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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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning NOV 1, 2012 , and ending OCT 31, 2013

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) | Room/suite

211 SOUTH ROSE STREET

B Telephone number

269.388.9800

City or town, state, and ZIP code

KALAMAZOO, MI 49007

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 19,752,129.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	244,750.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	259,814.	259,753.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	470,502.			
	b Gross sales price for all assets on line 6a 2,438,046.				
	7 Capital gain net income (from Part IV, line 2)		470,502.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	975,066.	730,255.		
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				
	b Accounting fees STMT 2	6,900.	1,380.		5,520.
	c Other professional fees STMT 3	88,522.	88,515.		0.
	17 Interest				
	18 Taxes STMT 4	3,490.	1,837.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	594.	0.		594.
	22 Printing and publications				
	23 Other expenses STMT 5	10,235.	0.		10,235.
	24 Total operating and administrative expenses. Add lines 13 through 23	118,741.	97,732.		19,349.
	25 Contributions, gifts, grants paid	986,000.			986,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,104,741.	97,732.		1,005,349.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-129,675.			
	b Net investment income (if negative, enter -0-)		632,523.		
	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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,535,982.	2,592,550.	2,592,550.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	50,000.	50,000.	47,847.
	b Investments - corporate stock STMT 7	5,317,132.	4,990,772.	14,050,594.
	c Investments - corporate bonds STMT 8	100,000.	100,000.	100,000.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	267,328.	251,445.	251,445.
	13 Investments - other STMT 10	3,469,472.	2,625,472.	2,709,693.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	10,739,914.	10,610,239.	19,752,129.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	10,739,914.	10,610,239.	
	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**	10,739,914.	10,610,239.	
	31 **Total liabilities and net assets/fund balances**	10,739,914.	10,610,239.	

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	10,739,914.
2	Enter amount from Part I, line 27a	2	-129,675.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,610,239.
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	10,610,239.

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	2,438,046.		1,967,544.	470,502.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				470,502.

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	470,502.
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	832,053.	16,214,600.	.051315
2010	761,688.	16,118,585.	.047255
2009	694,702.	12,658,648.	.054880
2008	485,186.	9,333,280.	.051985
2007	663,541.	11,745,484.	.056493

2	**Total** of line 1, column (d)	2	.261928
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	.052386
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,106,188.
5	Multiply line 4 by line 3	5	948,511.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,325.
7	Add lines 5 and 6	7	954,836.
8	Enter qualifying distributions from Part XII, line 4	8	1,005,349.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	6,325.
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	6,325.
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	6,325.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,580.		
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	1,580.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	26.
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,771.
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 2013 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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	2		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
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	X	
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	X	
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHRISTOPHER T. HAENICKE Telephone no. ▶ 269.388.9800

Located at ▶ 211 SOUTH ROSE STREET, 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 N/A

			Yes	No
16	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		X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
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? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ _____, _____, _____, _____			
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 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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?	4b		X

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)?	☐ 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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	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?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		9,000.	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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	15,988,740.
b	Average of monthly cash balances		1b	2,393,177.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	18,381,917.
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	18,381,917.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	275,729.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	18,106,188.
6	**Minimum investment return.** Enter 5% of line 5		6	905,309.

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	905,309.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,325.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,325.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	898,984.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	898,984.
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	898,984.

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	1,005,349.
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	1,005,349.
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	6,325.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	999,024.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				898,984.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 83,781.				
b From 2008 25,299.				
c From 2009 71,780.				
d From 2010				
e From 2011 24,475.				
f **Total** of lines 3a through e	205,335.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,005,349.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				898,984.
e Remaining amount distributed out of corpus	106,365.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	311,700.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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	83,781.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	227,919.			
10 Analysis of line 9:				
a Excess from 2008 25,299.				
b Excess from 2009 71,780.				
c Excess from 2010				
d Excess from 2011 24,475.				
e Excess from 2012 106,365.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

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*				
AACORN FARM, INC 2525 MILLER ROAD KALAMAZOO, MI 49001		501(C) 3	VOCATIONAL FARM PROGRAM	20,000.
AMERICAN NATIONAL RED CROSS 5640 VENTURE CT. KALAMAZOO, MI 49009		501(C) 3	COMMUNITY RESILIENCE - KALAMAZOO PROJECT	5,000.
ARTS COUNCIL OF GREATER KALAMAZOO 359 S BURDICK ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	FREE WEBSITE MEMBERSHIPS TO ARTISTS	20,000.
BACH FESTIVAL SOCIETY OF KALAMAZOO, INC. 1140 ACADEMY ST KALAMAZOO, MI 49006		509(A)(1) & 170(B)(1)(A)(IV	PROGRAMMING SUPPORT	5,000.
BALLET ARTS ENSEMBLE, INC. 2018 RAMBLING RD KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(IV	GUEST ARTIST EXPENSE	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	986,000.
b *Approved for future payment*				
NONE				
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	259,814.	
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	470,502.	
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.		730,316.	0.
13 **Total** Add line 12, columns (b), (d), and (e)				13	730,316.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Christopher J. O'Connell 12/26/14 ▶ SECRETARY

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES G. THOMPSON, CPA	James G Thompson	1/8/2014		P00053844

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

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

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, 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)

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) Total contributions	(d) Type of contribution
1	EDWIN MEADER IRREVOCABLE TRUST 136 EAST MICHIGAN AVE, 9TH FLOOR STE KALAMAZOO, MI 49007	$ 244,750.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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

HAROLD AND GRACE UPJOHN FOUNDATION

Employer identification number

38-6052963

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	AMERICAN EXPRESS CENTURION .7500% - 95,000 FV	P		
b	BANNER BK WALLA WALLA WA .1.100% - 95,000 FV	P		
c	BYRON CENTER MI BANK 4.400% - 95,000 FV	P		
d	COASTAL BK & TR FL 2.206% - 95,000 FV	P		
e	COLUMBUS BK & TRUST GA 2.1000% - 100,000 FV	P		
f	DISCOVER BANK .8500% - 95,000 FV	P		
g	FIRST NAT B EAGLE RIVER 1.100& - 95,000 FV	P		
h	FLAGSTAR BK FSB 2.5500% - 94,000 FV	P		
i	GE CAP FINL INC 2.5000% - 200,00 FV	P		
j	GE MONEY BANK 1.7500% - 95,000 FV	P		
k	HINSDALE BK & TR CO 1.400% - 95,000 FV	P		
l	JOS A BANK CLOTHIERS INC - 7,500 SHS	P		
m	LAKE FOREST BANK & TRUST 1.4000% - 95,000 FV	P		
n	LUANA SAVINGS BK 1.0000% - 95,000 FV	P		
o	PEPSICO INC - 1,200 SHS	P		

	(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	95,000.		95,000.	0.
b	95,000.		95,000.	0.
c	95,000.		95,000.	0.
d	95,000.		95,000.	0.
e	100,000.		100,000.	0.
f	95,000.		95,000.	0.
g	95,000.		95,000.	0.
h	94,000.		94,000.	0.
i	200,000.		200,000.	0.
j	95,000.		95,000.	0.
k	95,000.		95,000.	0.
l	297,586.		125,654.	171,932.
m	95,000.		95,000.	0.
n	95,000.		95,000.	0.
o	82,705.		22,206.	60,499.

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				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				0.
h				0.
i				0.
j				0.
k				0.
l				171,932.
m				0.
n				0.
o				60,499.

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	PEPSICO INC - 4,800 SHS	P		
b	TEVA PHARMACEUTICAL INDS LTD - 2,000 SHS	P		
c	TEVA PHARMACEUTICAL INDS LTD - 2,000 SHS	P		
d	TEVA PHARMACEUTICAL INDS LTD - 3,000 SHS	P		
e	WORTHINGTON FED BK AL 1.300% - 100,000 FV	P		
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	331,978.		5,966.	326,012.
b	80,508.		105,260.	-24,752.
c	80,508.		106,481.	-25,973.
d	120,761.		157,977.	-37,216.
e	100,000.		100,000.	0.
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) 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				326,012.
b				-24,752.
c				-25,973.
d				-37,216.
e				0.
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	470,502.
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 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
BIG BROTHERS BIG SISTERS 3501 COVINGTON ROAD KALAMAZOO, MI 49001		509(A)(1) & 170(B)(1)(A)(VI	CAPACITY BUILDING INITIATIVE	20,000.
BLACK ARTS & CULTURAL CENTER PO BOX 3505 KALAMAZOO, MI 49003		509(A)(1) & 170(B)(1)(A)(VI	OPERATIONAL SUPPORT	15,000.
BOYS & GIRLS CLUBS OF GREAT KALAMAZOO 915 LAKE ST KALAMAZOO, MI 49001		509(A)(2)	PROGRAM SUPPORT	25,000.
BUILDING BLOCKS OF KALAMAZOO 1822 W MILHAM AVE STE 4 PORTAGE, MI 49024		509(A)(1) & 170(B)(1)(A)(VI	OPERATIONAL SUPPORT	8,000.
CALHOUN COUNTY GUARDIAN 18 MICHIGAN AVE W STE 300 BATTLE CREEK, MI 49017		509(A)(2)	PROGRAMMING SUPPORT	10,000.
CALHOUN COUNTY GUARDIAN 18 MICHIGAN AVE W STE 300 BATTLE CREEK, MI 49017		509(A)(2)	COMMUNITY PROMISE FEDEARL CREDIT UNION FOR 2013	40,000.
CITY OF PORTAGE 320 LIBRARY LANE PORTAGE, MI 49024		509(A)(1) & 170(B)(1)(A)(V)	SHAKESPEARE IN THE PARK	3,500.
COMMUNITIES IN SCHOOLS OF KALAMAZOO 125 WEST EXCHANGE PLACE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	PROMISE ME ADVANCEMENT CAMPAIGN	25,000.
COMMUNITY AIDS RESOURCE & EDUCATION 629 PIONEER STREET KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(IV	HIV COUNSELING, TESTING AND EDUCATION PROGRAM	10,000.
COMMUNITY HOMEWORKS 504 SOUTH WESTNEDGE AVENUE KALAMAZOO, MI 49008		509(A)(2)	PROGRAMING SUPPORT	10,000.
Total from continuation sheets				931,000.

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
CONSTANCE BROWN HEARING-SPEECH CENTER 1634 GULL RD KALAMAZOO, MI 49048		509(A)(1) & 170(B)(1)(A)(IV	ADULTS AND CHILDREN'S HEARING ASSISTANCE	25,000.
CRESCENDO ACADEMY OF MISIC INC 359 S. KALAMAZOO MALL STE 12 KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(II	MARVELOUS MUSIC PROGRAM	11,000.
DISABILITY NETWORK OF SW MI 517 E CROSSTOWN PARKWAY KALAMAZOO, MI 49001		509(A)(1) & 170(B)(1)(A)(IV	INDEPENDENT LIVING PROGRAM	4,000.
DOUGLASS COMMUNITY ASSOCIATION 1000 W PATERSON ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	REPLACEMENT OF HEATING AND AIR CONDITIONING UNITS	20,000.
FAIR FOOD MATTERS 323 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)(A)(VI	SUMMER CAMP REQUESTS	15,000.
FIRST CONGREGATIONAL CHURCH U.C.C. 129 SOUTH PARK STREET KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(I)	KALAMAZOO DROP-IN CHILD CARE CENTER	6,500.
FIRST DAY SHOE FUND 4120 OLD FIELD TRL KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(VI	OPERATING SUPPORT	4,000.
FONTANA CHAMBER ARTS 359 S BURDICK ST STE 200 KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	2013-2014 OUTREACH PROGRAMMING	15,000.
FRIENSHIP HOUSE 1829 S BURDICK ST KALAMAZOO, MI 49001		509(A)(2)	CHRISTIAN RESOURCE CENTER EMERGENCY RELIEF FUD	25,000.
Total from continuation sheets				

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
GIRL SCOUTS HEART OF MICHIGAN 5470 DAVIS ROAD SAGINAW, MI 48604		509(A)(2)	GIRL SCOUT CAMP PROGRAMS	15,000.
GOODWILL INDUSTRIES OF S.W. MICHIGAN 420 EAST ALCOTT KALAMAZOO, MI 49001		509(A)(1) & 170(B)(1)(A)(VI	UP AND OVER PILOT PROJECT	13,000.
GREATER KALAMAZOO UNITED WAY, INC. 709 S WESTNEDGE AVENUE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	EVICTION DIVERSION PROJECT	10,000.
HOUSING RESOURCES, INC. 345 N BURDICK ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	OPERATING SUPPORT	25,000.
INTERACT OF MICHIGAN INC 610 S BURDICK ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	COGNITIVE ENHANCE THERAPY TRAINING COSTS	7,500.
IRVING S GILMORE INT'L KEYBOARD FESTIVAL 359 S BURDICK ST STE 101 KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	2014 MASTER CLASS SERIES	20,000.
JULIUS & ESTHER STULBERG COMPETITION INC 359 S BURDICK ST STE 14 KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	MASTER CLASS AND EDUCATION OUTREACH INITIATIVES	8,000.
KAIROS DWELLING 2945 GULL RD KALAMAZOO, MI 49048		509(A)(1) & 170(B)(1)(A)(IV	2014 OPERATING EXPENSES	25,000.
KAL NEIGHBORHOOD HOUSING SERVICES 802 S WESTNEDGE AVE KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(VI	HOMEOWNERSHIP CENTER OPERATIONS	15,000.
KALAMAZOO BOOK ARTS CENTER 326 W KALAMAZOO AVE STE 422 KALAMAZOO, MI 49007		509(A)(2)	EDUCATIONAL AND INTERNSHIP PROGRAMS	5,000.
Total from continuation sheets				

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
KALAMAZOO COMMUNITY FOUNDATION 151 S ROSE ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	RENOVATION AND RELOCATION TO DEPOT BUILDING	25,000.
KALAMAZOO COUNTY GOVERNMENT 201 WEST MICHIGAN AVE KALAMAZOO, MI 49007		KALAMAZOO COUNTY	YOUTH OFFENDER TRANSITION PROGRAM	20,000.
KALAMAZOO COUNTY LAND BANK AUTHORITY 229 EAST MICHIGAN AVE, SUITE 340 KALAMAZOO, ME 49007		KALAMAZOO COUNTY	RIEVERVIEW LAUNCH PROJECT	25,000.
KALAMAZOO COUNTY POVERTY RECUTION INITIATIVE 1903 W MICHIGAN AVE KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(VI	PROJECT CONNECT 2013	10,000.
KALAMAZOO COUNTY READY 4S 222 S WESTNEDGE AVE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	OPERATING SUPPOER	20,000.
KALAMAZOO IN BLOOM 346 W. MICHIGAN AVENUE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	2013 COMMUNITY PLANTING	4,000.
KALAMAZOO INSTITUTE OF ARTS 314 SOUTH PARK STREET KALAMAZOO, MI 49007		509(A)(2)	FANTASTIC RUMPUIS PROJECT	15,000.
KALAMAZOO JUNIOR SYMPHONY SOCIETY 359 S BURDICK ST STE 100 KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	EARLY ORCHESTRAL TRAINING & ANNIVERSARY SCHOLARSHIP FUND	13,500.
KALAMAZOO LOAVES AND FISHES 913 E. ALCOTT KALAMAZOO, MI 49001		509(A)(1) & 170(B)(1)(A)(VI	OPERATING SUPPOER	25,000.
KALAMAZOO NATURE CENTER 7000 N WESTNEDGE AVE KALAMAZOO, MI 49009		509(A)(2)	NEW SUMMER CAP FACILITIES AND PROGRAM	15,000.
Total from continuation sheets				

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
KALAMAZOO PUBLIC LIBRARY 315 S ROSE ST KALAMAZOO, MI 49007		KALAMAZOO LIBRARY	ONEPLACE@KPL PROGRAMS AND SERVICES	5,000.
KALAMAZOO SYMPHONY ORCHESTRA 359 S BURDICK ST STE 100 KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	KSO PARTNERS SCHOOLS PROGRAM	25,000.
KALAMAZOO VALLEY COMMUNITY COLLEGE 6767 WEST O AVENUE KALAMAZOO, MI 49003		509 (A)(1) & 170(B)(1)(II)	ARTISTS FORUM	2,500.
KALAMAZOO VALLEY HABITAT FOR HUMANITY 525 E KALAMAZOO AVE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	PROGRAMMING AND CAPITAL CAMPAIGN	20,000.
LADIES LIBRARY ASSOCIATION KALAMAZOO SUPPORTING ORGANIZATION 333 S PARK ST KALAMAZOO, MI 49007		509(A)(3)	REHABILITATION OF HISTORIC WINDOWS	20,000.
MICHIGAN BLIND ATHLETIC ASSOCIATION 222 N. KALAMAZOO MALL KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	2013-2014 PROGRAM SUPPORT	5,000.
MICHIGAN YOUTH ARTS ASSN 301 W 4TH STREET, SUITE 415 ROYAL OAK, MI 48067		509(A)(1) & 170(B)(1)(A)(VI	INSTRUCTORS FOR 2014 MICH YOUTH ARTS FEST	10,000.
MINISTRY WITH COMMUNITY, INC. 440 N CHURCH ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	DROP-IN/MEALS PROGRAM	35,000.
NEW YEAR'S FEST OF KALAMAZOO, INC. 346 W MICHIGAN AVE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(IV	28TH ANNUAL NEW YEARS FEST	5,000.
OAKWOOD NEIGHBORHOOD ASSOCIATION 3320 LAIRD AVE KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(VI	AFTER-SCHOOL TUTORING PROGRAM	5,000.
Total from continuation sheets				

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
OPEN DOORS KALAMAZOO 810 SOUTH WESTNEDGE AVENUE KALAMAZOO, MI 49008		509(A)(2)	SUPPORT TEAM OPERATING COSTS AND RENTAL ASSISTANCE PROGRAM	22,000.
PLANNED PARENTHOOD MID & SOUTH MICHIGAN PO BOX 3673 ANN ARBOR, MI 48106		509(A)(1) & 170(B)(1)(A)(VI	EDUCATION PROGRAM IN KALAMAZOO	5,000.
PORTAGE DISTRICT LIBRARY 300 LIBRARY LANE PORTAGE, MI 49002		PORTAGE DISTRICT LIBRARY	2014 KALAMAZOO POETRY FESTIVAL	2,500.
RENAISSANCE ENTERPRISES COMPANY 901 LAY BLVD KALAMAZOO, MI 49001		509(A)(2)	PROGRAMMING SUPPORT	5,000.
RURAL FUTURES INTERNATIONAL 10515 OP AVE E SCOTTS, MI 49088		509(A)(2)	TILLERS INT'L-YOUNG FARMER INCUBATOR PROGRAM	20,000.
ST. LUKE'S EPISCOPAL CHURCH 247 WEST LOVELL STREET KALAMAZOO, MI 49007		509(A)(3)	PARTNERS IN HOUSING TRANSITION FUNRITURE	5,000.
UJIMA ENTERPRISES INCORPORATED 609 ELM STREET KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	YOUNG ENGINEERS PROGRAM	20,000.
URBAN ALLIANCE 536 EAST MICHIGAN AVE KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(VI	HAYS PARK TRANSFORMATION PROJECT	10,000.
WELLSPRING CORI TERRY AND DANCERS 359 S. KALAMAZOO MALL KALAMAZOO, MI 49007		509(A)(2)	COMMUNITY ENGAGEMENT THROUGH DANCE PROGRAM	10,000.
WEST MICHIGAN CANCER CENTER 200 N PARK ST KALAMAZOO, MI 49007		509(A)(1) & 170(B)(1)(A)(II	COLORECTAL CANCER UNIVERSAL SCREENING PROGRAM	20,000.
Total from continuation sheets				

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
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 W MICHIGAN AVE KALAMAZOO, MI 49008		509(A)(1) & 170(B)(1)(A)(IV	SEITA SCHOLARS PROGRAM	25,000.
YWCA OF KALAMAZOO 353 E. MICHIGAN AVE KALAMAZOO, MI 49007		509(A)(2)	LINCOLN INTERNATIONAL STUDIES SCHOOL, KALAMAZOO	11,000.
YWCA OF KALAMAZOO 353 E MICHIGAN AVE KALAMAZOO, MI 49007		509(A)(2)	READY TO LEARN AND GROW PROGRAM	20,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST AND DIVIDENDS	259,753.	0.	259,753.
TAX-EXEMPT INTEREST	61.	0.	61.
TOTAL TO FM 990-PF, PART I, LN 4	259,814.	0.	259,814.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - PLANTE & MORAN, PLLC	6,900.	1,380.		5,520.
ACCOUNTING FEES - RELATED TO TAX EXEMPT INCOME	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,900.	1,380.		5,520.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET CUSTODIAL FEES - GREENLEAF TRUST	45,164.	45,164.		0.
ASSET CUSTODIAL FEES - GREENLEAF TRUST TAX EXEMPT	4.	0.		0.
ASSET MANAGEMENT FEES - ARCADIA INVESTMENT MANAGEMENT	43,351.	43,351.		0.
ASSET MANAGEMENT FEES - ARCADIA INVESTMENT MANAGEMENT	3.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	88,522.	88,515.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,653.	0.		0.
FOREIGN TAXES	1,837.	1,837.		0.
TO FORM 990-PF, PG 1, LN 18	3,490.	1,837.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	448.	0.		448.
MICHIGAN ANNUAL REPORT FEE	20.	0.		20.
CLERICAL	6,167.	0.		6,167.
COUNCIL OF MICHIGAN FOUNDATIONS	3,500.	0.		3,500.
OTHER EXPENSES	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	10,235.	0.		10,235.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION		U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PORTLAND OREGON UTGO VR 06/01/2019	.227%		X	50,000.	47,847.
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				50,000.	47,847.
TOTAL TO FORM 990-PF, PART II, LINE 10A				50,000.	47,847.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBEVIE INC	55,944.	174,420.
ABBOTT LABS	51,590.	131,580.
ACCENTURE PLC SHS CL A NEW	207,456.	382,200.
AFFILIATED MANAGERS GROUP INC	254,042.	691,040.
AFLAC INC	324,079.	441,864.
ALLERGAN INC	230,429.	362,440.
APPLE INC	153,718.	313,621.
BECTON DICKINSON & COMPANY	141,280.	210,260.
CARMAX	107,200.	469,900.
CORE LABORATORIES NV ADR	155,655.	411,884.
DIRECTTV	175,300.	231,213.
ECOLAB INC	136,524.	318,000.
EXPEDITORS INTL WASHINGTON	187,019.	452,900.
EXXON MOBIL CORP	17,930.	591,492.
FASTENAL CO	75,264.	478,368.
GENERAL ELECTRIC CO	22,023.	352,890.
GILEAD SCIENCES INC	217,823.	740,220.
GOOGLE INC CL A	199,534.	412,232.
ILLINOIS TOOL WORKS INC	142,248.	378,192.
INTERCONTINENTALEXCHANGE INC	248,921.	404,733.
INTUIT INC	191,332.	449,883.
JACOBS ENGINEERING GROUP INC	126,660.	364,920.
LIFE TECHNOLOGIES CORPORATION	244,579.	376,475.
MYLAN INC	197,183.	189,325.
O REILLY AUTOMOTIVE INC	105,280.	990,480.
OMNICOM GROUP INC	168,546.	354,172.
ORACLE CORP	203,838.	311,550.
RITCHIE BROTHERS AUCTIONEERS INC ADR	140,665.	142,560.
STARBUCKS CORP	141,516.	1,102,280.
STRYKER CORP	36,842.	443,160.
SYMANTEC CORP	96,587.	455,100.
SYSCO CORP	101,077.	388,080.
WALGREEN CO	132,688.	533,160.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,990,772.	14,050,594.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GARMONG NEWSPAPER DEV FLTG .737% 09/01/16	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,000.	100,000.

FORM 990-PF MORTGAGE LOANS STATEMENT 9

DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
DENNIS/ANNE NELSON NOTE	4.000% 12/15/16	13,420.	13,420.
ERIC/MICHAEL ULBRICH MTGE	4.000% 06/20/32	109,405.	109,405.
ULBRICH/GILBERT NOTE	4.000% 07/20/34	128,620.	128,620.
TOTAL TO FORM 990-PF, PART II, LINE 12		251,445.	251,445.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FARM BUREAU BK .900 7/25/14	COST	95,000.	95,615.
ISHARES TR MSCI EAFE INDEX FUND	COST	979,172.	1,106,784.
MORRIS BK DUBLIN GA 2.400% 12/16/13	COST	95,000.	95,225.
ORRSTOWN BANK 1.000% 11/14/14	COST	200,000.	202,034.
STATE BK COUNTRYSIDE IL 2.100% 12/09/13	COST	100,000.	100,173.
VANGUARD EMERGING MARKETS ETF	COST	461,300.	418,650.
VANGURAD SHORT-TERM INVESTMENT GRADE FUND ADM	COST	600,000.	595,111.
WILMINGTON TRUST CO 2.000% 07/16/14	COST	95,000.	96,101.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,625,472.	2,709,693.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTOPHER T. HAENICKE 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	ASST SEC/TREAS 2.00	0.	0.	0.
JANET J. DEAL-KOESTNER 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	TRUSTEE 2.00	0.	0.	0.
FLOYD L. PARKS 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	SEC/TREAS 15.00	9,000.	0.	0.
FLORENCE U. OROSZ 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	VICE PRESIDENT 2.00	0.	0.	0.
TIMOTHY LIGHT 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	PRESIDENT 2.00	0.	0.	0.
RANDELL W. EBERTS 211 SOUTH ROSE STREET KALAMAZOO, MI 49007	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		9,000.	0.	0.