC	20,561.	19,194.
PROCTOR & GAMBLE	12,651.	13,342.
SOLAR CAPITAL LTD	6,685.	6,627.
STRYKER CORPORATION	169,093.	372,825.
SUNCOR ENERGY INC	5,141.	7,208.
TIFFANY & CO	4,777.	7,289.
TOWER GROUP INC	9,075.	5,547.
VANGUARD EMERGING MARKETS ETF	14,499.	11,654.
VODAFONE GROUP PLC	12,276.	13,314.
WISCONSIN ENERGY CORP	7,077.	8,320.
WISDOMTREE ETF EMERG MKTS	19,058.	18,047.
CONOCOPHILLIPS	7,557.	6,923.
DEERE & CO	6,532.	6,575.
FIFTH THIRD BANCORP	6,377.	8,268.
GENERAL DYNAMICS CORP	15,459.	13,282.
IBM CORP	5,682.	6,436.
WISDOMTREE EMERGING MARKETS SMALL CAP	19,302.	14,965.
PIMCO COMMODITY REAL RETURN STRATEGY FUND	15,081.	10,087.
TOUCHSTONE MERGER ARBITRAGE FUND	13,170.	13,182.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 560,977.	 835,071.

FORM 990-PF

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

STATEMENT 6

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

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	Name of exempt organization or other filer, see instructions. <b>BURTON AND ELIZABETH UPJOHN CHARITABLE TRUST</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>38-2341573</b>
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O JAMES &amp; SPRINGGATE, PLC-490 WEST SOUTH STREET</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>KALAMAZOO, MI 49007</b>	

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	01	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, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year **2011** 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	\$	<b>956.</b>
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	\$	<b>3,258.</b>
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	\$	<b>0.</b>

**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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)