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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

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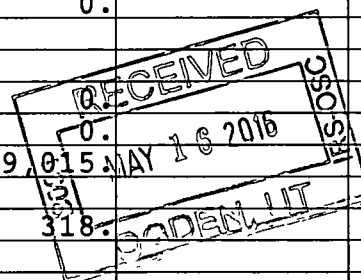
For calendar year 2015 or tax year beginning

, and ending

Name of foundation BURTON AND ELIZABETH UPJOHN CHARITABLE TRUST		A Employer identification number 38-2341573
Number and street (or P O box number if mail is not delivered to street address) 4139 LAKE TERRACE DRIVE	Room/suite	B Telephone number 269 384 0219
City or town, state or province, country, and ZIP or foreign postal code KALAMAZOO, MI 49008		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,172,088.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	31,060.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,191.	18,191.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	72,554.			
	b Gross sales price for all assets on line 6a	416,363.			
	7 Capital gain net income (from Part IV, line 2)		81,853.		
	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	121,805.	100,044.			
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 STMT 2	58.			0.
	b Accounting fees STMT 3	1,475.			0.
	c Other professional fees STMT 4	9,015.			0.
	17 Interest				
	18 Taxes STMT 5	9,075.			0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	1,000.	0.		1,000.
	24 Total operating and administrative expenses. Add lines 13 through 23	20,623.	9,333.		1,000.
	25 Contributions, gifts, grants paid	90,000.			90,000.
26 Total expenses and disbursements Add lines 24 and 25	110,623.	9,333.		91,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	11,182.				
b Net investment income (if negative, enter -0-)		90,711.			
c Adjusted net income (if negative, enter -0-)			N/A		

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**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

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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	87.		
	2 Savings and temporary cash investments	100,216.	135,429.	135,429.
	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			
	b Investments - corporate stock STMT 7	714,727.	614,583.	864,684.
	c Investments - corporate bonds STMT 8	100,367.	176,567.	171,975.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	915,397.	926,579.	1,172,088.	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	994,556.	994,556.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-79,159.	-67,977.	
	30 Total net assets or fund balances	915,397.	926,579.	
	31 Total liabilities and net assets/fund balances	915,397.	926,579.	

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	915,397.
2 Enter amount from Part I, line 27a	2	11,182.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	926,579.
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	926,579.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 416,363.		334,510.	81,853.

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			
b			
c			
d			
e			81,853.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	81,853.
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))
2014	92,729.	1,193,402.	.077701
2013	76,275.	1,062,344.	.071799
2012	66,520.	928,674.	.071629
2011	67,175.	945,472.	.071049
2010	73,567.	891,955.	.082478

2 Total of line 1, column (d)	2	.374656
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	.074931
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,180,650.
5 Multiply line 4 by line 3	5	88,467.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	907.
7 Add lines 5 and 6	7	89,374.
8 Enter qualifying distributions from Part XII, line 4	8	91,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	907.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	907.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	907.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 5,680.	7	5,680.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	4,773.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2016 estimated tax	4,773. Refunded		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI</u>		
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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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	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? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>GREENLEAF TRUST</u> Telephone no. ► <u>269-388-9800</u> Located at ► <u>211 S. ROSE STREET, KALAMAZOO, MI</u> ZIP+4 ► <u>49007</u>		
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 <u>N/A</u>		
16 At any time during calendar year 2015, 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 FinCEN Form 114. 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 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 2015.) 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 2015?	4b	X

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CHARITABLE TRUST**

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

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

- (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 4945(d)(4)(A)? (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)?

 N/A
☒

5b

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 9		0.	0.	0.

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

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

Total number of other employees paid over \$50,000


0

Part VIII

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

(continued)

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

Expenses

1	N/A	
		0.
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

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

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**
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	1,063,870.
b	Average of monthly cash balances	1b	134,759.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,198,629.
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	1,198,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,180,650.
6	Minimum investment return. Enter 5% of line 5	6	59,033.

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	59,033.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	907.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	907.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	58,126.
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	58,126.

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	91,000.
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	91,000.
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	907.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,093.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				58,126.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 29,185.				
b From 2011 20,857.				
c From 2012 20,757.				
d From 2013 25,752.				
e From 2014 38,736.				
f Total of lines 3a through e	135,287.			
4 Qualifying distributions for 2015 from Part XII, line 4: \$ 91,000.				
a Applied to 2014, 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 2015 distributable amount				58,126.
e Remaining amount distributed out of corpus	32,874.			
5 Excess distributions carryover applied to 2015 (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	168,161.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	29,185.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	138,976.			
10 Analysis of line 9:				
a Excess from 2011 20,857.				
b Excess from 2012 20,757.				
c Excess from 2013 25,752.				
d Excess from 2014 38,736.				
e Excess from 2015 32,874.				

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS 5640 VENTURE COURT KALAMAZOO, MI 49009	NONE	PUBLIC	OPERATIONS	1,000.
BOYS & GIRLS CLUB OF GREATER KALAMAZOO 915 LAKE STREET KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	4,000.
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO, MI 49008	NONE	PUBLIC	OPERATIONS	11,000.
DEPARTMENT OF HUMAN SERVICES 322 STOCKBRIDGE AVENUE KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	750.
DISABILITY RESOURCE CENTER 517 E CROSSTOWN PARKWAY KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	3,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				90,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

[illegible]

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

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

**Sign
Here**

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

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

AMY L. TAYLOR

Annex 2 Table

4/29/16

P00630479

Firm's name ► **JAMES & SPRINGGATE PLC**

Firm's EIN ► 38-3213032

Firm's address ► 490 WEST SOUTH STREET
KALAMAZOO, MI 49007

Phone no. 269-384-0219

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

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

OMB No 1545-0047

2015

Name of the organization

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

Employer identification number

38-2341573

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

Employer identification number

38-2341573

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELIZABETH S. UPJOHN FAMILY TRUST GREENLEAF TRUST, 211 SOUTH ROSE ST. KALAMAZOO, MI 49007	\$ 27,060.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

38-2341573

[illegible]

Name of organization

Employer identification number

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

38-2341573**Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(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	AMBARELLA INC - 65 SHS	P	10/07/15	12/10/15
b	AMBARELLA INC - 15 SHS	P	10/07/15	12/11/15
c	DENBURY RES INC HLDG CO - 1,800 SHS	P	02/02/15	08/06/15
d	EXPRESS SCRIPTS HOLDING CO - 90 SHS	P	04/25/14	02/25/15
e	FIDELITY FLOATING RATE HIGH - 485.804 SHS	P	09/26/14	08/28/15
f	NATIONAL OILWELL VARCO INC - 120 SHS	P	01/14/15	05/12/15
g	VANGUARD ST GOVT BD INDEX - 492.368 SHS	P	09/26/14	05/22/15
h	VANGUARD ST GOVT BD INDEX - 490.677 SHS	P	10/23/14	05/22/15
i	VANGUARD ST GOVT BD INDEX - 0.533 SHS	P	12/23/14	05/22/15
j	APPLE INC - 30 SHS	P	12/15/08	02/25/15
k	AVAGO TECHNOLOGIES LTD - 99 SHS	P	11/14/12	07/23/15
l	AVAGO TECHNOLOGIES LTD - 120 SHS	P	11/14/12	02/25/15
m	AVAGO TECHNOLOGIES LTD - 111 SHS	P	11/15/12	07/23/15
n	BROADRIDGE FINANCIAL - 150 SHS	P	05/31/13	02/25/15
o	CABOT OIL & GAS CORP - 256 SHS	P	07/25/14	11/04/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,861.		3,932.	-71.
b 869.		907.	-38.
c 6,004.		13,170.	-7,166.
d 7,670.		6,403.	1,267.
e 4,620.		4,785.	-165.
f 6,181.		6,912.	-731.
g 10,025.		10,000.	25.
h 9,990.		10,000.	-10.
i 11.		11.	0.
j 3,929.		402.	3,527.
k 13,109.		3,266.	9,843.
l 13,568.		3,958.	9,610.
m 14,697.		3,653.	11,044.
n 8,088.		4,087.	4,001.
o 5,701.		8,362.	-2,661.

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			-71.
b			-38.
c			-7,166.
d			1,267.
e			-165.
f			-731.
g			25.
h			-10.
i			0.
j			3,527.
k			9,843.
l			9,610.
m			11,044.
n			4,001.
o			-2,661.

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	CABOT OIL & GAS CORP - 159 SHS	P	07/25/14	11/03/15
b	CELGENE CORPORATION - 10 SHS	P	08/11/09	02/25/15
c	CELGENE CORPORATION - 190 SHS	P	12/02/10	02/25/15
d	CHECK POINT SOFTWARE - 24 SHS	P	04/22/10	10/07/15
e	CHECK POINT SOFTWARE - 105 SHS	P	06/07/13	10/07/15
f	DENBURY RES INC HLDG CO - 900 SHS	P	08/29/12	08/06/15
g	EBAY INC - 114 SHS	P	02/04/14	09/29/15
h	EBAY INC - 105 SHS	P	02/04/14	02/25/15
i	EBAY INC - 291 SHS	P	02/04/14	09/28/15
j	IAC/INTERACTIVECORP - 105 SHS	P	11/15/13	02/25/15
k	IBM CORP - 35 SHS	P	08/18/11	04/20/15
l	IBM CORP - 35 SHS	P	06/28/12	04/20/15
m	ICONIX BRAND GROUP INC - 54 SHS	P	02/11/14	04/21/15
n	ICONIX BRAND GROUP INC - 199 SHS	P	02/12/14	04/21/15
o	ICONIX BRAND GROUP INC - 9 SHS	P	02/12/14	04/20/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,531.		5,194.	-1,663.
b 1,231.		268.	963.
c 23,378.		5,740.	17,638.
d 1,917.		853.	1,064.
e 8,385.		5,302.	3,083.
f 3,002.		13,844.	-10,842.
g 2,732.		2,443.	289.
h 6,117.		5,566.	551.
i 7,097.		6,237.	860.
j 7,084.		6,084.	1,000.
k 5,753.		5,682.	71.
l 5,753.		6,650.	-897.
m 1,403.		2,053.	-650.
n 5,172.		7,623.	-2,451.
o 233.		345.	-112.

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			-1,663.
b			963.
c			17,638.
d			1,064.
e			3,083.
f			-10,842.
g			289.
h			551.
i			860.
j			1,000.
k			71.
l			-897.
m			-650.
n			-2,451.
o			-112.

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	ICONIX BRAND GROUP INC - 243 SHS	P	02/13/14	04/20/15
b	KNOWLES CORP - 105 SHS	P	03/04/13	11/16/15
c	KNOWLES CORP - 140 SHS	P	11/11/14	11/16/15
d	KNOWLES CORP - 115 SHS	P	11/11/14	11/18/15
e	KNOWLES CORP - 115 SHS	P	11/11/14	11/17/15
f	MARKEL CORP - 4 SHS	P	10/05/12	09/16/15
g	MARKEL CORP - 12 SHS	P	10/05/12	09/15/15
h	MARKEL CORP - 8 SHS	P	06/27/13	09/14/15
i	MARKEL CORP - 6 SHS	P	06/27/13	09/15/15
j	MARKEL CORP - 15 SHS	P	06/27/13	02/25/15
k	NATIONAL OILWELL VARCO INC - 210 SHS	P	11/22/13	05/12/15
l	NORFOLK SOUTHERN CORP - 75 SHS	P	11/19/09	11/23/15
m	NORFOLK SOUTHERN CORP - 85 SHS	P	06/20/13	11/23/15
n	OMNICOM GROUP INC - 155 SHS	P	11/26/12	11/24/15
o	OMNICOM GROUP INC - 75 SHS	P	11/26/12	02/25/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,282.		9,577.	-3,295.
b 1,674.		2,557.	-883.
c 2,232.		2,702.	-470.
d 1,776.		2,219.	-443.
e 1,808.		2,219.	-411.
f 3,246.		1,845.	1,401.
g 9,750.		5,534.	4,216.
h 6,520.		4,192.	2,328.
i 4,875.		3,144.	1,731.
j 11,129.		7,860.	3,269.
k 10,816.		15,793.	-4,977.
l 7,165.		3,822.	3,343.
m 8,120.		6,267.	1,853.
n 11,268.		7,344.	3,924.
o 5,902.		3,553.	2,349.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,295.
b			-883.
c			-470.
d			-443.
e			-411.
f			1,401.
g			4,216.
h			2,328.
i			1,731.
j			3,269.
k			-4,977.
l			3,343.
m			1,853.
n			3,924.
o			2,349.

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 OMNICOM GROUP INC - 80 SHS	P	08/05/14	11/24/15
b PLUM CREEK TIMBER CO INC - 365 SHS	P	02/02/10	11/09/15
c SCRIPPS NETWORKS INTERACTIVE - 149 SHS	P	08/26/14	12/02/15
d SCRIPPS NETWORKS INTERACTIVE - 16 SHS	P	08/27/14	12/02/15
e STRYKER CORP - 54 SHS	D	12/24/01	04/21/15
f STRYKER CORP - 271 SHS	D	12/24/01	04/21/15
g TARGET CORP - 230 SHS	P	03/26/13	01/20/15
h TARGET CORP - 150 SHS	P	09/06/13	01/20/15
i WELLS FARGO & CO - 20 SHS	P	02/04/13	02/25/15
j WELLS FARGO & CO - 125 SHS	P	06/13/13	02/25/15
k WISDOMTREE EMERGING MARKETS - 362 SHS	P	06/14/11	02/24/15
l WISDOMTREE ETF EMERGING - 83 SHS	P	09/03/09	02/24/15
m WISDOMTREE ETF EMERGING - 64 SHS	P	06/03/10	02/24/15
n WISDOMTREE ETF EMERGING - 205 SHS	P	06/20/11	02/24/15
o CAPITAL GAINS DIVIDENDS			

(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 5,816.		5,641.	175.
b 17,211.		13,782.	3,429.
c 8,492.		12,024.	-3,532.
d 912.		1,294.	-382.
e 5,104.		1.	5,103.
f 25,614.		4.	25,610.
g 16,909.		15,729.	1,180.
h 11,028.		9,517.	1,511.
i 1,110.		695.	415.
j 6,935.		5,103.	1,832.
k 16,173.		19,302.	-3,129.
l 3,660.		3,677.	-17.
m 2,822.		2,985.	-163.
n 9,039.		12,396.	-3,357.
o 1,864.			1,864.

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			175.
b			3,429.
c			-3,532.
d			-382.
e			5,103.
f			25,610.
g			1,180.
h			1,511.
i			415.
j			1,832.
k			-3,129.
l			-17.
m			-163.
n			-3,357.
o			1,864.

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	81,853.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

38-2341573

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient 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
FAMILY & CHILDREN SERVICES 1608 LAKE STREET KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	9,000.
HERITAGE COMMUNITY OF KALAMAZOO 2400 PORTAGE STREET KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	1,000.
HOUSING RESOURCES, INC. 420 E ALCOTT STREET #200 KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	5,000.
KALAMAZOO DROP IN CHILD CARE CENTER 345 W MICHIGAN AVENUE KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	2,000.
KALAMAZOO PUBLIC SCHOOLS 1220 HOWARD STREET KALAMAZOO, MI 49008	NONE	PUBLIC	OPERATIONS	1,000.
KC READY FOURS 259 E MICHIGAN AVENUE #209 KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	5,000.
LAKE FOREST CEMETERY 1525 N LAKE ROAD LAKE FOREST, IL 60045	NONE	PUBLIC	OPERATIONS	250.
KALAMAZOO LOAVES & FISHES 901 PORTAGE STREET KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	10,000.
MINISTRY WITH COMMUNITY 440 N CHURCH STREET KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	8,500.
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851	NONE	PUBLIC	OPERATIONS	1,500.
Total from continuation sheets				70,250.

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

38-2341573

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD OF SOUTH CENTRAL MICHIGAN 209 W HATCH STREET STURGIS, MI 49091	NONE	PUBLIC	OPERATIONS	2,000.
SALVATION ARMY 1700 S. BURDICK STREET KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	1,000.
SENIOR SERVICES INC 918 JASPER STREET KALAMAZOO, MI 49001	NONE	PUBLIC	MEALS ON WHEELS	3,000.
SHERMAN LAKE YMCA OUTDOOR CAMP 6225 N 39TH STREET AUGUSTA, MI 49012	NONE	PUBLIC	CAMPERSHIPS	5,000.
YWCA OF KALAMAZOO 353 E MICHIGAN AVENUE KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	6,000.
LAKESIDE FOR CHILDREN FOUNDATION 3921 OAKLAND DRIVE KALAMAZOO, MI 49008	NONE	PUBLIC	OPERATIONS	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	20,055.	1,864.	18,191.	18,191.	
TO PART I, LINE 4	20,055.	1,864.	18,191.	18,191.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	58.	0.		0.
TO FM 990-PF, PG 1, LN 16A	58.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,475.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,475.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	9,015.	9,015.		0.
TO FORM 990-PF, PG 1, LN 16C	9,015.	9,015.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	318.	318.		0.
EXCISE TAXES	8,757.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,075.	318.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES - COUNCIL OF MICHIGAN FOUNDATIONS	1,000.	0.		1,000.
TO FORM 990-PF, PG 1, LN 23	1,000.	0.		1,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
APPLE INC	2,399.	18,947.
CELGENE CORPORATION	5,084.	22,754.
CHECK POINT SOFTWARE TECHNOLOGIES	6,311.	14,730.
DELAWARE EMERGING MARKET	6,272.	6,075.
MATTHEWS PACIFIC TIGER FUND	9,468.	14,035.
NORFOLK SOUTHERN CORP	2,548.	4,229.
PEPSICO INC	9,821.	14,988.
STRYKER CORPORATION	133,836.	311,535.
SUNCOR ENERGY INC	16,748.	17,028.
TOUCHSTONE MERGER ARBITRAGE FUND	13,793.	14,474.
ACE LIMITED	14,320.	22,201.
NETAPP INC	13,538.	12,867.
OMNICOM GROUP INC	3,316.	5,296.
AFLAC INC	17,023.	15,873.
BROADRIDGE FINANCIAL SOLUTIONS	11,742.	23,158.
DOVER CORPORATION	12,601.	12,875.
FRANKLIN RESOURCES INC	16,181.	12,151.
IAC/INTERACTIVECORP	19,976.	20,717.
WELLS FARGO & CO	14,953.	23,375.

BANKUNITED INC	17,216.	18,571.
CABOT OIL AND GAS CORP	7,413.	4,157.
CINEMARK HOLDINGS INC	19,389.	18,721.
EXPRESS SCRIPTS	19,566.	24,038.
KNOWLES CORP	12,006.	8,465.
SCRIPPS NETWORKS INTERACTIVE	14,123.	9,662.
AMERICAN BEACON INTERNATIONAL EQUITY FUND	20,159.	17,195.
FIDELITY DIVERSIFIED INTERNATIONAL FUND	13,796.	13,186.
AMBARELLA INC	5,444.	5,017.
AMERICAN ELECTRIC POWER CO INC	5,194.	5,244.
ANHEUSER BUSCH INBEVAS ADR	21,146.	21,250.
GILEAD SCIENCES INC	13,624.	13,661.
HONEYWELL INTERNATIONAL INC	9,957.	10,357.
ITC HOLDINGS CORP	12,192.	14,522.
LINKEDIN CORPORATION CLASS A	4,879.	5,852.
MEAD JOHNSON NUTRITION CO	4,801.	4,737.
MERCK & CO INC NEW	10,421.	10,036.
PAYPAL HLDGS INC	12,789.	14,661.
POLARIS INDUSTRIES INC	10,020.	8,165.
PROCTER & GAMBLE CO	10,189.	10,323.
SHERWIN-WILLIAMS COMPANY	9,768.	10,384.
US BANCORP	10,366.	10,027.
VERIZON COMMUNICATIONS	10,214.	10,399.
ENERGY SELECT SECTOR SPDR FUND	9,981.	8,746.
TOTAL TO FORM 990-PF, PART II, LINE 10B	614,583.	864,684.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY FLOATING RATE HIGH INCOME	9,206.	8,583.
TEMPLETON GLOBAL BOND FUND ADVISOR	18,990.	17,344.
VANGUARD INTERMEDIATE TERM INVT GRADE	43,232.	42,249.
VANGUARD SHORT TERM CORP BD	68,901.	68,023.
VANGUARD INTERMEDIATE TERM TREASURY ADMIRAL	36,238.	35,776.
TOTAL TO FORM 990-PF, PART II, LINE 10C	176,567.	171,975.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH UPJOHN MASON 4141 LAKE TERRACE KALAMAZOO, MI 49008	TRUSTEE 0.20	0.	0.	0.
FLORENCE U. OROSZ 4300 OLD FIELD TRAIL KALAMAZOO, MI 49008	TRUSTEE 0.10	0.	0.	0.
AMY UPJOHN 2231 IDLEWILD BEACH RICHLAND, MI 49083	TRUSTEE 0.10	0.	0.	0.
HENRY L. UPJOHN II P O BOX 267 DECATUR, MI 49045	TRUSTEE 0.10	0.	0.	0.
MARTHA MEANS UPJOHN P O BOX 267 DECATUR, MI 49045	TRUSTEE 0.10	0.	0.	0.
JOEL E. OROSZ 4300 OLD FIELD TRAIL KALAMAZOO, MI 49008	TRUSTEE 0.10	0.	0.	0.
BRADLEY E. VANDENBERG 2231 IDLEWILD BEACH RICHLAND, MI 49083	TRUSTEE 0.10	0.	0.	0.
CAROLINE ROBBINS 5517 SOUTH RED PINE CIRCLE KALAMAZOO, MI 49009	TRUSTEE 0.10	0.	0.	0.
ELIZABETH BREY 2231 IDLEWILD BEACH RICHLAND, MI 49083	TRUSTEE 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.