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

2012

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

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

4139 LAKE TERRACE DRIVE

A Employer identification number

38-2341573

B Telephone number

269 384 0219

City or town, state, and ZIP code

KALAMAZOO, MI 49008

G Check all that apply

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method

 Cash Accrual Other (specify) _____

► \$ 983,207. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	28,291.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	17,302.	17,302.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	24,181.			
b	Gross sales price for all assets on line 6a	129,719.			
7	Capital gain net income (from Part IV, line 2)		24,181.		
8	Net short-term capital gain				
9	Income modifications				
	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	69,774.	41,483.		
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	89.	44.	45.	
b	Accounting fees	1,450.	725.	725.	
c	Other professional fees	7,514.	7,014.	500.	
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	159.	159.	0.	
24	Total operating and administrative expenses	9,212.	7,942.	1,270.	
	Add lines 13 through 23	65,250.		65,250.	
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	74,462.	7,942.	66,520.	
27	Subtract line 26 from line 12	<4,688.►			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		33,541.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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	Part II 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	241.	241.	241.
	2 Savings and temporary cash investments	88,096.	53,285.	53,285.
	3 Accounts receivable ► Less allowance for doubtful accounts ►			
	4 Pledges receivable ► Less allowance for doubtful accounts ►			
	5 Grants receivable			
Assets	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			
	b Investments - corporate stock	STMT 6	560,977.	591,100.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ► Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ► Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)		649,314.	644,626.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		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		<345,242.	<349,930.
	30 Total net assets or fund balances		649,314.	644,626.
	31 Total liabilities and net assets/fund balances		649,314.	644,626.

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	649,314.
2 Enter amount from Part I, line 27a	2	<4,688.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	644,626.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	644,626.

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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	SEE ATTACHED STATEMENTS				
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	129,719.	105,538.	24,181.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e			24,181.		
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	24,181.	
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 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))
2011	67,175.	945,472.	.071049
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

2 Total of line 1, column (d)

2 .406368

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 .081274

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 928,674.

5 Multiply line 4 by line 3

5 75,477.

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

6 335.

7 Add lines 5 and 6

7 75,812.

8 Enter qualifying distributions from Part XII, line 4

8 66,520.

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	671.
	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	0.
3	Add lines 1 and 2	671.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	671.
6	Credits/Payments	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	2,302.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	2,302.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	► 9
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	► 10 1,631.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11 1,631. Refunded ► 0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/>	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	<input type="checkbox"/>	X
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	X
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?	<input type="checkbox"/>	X
	<i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	<input type="checkbox"/>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/>	X
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	<input type="checkbox"/>	
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year?	<input type="checkbox"/>	X
	<i>If "Yes," complete Part II, col (c), and Part XV.</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	MI		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<input type="checkbox"/>	X
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	<input type="checkbox"/>	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/>	X

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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	► 15	N/A
At any time during calendar year 2012, 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 ►		
16	Yes	No X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 ►	2b	
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 2012 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 2012)	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 2012?	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

Yes No

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes No

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

Yes No

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

Yes No

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

Yes No

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

Yes No

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

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

N/A

Yes No

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

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

Yes No

6b

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

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

Yes No

X

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

Yes No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		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

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	
3	
All other program-related investments. See instructions	
Total. Add lines 1 through 3	► 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	940,217.
b Average of monthly cash balances	1b	2,599.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	942,816.
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	942,816.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,142.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	928,674.
6 Minimum investment return. Enter 5% of line 5	6	46,434.

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	46,434.
2a Tax on investment income for 2012 from Part VI, line 5	2a	671.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	671.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	45,763.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	45,763.
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	45,763.

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	66,520.
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	66,520.
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	66,520.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				45,763.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only		0.		
b Total for prior years				
3 Excess distributions carryover, if any, to 2012				
a From 2007	34,939.			
b From 2008	34,855.			
c From 2009	34,762.			
d From 2010	29,185.			
e From 2011	20,857.			
f Total of lines 3a through e	154,598.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 66,520.			0.	
a Applied to 2011, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount			45,763.	
e Remaining amount distributed out of corpus	20,757.			
5 Excess distributions carryover applied to 2012 (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:	175,355.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	34,939.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	140,416.			
10 Analysis of line 9				
a Excess from 2008	34,855.			
b Excess from 2009	34,762.			
c Excess from 2010	29,185.			
d Excess from 2011	20,857.			
e Excess from 2012	20,757.			

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

Form 990-PF (2012)

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Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN RED CROSS, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	1,000.
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.
Total	SEE CONTINUATION SHEET(S)			► 3a 65,250.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	17,302.	
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	24,181.	
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.		41,483.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		41,483.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

- (1) Cash
- (2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exer

(3) Rental of facilities, equipment, etc.

(4) Reimbursement arrangement

(5) Details of loan guarantees

- 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
H

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.)?

Paid Preparer Use Only	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>		7/25/13	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

2012**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 foundationCheck 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) (2012)

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.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

Employer identification number

38-2341573

Part II Noncash Property (see instructions). 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

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

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
				(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

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 650 SHARES FIFTH THIRD BANCORP			P	09/02/11	01/18/12
b 2.07 SHARES PERMANENT PORTFOLIO FUND			P	12/07/11	08/09/12
c 28.92 SHARES PIMCO COMMODITY REAL RETURN STRATEGY			P	12/07/11	08/09/12
d 6.88 SHARES PIMCO COMMODITY REAL RETURN STRATEGY			P	12/07/11	08/09/12
e 218 SHARES AMPHENOL CORPORATION			P	07/01/04	02/08/12
f 16 SHARES ENGILITY HOLDINGS INC			P	01/08/03	08/14/12
g 259 SHARES KAYNE ANDERSON MLP INVESTMENT			P	11/11/09	04/27/12
h 26 SHARES KAYNE ANDERSON MLP INVESTMENT			P	11/12/09	04/27/12
i 300 SHARES KAYNE ANDERSON MLP INVESTMENT			P	01/26/10	04/27/12
j 80 SHARES KELLOGG CO			P	11/18/08	04/03/12
k 175 SHARES KELLOGG CO			P	01/28/09	04/03/12
l 125 SHARES O REILLY AUTOMOTIVE INC			P	02/19/04	11/30/12
m 327.78 SHARES PERMANENT PORTFOLIO FUND			P	03/05/09	08/09/12
n .22 SHARES PERMANENT PORTFOLIO FUND			P	12/09/10	08/09/12
o 47 SHARES PHILLIPS 66			P	03/07/11	05/31/12

(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 8,995.		6,377.	2,618.
b 98.		98.	0.
c 200.		219.	<19.>
d 48.		52.	<4.>
e 11,938.		3,547.	8,391.
f 269.		185.	84.
g 7,763.		5,672.	2,091.
h 779.		726.	53.
i 8,992.		6,539.	2,453.
j 4,263.		3,693.	570.
k 9,324.		7,931.	1,393.
l 11,710.		2,598.	9,112.
m 15,592.		9,771.	5,821.
n 11.		10.	1.
o 1,410.		1,793.	<383.>

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			2,618.
b			0.
c			<19.>
d			<4.>
e			8,391.
f			84.
g			2,091.
h			53.
i			2,453.
j			570.
k			1,393.
l			9,112.
m			5,821.
n			1.
o			<383.>

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 .5 SHARES PHILLIPS 66		P	03/07/11	05/17/12
b 1,506.54 SHARES PIMCO COMMODITY REAL RETURN STRAT		P	04/15/11	08/09/12
c 10 SHARES PLUM CREEK TIMBER CO INC		P	02/02/10	05/25/12
d 150 SHARES PLUM CREEK TIMBER CO INC		P	04/20/11	05/25/12
e 75 SHARES PROCTER & GAMBLE CO		P	11/03/06	11/16/12
f 75 SHARES PROCTER & GAMBLE CO		P	03/02/07	11/16/12
g 50 SHARES PROCTER & GAMBLE CO		P	06/12/07	11/16/12
h 90 SHARES SOLAR CAPITAL LTD		P	10/25/10	07/11/12
i 135 SHARES SOLAR CAPITAL LTD		P	10/26/10	07/11/12
j 16 SHARES SOLAR CAPITAL LTD		P	10/27/10	07/11/12
k 59 SHARES SOLAR CAPITAL LTD		P	10/28/10	07/11/12
l 125 SHARES TOWER GROUP INC		P	02/22/07	10/04/12
m 34 SHARES TOWER GROUP INC		P	05/22/07	10/04/12
n 42 SHARES TOWER GROUP INC		P	05/23/07	10/04/12
o 74 SHARES TOWER GROUP INC		P	05/24/07	10/04/12

(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 16.		19.	<3. >
b 10,410.		14,809.	<4,399. >
c 369.		378.	<9. >
d 5,526.		6,402.	<876. >
e 4,987.		4,757.	230.
f 4,987.		4,763.	224.
g 3,325.		3,131.	194.
h 2,053.		2,004.	49.
i 3,080.		2,999.	81.
j 365.		356.	9.
k 1,346.		1,327.	19.
l 2,413.		4,373.	<1,960. >
m 656.		1,042.	<386. >
n 811.		1,319.	<508. >
o 1,428.		2,340.	<912. >

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			<3. >
b			<4,399. >
c			<9. >
d			<876. >
e			230.
f			224.
g			194.
h			49.
i			81.
j			9.
k			19.
l			<1,960. >
m			<386. >
n			<508. >
o			<912. >

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	230 SHARES VODAFONE GROUP PLC	P	09/16/1006	08/12
b	RETURN OF CAPITAL - KAYNE ANDERSON MLP INVESTMENT	P	VARIOUS	VARIOUS
c	RETURN OF CAPITAL - ING GLOBAL REAL ESTATE	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,095.		5,751.	344.
b 314.		422.	<108.>
c 135.		135.	0.
d 11.			11.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			344.
b			<108.>
c			0.
d			11.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	24,181.
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

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

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

38-2341573

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SALVATION ARMY, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	1,000.
SENIOR SERVICES INC, KALAMAZOO, MICHIGAN	NONE	PUBLIC	MEALS ON WHEELS	2,500.
SHERMAN LAKE CAMP, AUGUSTA, MI	NONE	PUBLIC	CAMPERSHIPS	5,000.
YWCA, KALAMAZOO, MICHIGAN	NONE	PUBLIC	OPERATIONS	6,000.
PRETTY LAKE VACATION CAMP, MATTAWAN, MICHIGAN	NONE	PUBLIC	CAPITAL CAMPAIGN	5,000.
MULTIPLE MYELOMA RESEARCH FOUNDATION, NORWALK, CONNECTICUT	NONE	PUBLIC	OPERATIONS	500.
Total from continuation sheets				

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	17,313.	11.	17,302.
TOTAL TO FM 990-PF, PART I, LN 4	17,313.	11.	17,302.

FORM 990-PF

LEGAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	89.	44.		45.
TO FM 990-PF, PG 1, LN 16A	89.	44.		45.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,450.	725.		725.
TO FORM 990-PF, PG 1, LN 16B	1,450.	725.		725.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT DUES COUNCIL OF MI FOUNDATIONS	7,014.	7,014.		0.
	500.	0.		500.
TO FORM 990-PF, PG 1, LN 16C	7,514.	7,014.		500.

STATEMENT(S) 1, 2, 3, 4

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	159.	159.		0.
TO FORM 990-PF, PG 1, LN 23	159.	159.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLERGAN INC	4,622.	6,880.
AMPHENOL CORPORATION	2,148.	8,540.
APPLE INC	5,709.	26,609.
BUNGE LTD	4,243.	7,269.
CELGENE CORPORATION	12,904.	17,656.
CHECK POINT SOFTWARE TECHNOLOGIES	13,215.	17,865.
CREDIT SUISSE COMMODITY	12,826.	13,916.
DELAWARE EMERGING MARKET	6,118.	6,863.
ECOLAB INC	4,145.	7,190.
FACT SET	3,779.	6,164.
GLAXOSMITHKLINE PLC	12,910.	17,388.
ING GLOBAL REAL ESTATE	19,878.	17,040.
L-3 COMMUNICATIONS HLDGS	4,395.	7,356.
MATTHEWS PACIFIC TIGER FUND	7,535.	12,614.
NEXTERA ENERGY INC	9,152.	12,454.
NORFOLK SOUTHERN CORP	6,370.	7,730.
NOVO NORDISK	9,837.	30,357.
PEPSICO INC	9,821.	10,264.
PLUM CREEK TIMBER CO INC	13,782.	16,195.
STRYKER CORPORATION	169,093.	411,150.
SUNCOR ENERGY INC	5,141.	8,245.
TIFFANY & CO	12,266.	13,762.
VANGUARD EMERGING MARKETS ETF	14,499.	13,582.
VODAFONE GROUP PLC	6,526.	6,172.
WISCONSIN ENERGY CORP	7,077.	8,770.
WISDOMTREE ETF EMERG MKTS	19,058.	20,131.
CONOCOPHILLIPS	7,359.	7,249.
DEERE & CO	6,532.	7,346.
GENERAL DYNAMICS CORP	15,459.	13,854.
IBM CORP	12,332.	13,408.
WISDOMTREE EMERGING MARKETS SMALL CAP	19,302.	17,897.
TOUCHSTONE MERGER ARBITRAGE FUND	13,311.	13,771.
CALAMOS INTERNATIONAL GROWTH FUND	7,135.	7,228.
ALBEMARLE CORP	14,898.	16,772.

BURTON AND ELIZABETH UPJOHN CHARITABLE T

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ACE LIMITED	14,320.	15,162.
ALERIAN MLP	13,857.	13,478.
AVAGO TECHNOLOGIES LTD	13,681.	13,135.
DENBURY RES INC	13,844.	14,580.
MARKEL CORP	7,378.	6,935.
NETAPP INC	13,538.	16,272.
OMNICOM GROUP INC	14,213.	14,988.
WESTERN UNION CO	6,892.	5,444.
TOTAL TO FORM 990-PF, PART II, LINE 10B	591,100.	929,681.

FORM 990-PF

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

STATEMENT 7

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 ROBBINS 4300 OLD FIELD TRAIL KALAMAZOO, MI 49008	TRUSTEE 0.10	0.	0.	0.

BURTON AND ELIZABETH UPJOHN CHARITABLE T

38-2341573

ELIZABETH BREY
2231 IDLEWILD BEACH
RICHLAND, MI 49083

TRUSTEE

0.10

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0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

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0.

0.