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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 11-01-2011 , and ending 10-31-2012

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
HAROLD AND GRACE UPJOHN FOUNDATION

A Employer identification number
38-6052963

Number and street (or P O box number if mail is not delivered to street address)
136 E MICHIGAN AVE 9TH FLOOR STE B

Room/suite

B Telephone number (see page 10 of the instructions)
(269) 344-2818

City or town, state, and ZIP code
KALAMAZOO, MI 49007

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 ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,666,593

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	377,057			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	160	160		
	4	Dividends and interest from securities	252,825	252,752		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-71,050			
	b	Gross sales price for all assets on line 6a 1,466,488				
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	558,992	252,912		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,000	6,000		3,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,150	1,430		5,720
	c	Other professional fees (attach schedule)	85,669	85,645		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	3,978	2,238		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	280	0		280
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,453	0		9,453
	24	**Total operating and administrative expenses.** Add lines 13 through 23	115,530	95,313		18,453
	25	Contributions, gifts, grants paid	813,600			813,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	929,130	95,313		832,053
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-370,138			
	b	**Net investment income** (if negative, enter -0-)		157,599		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	531,690	1,535,982	1,535,982
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	75,000	50,000	50,000
	b	Investments—corporate stock (attach schedule)	5,379,369	5,317,132	11,351,784
	c	Investments—corporate bonds (attach schedule)	100,000	100,000	100,000
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans	279,521	267,328	267,328
	13	Investments—other (attach schedule)	4,744,472	3,469,472	3,361,499
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,110,052	10,739,914	16,666,593
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	11,110,052	10,739,914	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,110,052	10,739,914	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,110,052	10,739,914	

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	11,110,052
2	Enter amount from Part I, line 27a	2	-370,138
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	10,739,914
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	10,739,914

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-71,050
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the 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	761,688	16,118,585	0 047255
2009	694,702	12,658,648	0 054880
2008	485,186	9,333,280	0 051985
2007	663,541	11,745,484	0 056493
2006	714,074	12,980,041	0 055013

2	**Total** of line 1, column (d).	2	0 265626
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	0 053125
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	16,214,600
5	Multiply line 4 by line 3.	5	861,401
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,576
7	Add lines 5 and 6.	7	862,977
8	Enter qualifying distributions from Part XII, line 4.	8	832,053

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,152
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	3,152
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,152
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,080		
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	3,080
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	72
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FLOYD PARKS Telephone no ▶(269) 344-2818

Located at ▶136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO MI ZIP+4 ▶49007

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

			Yes	No
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?	16		No

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).		2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? (see page 22 of the instructions) ☐ 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 section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

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? ☐ 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? **6b** No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ARCADIA ASSET MANAGEMENT 259 E MICHIGAN SUITE 308 KALAMAZOO,MI 49007	INVESTMENT SERVICES	61,092
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	15,366,017
b	Average of monthly cash balances	1b	1,095,506
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	16,461,523
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	16,461,523
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	246,923
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,214,600
6	**Minimum investment return.** Enter 5% of line 5	6	810,730

Part XI Distributable Amount (see page 25 of the 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	810,730
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 3,152		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,152
3	Distributable amount before adjustments Subtract line 2c from line 1	3	807,578
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	807,578
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	807,578

Part XII Qualifying Distributions (see page 25 of the 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	832,053
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	832,053
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	832,053

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				807,578
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . 74,566				
b From 2007. . . . 83,781				
c From 2008. . . . 25,299				
d From 2009. . . . 71,780				
e From 2010. . . .				
f **Total** of lines 3a through e.	255,426			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 832,053				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				807,578
e Remaining amount distributed out of corpus	24,475			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	279,901			
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 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) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	74,566			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	205,335			
10 Analysis of line 9				
a Excess from 2007. . . . 83,781				
b Excess from 2008. . . . 25,299				
c Excess from 2009. . . . 71,780				
d Excess from 2010. . . .				
e Excess from 2011. . . . 24,475				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

MR FLOYD L PARKS HAROLD AND GRACE U
136 E MICHIGAN AVE 9TH FLOOR STE B
KALAMAZOO,MI 49007
(269) 344-2818

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

GRANT APPLICATION AVAILABLE AT ADDRESS LISTED IN ITEM 2A

c Any submission deadlines

NONE

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

BOARD REVIEWS GRANT APPLICATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				813,600
b *Approved for future payment*				
Total . . . . ▶ **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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	160	
4 Dividends and interest from securities. . . .			14	252,825	
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	-71,050	
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		181,935	0

13 Total. Add line 12, columns (b), (d), and (e). 13 181,935

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
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.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-01-24	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN P00053844
Preparer's Signature	JAMES G THOMPSON CPA			
Firm's name	PLANTE & MORAN PLLC		Firm's EIN 38-1357951	
Firm's address	750 TRADE CENTRE WAY STE 300 PORTAGE, MI 49002		Phone no (269) 567-4500	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☐ **No**

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

2011

Name of organization
HAROLD AND GRACE UPJOHN FOUNDATION

Employer identification number
38-6052963

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 in the heading 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)

Name of organization
HAROLD AND GRACE UPJOHN FOUNDATION

Employer identification number
38-6052963

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) Aggregate contributions	(d) Type of contribution
1	EDWIN MEADER IRREVOCABLE TRUST 136 EAST MICHIGAN AVE 9TH FLOOR STE KALAMAZOO, MI 49007	$ 290,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	MARY MEADER IRREVOCABLE TRUST 136 EAST MICHIGAN AVE 9TH FLOOR STE KALAMAZOO, MI 49007	$ 87,057	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
HAROLD AND GRACE UPJOHN FOUNDATION

Employer identification number
38-6052963

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	Employer identification number
HAROLD AND GRACE UPJOHN FOUNDATION	38-6052963

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) ▶ $
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

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(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

(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

(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

Additional Data

Software ID:
Software Version:
EIN: 38-6052963
Name: HAROLD AND GRACE UPJOHN FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PORTLAND OREGON UTGO VR 0 166% - 25,000 FV	P		
CISCO SYS INC - 10,300 SHS	P		
PLAINS CAPITAL BK TX 8000% - 100,000 FV	P		
PLANTERS FIRST BK CORDELE GA 4 000% - 95,000 FV	P		
MID-WISCONSIN BK 4 100% - 95,000 FV	P		
AMERICAN EXPRESS CENTURION 1 7000% - 95,000 FV	P		
DISCOVER BK GREENWOOD 1 6500% - 100,000 FV	P		
GE MONEY BANK DRAPER 1 2500% - 100,000 FV	P		
ATLANTA BUSINESS BANK 4 1000% - 95,000 FV	P		
CHOICE FINL GROUP 1 0000% - 95,000 FV	P		
BARCLAYS BANK DE 2 3500% - 200,000 FV	P		
FOUR OAKS BK NC 1 4000% - 100,000 FV	P		
BANK OF BARODA 450% - 200,000 FV	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,000		25,000	0
166,488		237,538	-71,050
100,000		100,000	0
95,000		95,000	0
95,000		95,000	0
95,000		95,000	0
100,000		100,000	0
100,000		100,000	0
95,000		95,000	0
95,000		95,000	0
200,000		200,000	0
100,000		100,000	0
200,000		200,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			0
			-71,050
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0
			0

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHRISTOPHER T HAENICKE 136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO,MI 49007	ASST SEC/TREAS 2 00	0	0	0
JANET J DEAL-KOESTNER 136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO,MI 49007	TRUSTEE 2 00	0	0	0
FLOYD L PARKS 136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO,MI 49007	SEC/TREAS 15 00	9,000	0	0
FLORENCE U OROSZ 136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO,MI 49007	VICE PRESIDENT 2 00	0	0	0
TIMOTHY LIGHT 136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO,MI 49007	PRESIDENT 2 00	0	0	0
RANDELL W EBERTS 136 E MICHIGAN AVE 9TH FLOOR STE B KALAMAZOO,MI 49007	TRUSTEE 2 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARTS COUNCIL OF GREATER KALAMAZOO359 S BURDICK ST KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	FREE WEBSITE MEMBERSHIPS TO ARTISTS	15,000
BACH FESTIVAL SOCIETY OF KALAMAZOO INC1140 ACADEMY ST KALAMAZOO,MI 49006		509(A)(1) & 170(B)(1	PROGRAMMING SUPPORT	5,000
BALLET ARTS ENSEMBLE INC2018 RAMBLING RD KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	MAGICAL TOY SHOP	5,000
BIG BROTHERS BIG SISTERS3501 COVINGTON ROAD KALAMAZOO,MI 49001		509(A)(1) & 170(B)(1	STAFF ADDITION COSTS	20,000
BLACK ARTS & CULTURAL CENTER PO BOX 3505 KALAMAZOO,MI 49003		509(A)(1) & 170(B)(1	OPERATIONAL SUPPORT	15,000
CALHOUN COUNTY GUARDIAN18 MICHIGAN AVE W STE 300 BATTLE CREEK,MI 49017		509(A)(2)	PROGRAMMING SUPPORT	10,000
CHADD8181 PROFESSIONAL PLACE STE 150 LANDOVER,MD 20785		509(A)(2)	PROGRAM SUPPORT	1,500
CITY OF PORTAGE320 LIBRARY LANE PORTAGE,MI 49024		509(A)(1) & 170(B)(1	SHAKESPEARE IN THE PARK	3,500
COMMUNITIES IN SCHOOLS OF KALAMAZOO FIDUCIARY FOR125 WEST EXCHANGE PLACE KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	GIRLS ON THE RUN	5,000
COMMUNITIES IN SCHOOLS OF KALAMAZOO125 WEST EXCHANGE PLACE KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	PROMISE ME ADVANCEMENT CAMPAIGN	25,000
COMMUNITY ADVOCATES FOR PERSONS WITH DEV DISABILITIES814 S WESTNEDGE AVE KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	INDIVIDUAL AND FAMILTY ADVOCACY	7,000
COMMUNITY AIDS RESOURCE & EDUCATION629 PIONEER STREET KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	HIV COUNSELING, TESTING AND EDUCATION PROGRAM	10,000
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	NEW BOILERS AND CONTROL PANEL UPGRADES	35,000
COMMUNITY HOMEWORKS504 SOUTH WESTNEDGE AVENUE KALAMAZOO,MI 49008		509(A)(2)	PROGRAMING SUPPORT	10,000
COMSTOCK COMMUNITY CENTER 6330 KING HIGHWAY KALAMAZOO,MI 49048		509(A)(1) & 170(B)(1	RENOVATION OF RESTROOMS TO MEET ADA GUIDELINES	10,000
CONSTANCE BROWN HEARING-SPEECH CENTER1634 GULL RD KALAMAZOO,MI 49048		509(A)(1) & 170(B)(1	ADULTS AND CHILDREN'S HEARING ASSISTANCE	20,000
DISABILITY NETWORK OF SW MI 517 E CROSSTOWN PARKWAY KALAMAZOO,MI 49001		509(A)(1) & 170(B)(1	INDEPENDENT LIVING PROGRAM	4,000
DRUG TREATMENT COURT FOUNDATIONPO BOX 50587 KALAMAZOO,MI 49005		509(A)(1) & 170(B)(1	TRAINING AND EVALUATION COSTS	15,000
ECUMENICAL SENIOR CENTER702 NORTH BURDICK STREET KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	OUTREACH AND WELLNESS PROGRAM	10,000
EDUCATING FOR FREEDOM IN SCHOOLS125 W EXCHANGE PL KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	CHILDREN'S DEFENSE FD	20,000
FAIR FOOD MATTERS323 NORTH BURDICK KALAMAZOO,MI 49007		509(A)(2)	GROWING MATTERS GARDEN AND DOUGLAS FARMER'S MARKET	15,000
FAMILY AND CHILDREN SERVICES 1608 LAKE STREET KALAMAZOO,MI 49001		509(A)(1) & 170(B)(1	SUMMER CAMP REQUESTS	15,000
FIRST CONGREGATIONAL CHURCH UCC129 SOUTH PARK STREET KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	KALAMAZOO DROP-IN CHILD CARE CENTER	5,600
FIRST DAY SHOE FUND4120 OLD FIELD TRL KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	SHOES FOR 2011-2012 SCHOOL YEAR	3,000
FOOD BANK OF SC MICHIGAN901 PORTAGE ST KALAMAZOO,MI 49001		509(A)(1) & 170(B)(1	CRITICAL CROSSROADS II PROJECT	20,000
FONTANA CHAMBER ARTS359 S BURDICK ST STE 200 KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	2012-2013 OUTREACH PROGRAMMING	15,000
GIRL SCOUTS HEART OF MICHIGAN5470 DAVIS ROAD SAGINAW,MI 48604		509(A)(2)	CAMP MERRIE WOOD PROGRAMS AND ACTIVITIES	20,000
GRYPHON PLACE3245 S 8TH STREET KALAMAZOO,MI 49009		509(A)(1) & 170(B)(1	PURCHASE AND INSTALLATION OF NEW MEDIA SYSTEM	15,000
HOUSING RESOURCES INC345 N BURDICK ST KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	OPERATING SUPPORT	25,000
IRVING S GILMORE INT'L KEYBOARD FESTIVAL359 S BURDICK ST STE 101 KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	PIANO LABS PROGRAM	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JULIUS & ESTHER STULBERG COMPETITION INC359 S BURDICK ST STE 14 KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	MASTER CLASS AND EDUCATION OUTREACH INITIATIVES	7,000
KAIROS DWELLING2945 GULL RD KALAMAZOO,MI 49048		509(A)(1) & 170(B)(1	2013 OPERATING EXPENSES	25,000
KALAMAZOO COLLECTIVE HOUSING302 W WALNUT ST KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	PURCHASE AND REHABILITATION OF PROPERTY	10,000
KALAMAZOO COUNTY POVERTY RECUTION INITIATIVE1903 W MICHIGAN AVE KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	TWO PROJECT CONNECT EVENTS	7,500
KALAMAZOO CULTURAL CENTER 359 SOUTH KALAMAZOO MALL KALAMAZOO,MI 49007		509(A)(3)	PROJECTOR SCREEN AND PROJECTOR FOR EPIC THEATRE	10,000
KALAMAZOO IN BLOOM346 W MICHIGAN AVENUE KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	BEATIFICATION PROJECT EXP	4,500
KALAMAZOO INSTITUTE OF ARTS314 SOUTH PARK STREET KALAMAZOO,MI 49007		509(A)(2)	CHILDREN AND TEEN ARTS PROGRAM	15,000
KALAMAZOO JUNIOR SYMPHONY SOCIETY359 S BURDICK ST STE 100 KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	EARLY ORCHESTRAL TRAINING & ENSEMBLE PROGRAMS	5,000
KALAMAZOO PUBLIC LIBRARY 315 S ROSE ST KALAMAZOO,MI 49007		GOVERNMENTAL	ONEPLACE@KPL PROGRAMS AND SERVICES	5,000
KALAMAZOO REGIONAL EDUCATIONAL SERVICE AGENCY FOUNDATION1819 EAST MILHAM AVENUE PORTAGE,MI 49002		509(A)(1) & 170(B)(1	CULTURAL FIELD TRIP TRANSPORTATION PROGRAM	5,000
KALAMAZOO SYMPHONY ORCHESTRA359 S BURDICK ST STE 100 KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	KSO PARTNERS SCHOOLS PROGRAM	25,000
KALAMAZOO VALLEY COMMUNITY COLLEGE6767 WEST O AVENUE KALAMAZOO,MI 49003		GOVERNMENTAL	ARTISTS FORUM	2,500
KALAMAZOO VALLEY HABITAT FOR HUMANITY525 E KALAMAZOO AVE KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	2012-2013 BUILDING PROGRAM	20,000
LOCAL INITIATIVES SUPPORT CORPORATION501 SEVENTH AVE NEW YORK,NY 10018		509(A)(1) & 170(B)(1	MATCH TO RECEIVE $300,000 HUD GRANT	25,000
MICHIGAN BLIND ATHLETIC ASSOCIATION222 N KALAMAZOO MALL KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	2012-2013 PROGRAM SUPPORT	6,000
MICHIGAN FESTIVAL OF SACRED MUSICPO BOX 50566 KALAMAZOO,MI 49005		509(A)(2)	2012 AND 2013 FESTIVAL EXPENSE	10,000
MICHIGAN YOUTH ARTS ASSN 301 W 4TH STREET SUITE 415 ROYAL OAK,MI 48067		509(A)(1) & 170(B)(1	INSTRUCTORS FOR 2013 MICH YOUTH ARTS FEST	5,000
MINISTRY WITH COMMUNITY INC440 N CHURCH ST KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	DROP-IN/MEALS PROGRAM	35,000
NEW YEAR'S FEST OF KALAMAZOO INC346 W MICHIGAN AVE KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	27TH ANNUAL NEW YEARS FEST	5,000
OAKWOOD NEIGHBORHOOD ASSOCIATION3320 LAIRD AVE KALAMAZOO,MI 49008		509(A)(1) & 170(B)(1	AFTER-SCHOOL TUTORING PROGRAM	3,000
OPEN DOORS KALAMAZOO810 SOUTH WESTNEDGE AVENUE KALAMAZOO,MI 49008		509(A)(2)	SUPPORT TEAM OPERATING COSTS	14,000
PRETTY LAKE VACATION CAMP 9123 WEST Q AVENUE MATTAWAN,MI 49071		509(A)(2)	PRETTY AMAZING ADVANCEMENT CAMPAIGN	25,000
RENAISSANCE ENTERPRISES COMPANY901 LAY BLVD KALAMAZOO,MI 49001		509(A)(2)	ARTS AND MUSIC PROGRAM	5,000
SEEDING CHANGE625 HARRISON ST KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	PEACEJAM COACHES INITIATIVE PROGRAM	16,000
SHERMAN LAKE YMCA OUTDOOR CENTER6225 N 39TH ST AUGUSTA,MI 49012		509(A)(2)	FOR 2012 DRAPES AND INSTALLATION FOR STAGE	20,000
SKYRIDGE CHURCH OF THE BRETHREN394 SOUTH DRAKE ROAD KALAMAZOO,MI 49009		509(A)(1) & 170(B)(1	PEACE PIZZAZZ 2012	1,500
ST LUKE'S EPISCOPAL CHURCH 247 WEST LOVELL STREET KALAMAZOO,MI 49007		509(A)(3)	PARTNERS IN HOUSING TRANSITION FUNRITURE	5,000
UJIMA ENTERPRISES INCORPORATED609 ELM STREET KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	PROGRAMMING AND OPERATIONS TO RECEIVE MATCH	15,000
WELLSPRING CORI TERRY AND DANCERS359 S KALAMAZOO MALL KALAMAZOO,MI 49007		509(A)(2)	DANCE IN SCHOOLS PROGRAM	7,000
WEST MICHIGAN GLASS ARTS CENTER326 WEST KALAMAZOO AVENUE 100 KALAMAZOO,MI 49007		509(A)(1) & 170(B)(1	PURCHASE OF SECOND FURNACE	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WESTERN MICHIGAN UNIVERSITY FOUNDATION1903 W MICHIGAN AVE KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1	SEITA SCHOLARS PROGRAM	25,000
YOUNG WOMENS CHRISTIAN ASSN OF KALAMAZOO353 E MICHIGAN AVE KALAMAZOO, MI 49007		509(A)(2)	FOR 2012 RE CHILDREN'S CENTER CHILD CARE AND EDUCATION	20,000
YWCA OF KALAMAZOO353 E MICHIGAN AVE KALAMAZOO, MI 49007		509(A)(2)	LINCOLN SCHOOL OF INTERNATIONAL STUDIES	15,000
Total . . . . ▶ **3a**				813,600

TY 2011 Accounting Fees Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - PLANTE & MORAN, PLLC	7,150	1,430		5,720
ACCOUNTING FEES - RELATED TO TAX EXEMPT INCOME	0	0		0

TY 2011 Investments Corporate Bonds Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GARMONG NEWSPAPER DEV FLTG .737% 09/01/16	100,000	100,000

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TY 2011 Investments Corporate Stock Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	107,534	235,800
ACCENTURE PLC SHS CL A NEW	207,456	350,532
AFFILIATED MANAGERS GROUP INC	254,042	442,750
AFLAC INC	324,079	338,504
ALLERGAN INC	230,429	359,680
APPLE INC	153,718	357,192
BECTON DICKINSON & COMPANY	141,280	151,360
CARMAX	107,200	337,500
CORE LABORATORIES NV ADR	155,655	228,052
DIRECTTV	175,300	189,218
ECOLAB INC	136,524	208,800
EXPEDITORS INTL WASHINGTON	187,019	366,100
EXXON MOBIL CORP	17,930	601,722
FASTENAL CO	75,264	429,120
GENERAL ELECTRIC CO	22,023	284,310
GILEAD SCIENCES INC	217,823	349,310
GOOGLE INC CL A	199,534	272,119
ILLINOIS TOOL WORKS INC	142,248	294,384
INTERCONTINENTALEXCHANGE INC	248,921	275,100
INTUIT INC	191,332	374,409
JACOBS ENGINEERING GROUP INC	126,660	231,540
JOS A BANK CLOTHIERS INC	125,654	350,925
LIFE TECHNOLOGIES CORPORATION	244,579	244,550
O REILLY AUTOMOTIVE INC	105,280	686,773
OMNICOM GROUP INC	168,546	249,132
ORACLE CORP	203,838	289,044
PEPSICO INC	28,172	415,440
RITCHIE BROTHERS AUCTIONEERS INC ADR	140,665	161,928
STARBUCKS CORP	141,516	624,240
STRYKER CORP	36,842	315,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYMANTEC CORP	96,587	363,800
SYSCO CORP	101,077	372,840
TEVA PHARMACEUTICAL INDS LTD ADR	369,717	282,940
WALGREEN CO	132,688	317,070

TY 2011 Investments Government Obligations Schedule

Name:	HAROLD AND GRACE UPJOHN FOUNDATION
EIN:	38-6052963
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	50,000
State & Local Government Securities - End of Year Fair Market Value:	50,000

TY 2011 Investments - Other Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CENTURION BK .750% 7/15/13	AT COST	95,000	95,332
BANNER BK WALLA WALLA WA 1.100% 12/28/12	AT COST	95,000	95,097
BYRON CENTER MI BANK 4.412% 12/12/12	AT COST	95,000	95,384
COASTAL BK & TR FL 2.202% 12/04/12	AT COST	95,000	95,040
COLUMBUS BK & TRUST GA 2.100% 10/30/13	AT COST	100,000	101,666
DISCOVER BK 0.800% 7/15/13	AT COST	95,000	95,208
FARM BUREAU BK .900 7/25/14	AT COST	95,000	95,862
FIRST NAT BK EAGLE RIVER 1.100% 12/17/12	AT COST	95,000	95,077
FLAGSTAR BK FSB 2.500% 11/27/12	AT COST	94,000	94,120
GE CAP FINL INC 2.543% 08/13/13	AT COST	200,000	203,379
GE MONEY BANK 1.750% 07/09/13	AT COST	95,000	95,914
HINSDALE BK & TR CO 1.400% 07/22/13	AT COST	95,000	95,615
ISHARES TR MSCI EAFE INDEX FUND	AT COST	979,172	900,060
LAKE FOREST BANK & TRUST 1.400% 07/22/13	AT COST	95,000	95,615
LUANA SAVINGS BK 1.000% 11/15/12	AT COST	95,000	95,016
MORRIS BK DUBLIN GA 2.400% 12/16/13	AT COST	95,000	97,046
ORRSTOWN BANK 1.000% 11/14/14	AT COST	200,000	202,187
STATE BK COUNTRYSIDE IL 2.100% 12/09/13	AT COST	100,000	101,842
VANGUARD EMERGING MARKETS ETF	AT COST	461,300	414,950
WILMINGTON TRUST CO 2.000% 07/16/14	AT COST	95,000	97,089
WORTHINGTON FED BK AL 1.300% 11/02/12	AT COST	100,000	100,000

TY 2011 Other Expenses Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	518	0		518
MICHIGAN ANNUAL REPORT FEE	20	0		20
CLERICAL	5,827	0		5,827
COUNCIL OF MICHIGAN FOUNDATIONS	3,000	0		3,000
OTHER EXPENSES	88	0		88

TY 2011 Other Professional Fees Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSET CUSTODIAL FEES - GREENLEAF TRUST	24,570	24,570		0
ASSET CUSTODIAL FEES - GREENLEAF TRUST TAX EXEMPT	7	0		0
ASSET MANAGEMENT FEES - ARCADIA INVESTMENT MANAGEMENT	61,075	61,075		0
ASSET MANAGEMENT FEES - ARCADIA INVESTMENT MANAGEMENT - TAX EXEMPT	17	0		0

TY 2011 Taxes Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	1,740	0		0
FOREIGN TAXES	2,238	2,238		0