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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 11-01-2013 , and ending 10-31-2014

Name of foundation
HAROLD AND GRACE UPJOHN FOUNDATION

A Employer identification number
38-6052963

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

B Telephone number (see instructions)
(269) 344-2818

City or town, state or province, country, and ZIP or foreign postal 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)*▶$ 20,512,376

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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	92,500			
	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	261,106	261,058		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,978,920			
	b	Gross sales price for all assets on line 6a 3,595,559				
	7	Capital gain net income (from Part IV, line 2)		1,978,920		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,332,526	2,239,978		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,000	1,400		5,600
	c	Other professional fees (attach schedule)	94,596	94,594		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,608	1,247		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	339	0		339
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,905	0		7,905
	24	**Total operating and administrative expenses.** Add lines 13 through 23	117,448	97,241		13,844
	25	Contributions, gifts, grants paid	1,088,000			1,088,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,205,448	97,241		1,101,844
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,127,078			
	b	**Net investment income** (if negative, enter -0-)		2,142,737		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	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	2,592,550	2,885,959	2,885,959
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	50,000	50,000	46,500
	b	Investments—corporate stock (attach schedule)	4,990,772	6,335,634	15,059,873
	c	Investments—corporate bonds (attach schedule)	100,000	100,000	100,000
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans	251,445	125,252	125,252
	13	Investments—other (attach schedule)	2,625,472	2,240,472	2,294,792
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,610,239	11,737,317	20,512,376
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	10,610,239	11,737,317	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,610,239	11,737,317	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,610,239	11,737,317	

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	10,610,239
2	Enter amount from Part I, line 27a	2	1,127,078
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	11,737,317
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	11,737,317

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	1,978,920
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	999,024	18,106,188	0 055176
2011	832,053	16,214,600	0 051315
2010	761,688	16,118,585	0 047255
2009	694,702	12,658,648	0 054880
2008	485,186	9,333,280	0 051985

2	**Total** of line 1, column (d).	2	0 260611
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 052122
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	20,154,546
5	Multiply line 4 by line 3.	5	1,050,495
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	21,427
7	Add lines 5 and 6.	7	1,071,922
8	Enter qualifying distributions from Part XII, line 4.	8	1,101,844

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	21,427
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	21,427
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	21,427
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,590		
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	1,590
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	95
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	19,932
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 2014 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

				Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶N/A

14 The books are in care of ▶CHRISTOPHER T HAENICKE Telephone no ▶(269) 344-2818

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

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

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

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

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

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

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

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
3	
4	

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	17,399,620
b	Average of monthly cash balances	1b	3,061,848
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	20,461,468
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	20,461,468
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	306,922
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,154,546
6	**Minimum investment return.** Enter 5% of line 5	6	1,007,727

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	1,007,727
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 21,427		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	21,427
3	Distributable amount before adjustments Subtract line 2c from line 1	3	986,300
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	986,300
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	986,300

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	1,101,844
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	1,101,844
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	21,427
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,080,417

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				986,300
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 25,299				
b From 2009. 71,780				
c From 2010.				
d From 2011. 24,475				
e From 2012. 106,365				
f **Total** of lines 3a through e.	227,919			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,101,844				
a Applied to 2012, 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 2013 distributable amount.				986,300
e Remaining amount distributed out of corpus	115,544			
5 Excess distributions carryover applied to 2013 *(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	343,463			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	25,299			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	318,164			
10 Analysis of line 9				
a Excess from 2009. . . . 71,780				
b Excess from 2010. . . .				
c Excess from 2011. . . . 24,475				
d Excess from 2012. . . . 106,365				
e Excess from 2013. . . . 115,544				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 address of the person to whom applications should be addressed

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

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

GRANT APPLICATION AVAILABLE AT ADDRESS LISTED IN ITEM 2A

c Any submission deadlines

NONE

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

BOARD REVIEWS GRANT APPLICATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,088,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	261,106	
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	1,978,920	
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		2,240,026	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,240,026

(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) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-02-09	******
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				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

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
LIFE TECHNOLOGIES CORPORATION	P		
ALLERGAN INC	P		
AFLAC INC	P		
GILEAD SCIENCES INC	P		
O REILLY AUTOMOTIVE, INC	P		
SYMANTEC CORP	P		
DIRECTV	P		
STATE BK COUNTRYSIDE IL 2 1000% 12/09/13	P		
MORRIS BK DUBLIN GA 2 4000% 12/16/13	P		
WILMINGTON TRUST CO 2 0000% 07/16/14	P		
FARM BUREAU BANK 9000% 07/25/14	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
380,656		244,579	136,077
666,885		230,429	436,456
427,862		324,079	103,783
401,720		108,025	293,695
589,607		52,640	536,967
424,567		96,587	327,980
319,262		175,300	143,962
100,000		100,000	0
95,000		95,000	0
95,000		95,000	0
95,000		95,000	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			136,077
			436,456
			103,783
			293,695
			536,967
			327,980
			143,962
			0
			0
			0
			0

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AACORN FARM INC 2525 MILLER ROAD KALAMAZOO,MI 49001		PC	VOCATIONAL PROGRAM SCHOLARSHIPS	30,000
AMERICAN NATIONAL RED CROSS 5640 VENTURE CT KALAMAZOO,MI 49009		PC	TEAM FIRESTOPPERS - KALAMAZOO COUNTY	15,000
ARTS COUNCIL OF GREATER KALAMAZOO 359 S KALAMAZOO MALL 203 KALAMAZOO,MI 49007		PC	ARTHOP AND ARTIST MEMBERSHIP EXPENSES	25,000
BACH FESTIVAL SOCIETY OF KALAMAZOO INC 1200 ACADEMY ST KALAMAZOO,MI 49006		PC	PROGRAMMING SUPPORT	5,000
BALLET ARTS ENSEMBLE INC 2018 RAMBLING RD KALAMAZOO,MI 49008		PC	PRODUCTION COSTS 2015 SPRING CONCERT	5,000
BOYS & GIRLS CLUBS OF GREAT KALAMAZOO 915 LAKE ST KALAMAZOO,MI 49001		PC	DOUGLASS UNIT PROGRAM AND SERVICES	25,000
BUILDING BLOCKS OF KALAMAZOO 511 W VINE ST KALAMAZOO,MI 49008		PC	OPERATIONAL SUPPORT	8,000
CALHOUN COUNTY GUARDIAN 420 EAST ALCOTT KALAMAZOO,MI 49001		PC	OPERATING SUPPORT	10,000
COMMUNITIES IN SCHOOLS OF KALAMAZOO 125 WEST EXCHANGE PLACE KALAMAZOO,MI 49007		PC	PROMISE ME ADVANCEMENT CAMPAIGN	30,000
COMMUNITY AIDS RESOURCE & EDUCATION 629 PIONEER STREET KALAMAZOO,MI 49008		PC	HIV COUNSELING,TESTING AND EDUCATION PROGRAM	10,000
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO,MI 49008		PC	NEW AIR HANDLING SYSTEM	25,000
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO,MI 49008		PC	COMING TOGETHER CONFERENCE	2,500
COMMUNITY HOMEWORKS 810 BRYANT STREET KALAMAZOO,MI 49001		PC	PROGRAMING SUPPORT	10,000
CONSTANCE BROWN HEARING-SPEECH CENTER 1634 GULL RD 201 KALAMAZOO,MI 49048		PC	HEARING HEALTHCARE ASSISTANCE FUNDING	35,000
CRESCENDO ACADEMY OF MUSIC INC 359 S KALAMAZOO MALL STE 12 KALAMAZOO,MI 49007		PC	MARVELOUS MUSIC PROGRAM	11,000
Total . . . . ▶ **3a**				1,088,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DISABILITY NETWORK OF SW MI 517 E CROSSTOWN PARKWAY KALAMAZOO,MI 49001		PC	INDEPENDENT LIVING PROGRAM	5,000
DOUGLASS COMMUNITY ASSOCIATION 1000 W PATERSON ST KALAMAZOO,MI 49007		PC	HVAC SYSTEM 2014	7,500
EDUCATING FOR FREEDOM IN SCHOOLS PO BOX 51445 KALAMAZOO,MI 49005		PC	CDF FREEDOM SCHOOLS SUMMER PROGRAM	7,500
FAIR FOOD MATTERS 323 NORTH BURDICK KALAMAZOO,MI 49007		PC	GROWING MATTERS GARDEN AND DOUGLAS FARMER'S MARKET	15,000
FIRST DAY SHOE FUND PO BOX 2751 KALAMAZOO,MI 49001		PC	2015 OPERATING EXPENSES	10,000
FONTANA CHAMBER ARTS 359 S KALAMAZOO MALL ST STE 200 KALAMAZOO,MI 49007		PC	2014-15 PROGRAMMING AND OUTREACH PROJECTS	15,000
FRIENSHIP HOUSE 1833 S BURDICK ST KALAMAZOO,MI 49001		PC	CHRISTIAN RESOURCE CENTER EMERGENCY RELIEF FUND	35,000
GOODWILL INDUSTRIES OF SW MICHIGAN 420 EAST ALCOTT KALAMAZOO,MI 49001		PC	GED STUDENT TESTING & EXAMINATION COSTS	25,000
HOUSING RESOURCES INC 420 EAST ALCOTT SUITE 200 KALAMAZOO,MI 49001		PC	OPERATING SUPPORT	25,000
IRVING S GILMORE INT'L KEYBOARD FESTIVAL 359 S BURDICK ST STE 101 KALAMAZOO,MI 49007		PC	2014-15 PIANO LAB PROGRAM	20,000
JULIUS & ESTHER STULBERG COMPETITION INC 359 S BURDICK ST STE 14 KALAMAZOO,MI 49007		PC	MASTER CLASS & EDUCATION OUTREACH INITIATIVES	8,000
KAIROS DWELLING 2945 GULL RD KALAMAZOO,MI 49048		PC	2015 OPERATING EXPENSES	25,000
KAL NEIGHBORHOOD HOUSING SERVICES 802 S WESTNEDGE AVE KALAMAZOO,MI 49008		PC	HOMEOWNERSHIP CENTER OPERATIONS	15,000
KALAMAZOO AVIATION HISTORY MUSEUM 6151 PORTAGE RD PORTAGE,MI 49002		PC	TRACKING A LEGEND EXHIBIT	20,000
KALAMAZOO BOOK ARTS CENTER 326 W KALAMAZOO AVE STE 422 KALAMAZOO,MI 49007		PC	EDUCATIONAL AND INTERNSHIP PROGRAMS	10,000
Total . . . . ▶ **3a**				1,088,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KALAMAZOO CENTER FOR YOUTH AND COMMUNITY PO BOX 50227 KALAMAZOO,MI 49005		PC	PROGRAMMING AND OPERATIONS	40,000
KALAMAZOO CIVIC THEATRE 329 SOUTH PARK STREET KALAMAZOO,MI 49007		PC	TESSITURA - CONSORTIUM TICKETING SYSTEM	25,000
KALAMAZOO COLLECTIVE HOUSING 2101 WILBUR ST KALAMAZOO,MI 49006		PC	PROGRAMMING COSTS	25,000
KALAMAZOO COUNTY GOVERNMENT 9TH CIRCUIT COURT 201 WEST KALAMAZOO AVENUE KALAMAZOO,MI 49007		PC	YOUTH OFFENDER TRANSITION PROGRAM	20,000
KALAMAZOO COUNTY PARKS AND RECREATION 3299 GULL ROAD KALAMAZOO,MI 49048		PC	KRV TRAIL - COMSTOCK TO GALESBURG EXTENSION	5,000
KALAMAZOO CULTURAL CENTER 359 S KALAMAZOO MALL 203 KALAMAZOO,MI 49007		PC	EPIC THEATRE RENOVATION COSTS	20,000
KALAMAZOO IN BLOOM PO BOX 20178 KALAMAZOO,MI 49019		PC	30TH ANNIVERSARY PLANTING COSTS	5,000
KALAMAZOO INSTITUTE OF ARTS 314 SOUTH PARK STREET KALAMAZOO,MI 49007		PC	CHILDREN & TEEN ARTS PROGRAMMING	20,000
KALAMAZOO JUNIOR GIRLS ORGANIZATION 1114 W PATERSON STREET KALAMAZOO,MI 49007		PC	OPERATING COSTS	10,000
KALAMAZOO JUNIOR SYMPHONY SOCIETY 714 S WESTNEDGE AVE KALAMAZOO,MI 49007		PC	COMPREHENSIVE STRING ORCHESTRA TRAINING PROGRAM	6,000
KALAMAZOO LOAVES AND FISHES 901 PORTAGE ST KALAMAZOO,MI 49001		PC	OPERATING SUPPORT	35,000
KALAMAZOO NATURE CENTER 7000 N WESTNEDGE AVE KALAMAZOO,MI 49009		PC	GREENHOUSE AND BUTTERFLY REARING ROOM	15,000
KALAMAZOO PUBLIC LIBRARY 315 S ROSE ST KALAMAZOO,MI 49007		PC	ONE PLACE PROGRAMS AND SERVICES	5,000
KALAMAZOO SYMPHONY ORCHESTRA 359 S BURDICK ST STE 100 KALAMAZOO,MI 49007		PC	ARTISTS IN RESIDENCE PROGRAM	25,000
KALAMAZOO VALLEY COMMUNITY COLLEGE PO BOX 4070 KALAMAZOO,MI 49003		PC	ARTISTS FORUM	2,500
Total . . . . ▶ **3a**				1,088,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KALAMAZOO VALLEY HABITAT FOR HUMANITY 1126 GULL RD KALAMAZOO,MI 49048		PC	SUSTAINABLE HOUSING SOLUTIONS PROGRAM	30,000
KVCC - KALAMAZOO COUNTY MENTAL HEALTH & SUBSTANCE ABUSE SERVICES 6767 WEST O AVENUE KALAMAZOO,MI 49003		PC	HEALTH FOCUSED CAMPUS PROJECT	25,000
LOCAL INITIATIVES SUPPORT CORPORATION 141 E MICHIGAN AVENUE SUITE 501 KALAMAZOO,MI 49007		PC	MATCH TO RECEIVE 290,000 HUD GRANT	20,000
MICHIGAN FESTIVAL OF SACRED MUSIC PO BOX 50566 KALAMAZOO,MI 49005		PC	2014-15 FESTIVAL EXPENSES	10,000
MINISTRY WITH COMMUNITY INC 440 N CHURCH ST KALAMAZOO,MI 49007		PC	REBUILDING LIVES CAPITAL CAMPAIGN & DROP-IN MEALS PROGRAM	60,000
NEW YEAR'S FEST OF KALAMAZOO INC 141 E MICHIGAN AVENUE SUITE 100 KALAMAZOO,MI 49007		PC	29TH ANNUAL NEW YEAR'S FEST	5,000
OAKWOOD NEIGHBORHOOD ASSOCIATION 3320 LAIRD AVE KALAMAZOO,MI 49008		PC	AFTER-SCHOOL TUTORING PROGRAM	3,000
OPEN DOORS KALAMAZOO PO BOX 50102 KALAMAZOO,MI 49005		PC	SUPPORT TEAM OPERATING COSTS AND RENTAL ASSISTANCE PROGRAM	15,000
PLANNED PARENTHOOD MID & SOUTH MICHIGAN PO BOX 3673 ANN ARBOR,MI 48106		PC	EDUCATION PROGRAM IN KALAMAZOO	10,000
RENAISSANCE ENTERPRISES COMPANY 901 LAY BLVD KALAMAZOO,MI 49001		PC	PROGRAMMING SUPPORT	5,000
SHERMAN LAKE YMCA OUTDOOR CENTER 6225 NORTH 39TH ST AUGUSTA,MI 49012		PC	THE PARK OUTDOOR PLAY SPACE	15,000
ST LUKE'S EPISCOPAL CHURCH 247 WEST LOVELL STREET KALAMAZOO,MI 49007		PC	PARTNERS IN HOUSING TRANSITION FUNRITURE	5,000
STUART AREA RESTORATION ASSOCIATION 530 S DOUGLAS AVENUE KALAMAZOO,MI 49007		PC	COMMUNITY ANCHOR PROJECT	5,000
THE ARC COMMUNITY ADVOCATES 3901 EMERALD DRIVE SUITE B KALAMAZOO,MI 49001		PC	INDIVIDUAL AND FAMILY ADVOCACY	7,500
UNITY OF KALAMAZOO 1204 WHITES RD KALAMAZOO,MI 49008		PC	PEACE PIZZAZ 2014	2,500
Total . . . . ▶ **3a**				1,088,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
URBAN ALLIANCE 1009 E STOCKBRIDGE STE 100 KALAMAZOO,MI 49001		PC	WASHINGTON AVE TRANSFORMATION PROJECT	20,000
VOLUNTEER SERVICES OF GREATER KALAMAZOO 3901 EMERALD DRIVE SUITE A KALAMAZOO,MI 49001		PC	OPERATING SUPPORT	10,000
WELLSPRING CORI TERRY AND DANCERS 359 S KALAMAZOO MALL KALAMAZOO,MI 49007		PC	COMMUNITY ENGAGEMENT THROUGH DANCE PROGRAMS	17,000
WESTERN MICHIGAN UNIVERSITY FOUNDATION WALWOOD HALL KALAMAZOO,MI 49008		PC	IN HONOR OF FLOYD L PARKS	50,000
YWCA OF KALAMAZOO 353 E MICHIGAN AVE KALAMAZOO,MI 49007		PC	CHILDREN CENTER-READY TO LEARN & GROW PROGRAM	25,000
Total . . . . ▶ **3a**				1,088,000

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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 for 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 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 its Form 990PF, Part I, line 2, 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	$ 92,500	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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 See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

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

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

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

TY 2013 Accounting Fees Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - PLANTE & MORAN, PLLC	7,000	1,400		5,600
ACCOUNTING FEES - RELATED TO TAX EXEMPT INCOME	0	0		0

TY 2013 Investments Corporate Bonds Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

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

TY 2013 Investments Corporate Stock Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBEVIE INC	55,944	228,456
ABBOTT LABS	51,590	156,924
ACCENTURE PLC SHS CL A NEW	207,456	421,824
AFFILIATED MANAGERS GROUP INC	254,042	699,265
APPLE INC	153,718	453,600
BECTON DICKINSON & COMPANY	141,280	257,400
BORG WARNER INC	243,581	228,080
CARMAX	107,200	559,100
CB RICHARD ELLIS GROUP INC A	287,789	320,000
CHICAGO BRIDGE & IRON CO. ADR	310,532	218,560
CORE LABORATORIES NV ADR	155,655	306,966
DICK'S SPORTING GOODS INC	261,569	226,850
DRESSER-RAND GROUP INC	247,870	326,800
ECOLAB INC	136,524	333,690
EXPEDITORS INTL WASHINGTON	187,019	426,600
EXPRESS SCRIPTS HOLDING CO	239,001	268,870
EXXON MOBIL CORP	17,930	638,286
FASTENAL CO	75,264	422,784
GENERAL ELECTRIC CO	22,023	348,435
GILEAD SCIENCES INC	109,798	604,800
GOOGLE INC CL A	199,534	450,780
HALLIBURTON CO	257,312	220,560
ILLINOIS TOOL WORKS INC	142,248	437,040
INTERCONTINENTALEXCHANGE INC	248,921	437,409
INTUIT INC	191,332	554,463
JACOBS ENGINEERING GROUP INC	126,660	284,700
LAUDER ESTEE COS INC CL A	258,717	263,130
MYLAN INC	197,183	267,750
O REILLY AUTOMOTIVE INC	52,640	703,520
OMNICOM GROUP INC	168,546	373,672

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORP	203,838	363,165
QUALCOMM INC	242,533	235,530
RITCHIE BROTHERS AUCTIONEERS INC ADR	140,665	175,608
STARBUCKS CORP	141,516	1,027,616
STERICYCLE INC	227,597	252,000
STRYKER CORP	36,842	525,180
SYSCO CORP	101,077	462,480
WALGREEN CO	132,688	577,980

TY 2013 Investments Government Obligations Schedule

Name:	HAROLD AND GRACE UPJOHN FOUNDATION
EIN:	38-6052963
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	50,000
State & Local Government Securities - End of Year Fair Market Value:	46,500

TY 2013 Investments - Other Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES TR MSCI EAFE INDEX FUND	AT COST	979,172	1,074,360
ORRSTOWN BANK 1.000% 11/14/14	AT COST	200,000	200,027
VANGUARD EMERGING MARKETS ETF	AT COST	461,300	426,400
VANGURAD SHORT-TERM INVESTMENT GRADE FUND ADM	AT COST	600,000	594,005

TY 2013 Other Expenses Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	65	0		65
MICHIGAN ANNUAL REPORT FEE	20	0		20
CLERICAL	4,543	0		4,543
CONTIUNING EDUCATION	544	0		544
OFFICE SUPPLIES	1,205	0		1,205
MISCELLANEOUS	1,528	0		1,528

TY 2013 Other Professional Fees Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSET CUSTODIAL FEES - GREENLEAF TRUST	64,053	64,053		0
ASSET CUSTODIAL FEES - GREENLEAF TRUST TAX EXEMPT	1	0		0
ASSET MANAGEMENT FEES - ARCADIA INVESTMENT MANAGEMENT	30,541	30,541		0
ASSET MANAGEMENT FEES - ARCADIA INVESTMENT MANAGEMENT	1	0		0

TY 2013 Taxes Schedule

Name: HAROLD AND GRACE UPJOHN FOUNDATION

EIN: 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	6,361	0		0
FOREIGN TAXES	1,247	1,247		0