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EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

OMB No 1545-0052

2016

Form 990-PF

Department of the Treasury
Internal Revenue Service

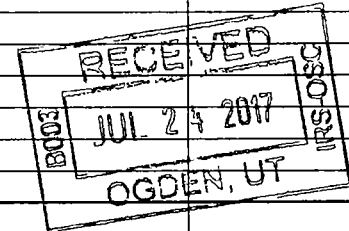
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Open to Public Inspection

For calendar year 2016 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) \$ 1,212,841.	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)
1 Contributions, gifts, grants, etc., received		28,441.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		17,750.	17,750.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,040.			
b Gross sales price for all assets on line 6a	446,270.				
7 Capital gain net income (from Part IV, line 2)			28,040.		
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		74,231.	45,790.		
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	39.	0.		0.
b Accounting fees	STMT 3	1,475.	0.		0.
c Other professional fees	STMT 4	8,715.	8,715.		0.
17 Interest					
18 Taxes	STMT 5	147.	147.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	1,020.	0.		1,020.
24 Total operating and administrative expenses. Add lines 13 through 23		11,396.	8,862.		1,020.
25 Contributions, gifts, grants paid		89,895.			89,895.
26 Total expenses and disbursements. Add lines 24 and 25		101,291.	8,862.		90,915.
27 Subtract line 26 from line 12.		-27,060.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			36,928.		
c Adjusted net income (if negative, enter -0-)				N/A	



10 9

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

Form 990-PF (2016)

38-2341573 Page **2**

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	135,429.	230,569.	230,569.
	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	614,583.	548,442.	863,142.
	c Investments - corporate bonds STMT 8	176,567.	120,508.	119,130.
	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)	926,579.	899,519.	1,212,841.	
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	-67,977.	-95,037.	
30 Total net assets or fund balances	926,579.	899,519.		
31 Total liabilities and net assets/fund balances	926,579.	899,519.		

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	926,579.
2 Enter amount from Part I, line 27a	2	-27,060.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	899,519.
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	899,519.

Form **990-PF** (2016)

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 446,270.		418,230.	28,040.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			28,040.	
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>		28,040.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> { If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>		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))
2015	90,093.	1,180,650.	.076308
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
2 Total of line 1, column (d)			2 .368486
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 .073697
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,147,930.
5 Multiply line 4 by line 3			5 84,599.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 369.
7 Add lines 5 and 6			7 84,968.
8 Enter qualifying distributions from Part XII, line 4			8 90,915.

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.

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

Form 990-PF (2016)

38-2341573 Page 4

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)			
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		1	369.
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	369.
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	369.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,773.	
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	4,773.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,404.	
11 Enter the amount of line 10 to be credited to 2017 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

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?		Yes	No
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
1c 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	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

N/A

STMT 9

Form 990-PF (2016)

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

Form 990-PF (2016)

38-2341573 Page 5

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	N/A	
16 At any time during calendar year 2016, 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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)	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 2016?		4b	X

Form 990-PF (2016)

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

6b

X

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 10		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	970,987.
b	Average of monthly cash balances	1b	194,424.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,165,411.
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	1,165,411.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,481.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,147,930.
6	Minimum investment return. Enter 5% of line 5	6	57,397.

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	57,397.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	369.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	369.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,028.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,028.
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	57,028.

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	90,915.
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	90,915.
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	369.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,546.

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.

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

Form 990-PF (2016)

38-2341573 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				57,028.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	20,857.			
b From 2012	20,757.			
c From 2013	25,752.			
d From 2014	38,736.			
e From 2015	32,874.			
f Total of lines 3a through e	138,976.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	90,915.			
a Applied to 2015, 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 2016 distributable amount				57,028.
e Remaining amount distributed out of corpus	33,887.			
5 Excess distributions carryover applied to 2016 (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	172,863.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	20,857.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	152,006.			
10 Analysis of line 9:				
a Excess from 2012	20,757.			
b Excess from 2013	25,752.			
c Excess from 2014	38,736.			
d Excess from 2015	32,874.			
e Excess from 2016	33,887.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2016)

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

Form 990-PF (2016)

38-2341573 Page 11

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				
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	5,895.
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				89,895.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Form **990-PF** (2016)

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	17,750.	
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	28,040.	
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.		45,790.	0.
13	Total. Add line 12, columns (b), (d), and (e)					45,790.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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



		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		7/18/17 Date		President Title	
Paid Preparer Use Only	Print/Type preparer's name AMY L. TAYLOR		Preparer's signature 		Date 5/10/17	Check <input type="checkbox"/> if self-employed PTIN 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

2016

Name of the organization

BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST

Employer identification number

38-2341573

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

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	\$ 27,441.	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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

38-2341573

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed

[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	ADVANSIX INC. - 4 SHS	P	12/11/15	10/12/16
b	AIPHASIMPLEX MANAGED FUTURES - 1,127.820 SHS	P	03/10/16	12/29/16
c	AMERICAN ELECTRIC POWER CO - 35 SHS	P	12/17/15	03/10/16
d	AMERISOURCEBERGEN CORP - 40 SHS	P	04/21/16	12/21/16
e	ANHEUSER BUSCH INBEV AS ADR - 60 SHS	P	04/28/15	03/15/16
f	ANHEUSER BUSCH INBEV AS ADR - 40 SHS	P	04/28/15	03/10/16
g	ANHEUSER BUSCH INBEV AS ADR - 40 SHS	P	04/28/15	02/02/16
h	ANSYS INC - 20 SHS	P	01/12/16	03/10/16
i	ANSYS INC - 15 SHS	P	01/13/16	03/10/16
j	CABOT OIL & GAS CORP - 100 SHS	P	01/15/15	01/15/16
k	FORTIVE CORP - 42 SHS	P	03/08/16	07/29/16
l	FORTIVE CORP - 0.500 SHS	P	03/08/16	07/29/16
m	GILEAD SCIENCES INC - 60 SHS	P	04/20/15	03/10/16
n	ITC HOLDINGS CORP - 25 SHS	P	09/17/15	02/23/16
o	ITC HOLDINGS CORP - 85 SHS	P	09/18/15	02/22/16

(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 61.		53.	8.
b 11,132.		12,000.	-868.
c 2,223.		2,020.	203.
d 3,165.		3,676.	-511.
e 6,992.		7,463.	-471.
f 4,655.		4,975.	-320.
g 5,026.		4,975.	51.
h 1,705.		1,721.	-16.
i 1,278.		1,280.	-2.
j 1,606.		3,003.	-1,397.
k 2,033.		1,841.	192.
l 24.		22.	2.
m 5,280.		6,056.	-776.
n 1,020.		818.	202.
o 3,504.		2,799.	705.

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			8.
b			-868.
c			203.
d			-511.
e			-471.
f			-320.
g			51.
h			-16.
i			-2.
j			-1,397.
k			192.
l			2.
m			-776.
n			202.
o			705.

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	ITC HOLDINGS CORP - 91 SHS	P	09/18/15	02/23/16
b	ITC HOLDINGS CORP - 100 SHS	P	09/21/15	02/22/16
c	ITC HOLDINGS CORP - 69 SHS	P	09/22/15	02/23/16
d	JONES LANG LASALLE INC - 30 SHS	P	04/14/16	12/29/16
e	KNOWLES CORP - 73 SHS	P	07/07/15	03/02/16
f	KNOWLES CORP - 77 SHS	P	07/08/15	03/02/16
g	LINEAR TECH CORP - 30 SHS	P	06/28/16	10/26/16
h	LINEAR TECH CORP - 25 SHS	P	06/29/16	10/26/16
i	LINKEDIN CORPORATION CLASS A - 26 SHS	P	10/01/15	06/16/16
j	LINKEDIN CORPORATION CLASS A - 15 SHS	P	02/05/16	06/16/16
k	MERCK & CO INC NEW - 60 SHS	P	10/30/15	03/10/16
l	NIKE INC CL B - 95 SHS	P	05/17/16	12/29/16
m	POLARIS INDUSTRIES INC - 25 SHS	P	11/30/15	03/10/16
n	PROCTER & GAMBLE CO - 50 SHS	P	12/09/15	03/10/16
o	SHERWIN-WILLIAMS COMPANY - 15 SHS	P	10/13/15	03/10/16

(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 3,715.		2,996.	719.
b 4,124.		3,313.	811.
c 2,817.		2,270.	547.
d 3,015.		3,629.	-614.
e 864.		1,308.	-444.
f 911.		1,357.	-446.
g 1,803.		1,341.	462.
h 1,502.		1,137.	365.
i 4,975.		4,879.	96.
j 2,870.		1,742.	1,128.
k 3,152.		3,291.	-139.
l 4,839.		5,426.	-587.
m 2,360.		2,637.	-277.
n 4,090.		3,919.	171.
o 4,170.		3,663.	507.

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			719.
b			811.
c			547.
d			-614.
e			-444.
f			-446.
g			462.
h			365.
i			96.
j			1,128.
k			-139.
l			-587.
m			-277.
n			171.
o			507.

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 }

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

2

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	TEMPLETON GLOBAL BOND FUND - 229.322 SHS	P	05/22/15	04/21/16
b	US BANCORP - 65 SHS	P	11/19/15	03/10/16
c	V F CORP - 30 SHS	P	02/24/16	12/29/16
d	V F CORP - 20 SHS	P	02/25/16	12/29/16
e	V F CORP - 45 SHS	P	02/25/16	03/10/16
f	VANGUARD INTERMEDIATE TERM - 567.684 SHS	P	08/28/15	04/21/16
g	VANGUARD INTERMEDIATE TERM - 2.629 SHS	P	03/17/16	04/21/16
h	VENTAS INC - 5 SHS	P	06/02/16	12/29/16
i	VENTAS INC - 35 SHS	P	06/06/16	12/29/16
j	WILLIAMS-SONOMA INC - 50 SHS	P	07/12/16	12/29/16
k	AFLAC INC - 5 SHS	P	10/11/13	04/06/16
l	AFLAC INC - 150 SHS	P	10/11/13	03/10/16
m	AMBARELLA, INC - 90 SHS	P	10/07/15	12/21/16
n	APPLE INC - 115 SHS	P	12/15/08	03/10/16
o	BANK UNITED, INC - 78 SHS	P	04/21/14	04/12/16

(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 2,626.		2,828.	-202.
b 2,541.		2,867.	-326.
c 1,604.		1,886.	-282.
d 1,069.		1,277.	-208.
e 2,891.		2,873.	18.
f 6,540.		6,489.	51.
g 30.		30.	0.
h 308.		327.	-19.
i 2,153.		2,339.	-186.
j 2,422.		2,807.	-385.
k 317.		321.	-4.
l 8,979.		9,636.	-657.
m 4,915.		5,444.	-529.
n 11,535.		1,540.	9,995.
o 2,627.		2,591.	36.

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			-202.
b			-326.
c			-282.
d			-208.
e			18.
f			51.
g			0.
h			-19.
i			-186.
j			-385.
k			-4.
l			-657.
m			-529.
n			9,995.
o			36.

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	BANK UNITED, INC - 122 SHS	P	04/22/14	04/12/16
b	BANK UNITED, INC - 98 SHS	P	04/22/14	03/10/16
c	BANK UNITED, INC - 161 SHS	P	04/23/14	03/10/16
d	BANK UNITED, INC - 56 SHS	P	04/24/14	03/10/16
e	BROADRIDGE FINANCIAL - 150 SHS	P	05/31/13	02/02/16
f	BROADRIDGE FINANCIAL - 45 SHS	P	05/31/13	04/21/16
g	BROADRIDGE FINANCIAL - 41 SHS	P	05/31/13	04/22/16
h	BROADRIDGE FINANCIAL - 160 SHS	P	05/31/13	03/10/16
i	BROADRIDGE FINANCIAL - 35 SHS	P	05/31/13	04/20/16
j	CABOT OIL & GAS CORP - 135 SHS	P	07/25/14	01/15/16
k	CELGENE CORPORATION - 90 SHS	P	08/11/09	03/10/16
l	CELGENE CORPORATION - 45 SHS	P	08/11/09	05/17/16
m	CHECK POINT SOFTWARE - 21 SHS	P	04/22/10	05/11/16
n	CHECK POINT SOFTWARE - 60 SHS	P	04/22/10	03/10/16
o	CHECK POINT SOFTWARE - 5 SHS	P	08/05/10	05/12/16

(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 4,108.		4,066.	42.
b 3,291.		3,266.	25.
c 5,406.		5,390.	16.
d 1,880.		1,903.	-23.
e 7,919.		4,087.	3,832.
f 2,696.		1,226.	1,470.
g 2,457.		1,117.	1,340.
h 8,901.		4,359.	4,542.
i 2,114.		954.	1,160.
j 2,168.		4,410.	-2,242.
k 8,965.		2,408.	6,557.
l 4,533.		1,204.	3,329.
m 1,711.		746.	965.
n 4,938.		2,132.	2,806.
o 408.		172.	236.

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			42.
b			25.
c			16.
d			-23.
e			3,832.
f			1,470.
g			1,340.
h			4,542.
i			1,160.
j			-2,242.
k			6,557.
l			3,329.
m			965.
n			2,806.
o			236.

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	CHECK POINT SOFTWARE - 29 SHS	P	08/05/10	05/11/16
b	CHUBB LIMITED - 45 SHS	P	09/26/12	02/02/16
c	CHUBB LIMITED - 85 SHS	P	09/26/12	03/10/16
d	CINEMARK HOLDINGS INC - 37 SHS	P	06/24/14	04/12/16
e	CINEMARK HOLDINGS INC - 85 SHS	P	06/24/14	04/13/16
f	CINEMARK HOLDINGS INC - 83 SHS	P	06/25/14	04/12/16
g	CINEMARK HOLDINGS INC - 77 SHS	P	06/25/14	03/10/16
h	CINEMARK HOLDINGS INC - 2 SHS	P	06/26/14	03/10/16
i	CINEMARK HOLDINGS INC - 69 SHS	P	06/27/14	03/10/16
j	CINEMARK HOLDING INC - 102 SHS	P	07/01/14	03/10/16
k	CINEMARK HOLDING INC - 105 SHS	P	07/02/14	03/10/16
l	DOVER CORPORATION - 105 SHS	P	03/04/13	03/10/16
m	DOVER CORPORATION - 105 SHS	P	03/04/13	03/30/16
n	EXPRESS SCRIPTS HOLDING CO - 65 SHS	P	04/25/14	03/10/16
o	EXPRESS SCRIPTS HOLDING CO - 100 SHS	P	04/25/14	03/15/16

(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	2,363.		995.	1,368.
b	5,063.		3,391.	1,672.
c	9,917.		6,406.	3,511.
d	1,247.		1,245.	2.
e	2,911.		2,861.	50.
f	2,798.		2,826.	-28.
g	2,558.		2,621.	-63.
h	66.		68.	-2.
i	2,292.		2,404.	-112.
j	3,388.		3,641.	-253.
k	3,488.		3,722.	-234.
l	6,340.		6,300.	40.
m	6,765.		6,300.	465.
n	4,442.		4,625.	-183.
o	6,971.		7,115.	-144.

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			1,368.
b			1,672.
c			3,511.
d			2.
e			50.
f			-28.
g			-63.
h			-2.
i			-112.
j			-253.
k			-234.
l			40.
m			465.
n			-183.
o			-144.

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	EXPRESS SCRIPTS HOLDING CO - 110 SHS	P	04/25/14	01/21/16
b	FIDELITY FLOATING RATE HIGH - 21.81 SHS	P	09/26/14	04/21/16
c	FIDELITY FLOATING RATE HIGH - 270.035 SHS	P	10/23/14	04/21/16
d	FRANKLIN RESOURCES, INC - 175 SHS	P	08/13/13	03/24/16
e	FRANKLIN RESOURCES, INC - 155 SHS	P	08/13/13	03/10/16
f	GILEAD SCIENCES, INC - 75 SHS	P	04/20/15	12/22/16
g	IAC/INTERACTIVE CORP - 13 SHS	P	11/14/13	03/10/16
h	IAC/INTERACTIVE CORP - 65 SHS	P	11/14/13	03/15/16
i	IAC/INTERACTIVE CORP - 82 SHS	P	11/15/13	03/10/16
j	IAC/INTERACTIVE CORP - 110 SHS	P	11/15/13	02/10/16
k	KNOWLES CORP - 75 SHS	P	11/11/14	01/12/16
l	KNOWLES CORP - 170 SHS	P	11/11/14	01/13/16
m	KNOWLES CORP - 1 SHS	P	11/11/14	03/02/16
n	KNOWLES CORP - 115 SHS	P	11/11/14	03/01/16
o	KNOWLES CORP - 124 SHS	P	11/12/14	03/02/16

(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 7,899.		7,826.	73.
b 203.		215.	-12.
c 2,517.		2,646.	-129.
d 6,641.		8,581.	-1,940.
e 5,585.		7,600.	-2,015.
f 5,498.		7,569.	-2,071.
g 585.		752.	-167.
h 2,977.		3,761.	-784.
i 3,690.		4,751.	-1,061.
j 4,491.		6,373.	-1,882.
k 867.		1,447.	-580.
l 2,066.		3,280.	-1,214.
m 12.		19.	-7.
n 1,309.		2,219.	-910.
o 1,467.		2,376.	-909.

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			73.
b			-12.
c			-129.
d			-1,940.
e			-2,015.
f			-2,071.
g			-167.
h			-784.
i			-1,061.
j			-1,882.
k			-580.
l			-1,214.
m			-7.
n			-910.
o			-909.

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

**BURTON AND ELIZABETH UPJOHN
CHARITABLE TRUST**

CONTINUATION FOR 990-PF, PART IV
38-2341573 PAGE 7 OF 8

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	MEAD JOHNSON NURITION CO - 60 SHS	P	12/05/15	12/29/16
b	NETAPP INC - 220 SHS	P	10/26/12	03/10/16
c	NETAPP INC - 265 SHS	P	10/26/12	03/30/16
d	NORFOLK SOUTHERN CORP - 50 SHS	P	11/19/09	03/08/16
e	OMNICOM GROUP, INC - 45 SHS	P	11/26/12	04/20/16
f	OMNICOM GROUP, INC - 25 SHS	P	11/26/12	03/10/16
g	PAYPAL HLDGS INC - 60 SHS	P	02/04/14	03/10/16
h	PAYPAL HLDGS INC - 255 SHS	P	02/04/14	01/12/16
i	PEPSICO INC - 5 SHS	P	11/22/06	03/10/16
j	PEPSICO INC - 75 SHS	P	08/27/07	03/10/16
k	POLARIS INDUSTRIES INC - 70 SHS	P	11/30/15	12/22/16
l	SCRIPPS NETWORKS INTERACTIVE - 65 SHS	P	08/26/14	03/10/16
m	SUNCOR ENERGY INC - 200 SHS	P	03/28/05	01/26/16
n	SUNCOR ENERGY INC - 50 SHS	P	11/10/05	01/26/16
o	SUNCOR ENERGY INC - 410 SHS	P	01/14/15	01/26/16

(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 4,261.		4,801.	-540.
b 5,700.		6,141.	-441.
c 7,062.		7,397.	-335.
d 3,851.		2,548.	1,303.
e 3,810.		2,132.	1,678.
f 1,929.		1,184.	745.
g 2,250.		1,895.	355.
h 8,388.		8,052.	336.
i 500.		313.	187.
j 7,501.		5,124.	2,377.
k 5,570.		7,384.	-1,814.
l 4,055.		5,246.	-1,191.
m 4,361.		3,832.	529.
n 1,090.		1,310.	-220.
o 8,940.		11,606.	-2,666.

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			-540.
b			-441.
c			-335.
d			1,303.
e			1,678.
f			745.
g			355.
h			336.
i			187.
j			2,377.
k			-1,814.
l			-1,191.
m			529.
n			-220.
o			-2,666.

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	TEMPLETON GLOBAL BOND FUND - 377.074 SHS	P	09/26/14	04/21/16
b	TEMPLETON GLOBAL BOND FUND - 380.518 SHS	P	10/23/14	04/21/16
c	TEMPLETON GLOBAL BOND FUND - 1.732 SHS	P	12/16/14	04/21/16
d	VANGUARD INTERMEDIATE TERM - 1,051.521 SHS	P	09/26/14	04/21/16
e	VANGUARD INTERMEDIATE TERM - 1,506.024 SHS	P	10/23/14	04/21/16
f	VANGUARD INTERMEDIATE TERM - 2.939 SHS	P	04/01/15	04/21/16
g	WELLS FARGO & CO - 120 SHS	P	02/04/13	03/10/16
h	WELLS FARGO & CO - 210 SHS	P	02/04/13	09/16/16
i	WELLS FARGO & CO - 100 SHS	P	02/04/13	02/02/16
j	VANGUARD SHORT TERM CORP BD - 400.920 SHS	P	10/23/14	04/21/16
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,318.		4,951.	-633.
b 4,357.		4,951.	-594.
c 20.		21.	-1.
d 10,431.		10,368.	63.
e 14,940.		15,000.	-60.
f 29.		29.	0.
g 5,759.		4,173.	1,586.
h 9,533.		7,303.	2,230.
i 4,905.		3,477.	1,428.
j 8,720.		8,752.	-32.
k 611.			611.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-633.
b			-594.
c			-1.
d			63.
e			-60.
f			0.
g			1,586.
h			2,230.
i			1,428.
j			-32.
k			611.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	28,040.
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	14,000.
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 129 SOUTH PARK STREET KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	3,000.
KALAMAZOO LOAVES & FISHES 901 PORTAGE STREET KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	10,000.
KC READY FOURS 259 E MICHIGAN AVENUE #209 KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	5,000.
LAKESIDE FOR CHILDREN FOUNDATION 3921 OAKLAND DRIVE KALAMAZOO, MI 49008	NONE	PUBLIC	OPERATIONS	5,000.
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.
PLANNED PARENTHOOD OF SOUTH CENTRAL MICHIGAN 4201 WEST MICHIGAN AVENUE KALAMAZOO, MI 49006	NONE	PUBLIC	OPERATIONS	2,000.
Total from continuation sheets				75,250.

**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
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.
YMCA OF KALAMAZOO 1001 WEST MAPLE STREET KALAMAZOO, MI 49008	NONE	PUBLIC	OPERATIONS	5,000.
RESIDENTIAL OPPORTUNITIES, INC 1100 SOUTH ROSE ST KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	1,000.
LOY NORRIX HIGH SCHOOL 606 EAST KILGORE KALAMAZOO, MI 49001	NONE	PUBLIC	OPERATIONS	1,000.
LAKE FOREST CEMETARY COMMISSION 800 NORTH FIELD DR LAKE FOREST, IL 60045	NONE	PUBLIC	OPERATIONS	250.
PKD FOUNDATIONS 8330 WARD PARKWAY, SUITE 510 KANSAS CITY, MO 64114	NONE	PUBLIC	OPERATIONS	1,500.
YOUNG WOMEN'S CHRISTIAN ASSOCIATION 353 E. MICHIGAN AVE KALAMAZOO, MI 49007	NONE	PUBLIC	OPERATIONS	7,500.
Total from continuation sheets				

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
VARIOUS	18,361.	611.	17,750.	17,750.		
TO PART I, LINE 4	18,361.	611.	17,750.	17,750.		

FORM 990-PF		LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	39.	0.				0.
TO FM 990-PF, PG 1, LN 16A	39.	0.				0.

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

FORM 990-PF		OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT MANAGEMENT	8,715.	8,715.				0.
TO FORM 990-PF, PG 1, LN 16C	8,715.	8,715.				0.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	147.	147.		0.
TO FORM 990-PF, PG 1, LN 18	147.	147.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
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.
MICHIGAN ANNUAL REPORT	20.	0.		20.
TO FORM 990-PF, PG 1, LN 23	1,020.	0.		1,020.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
APPLE INC	859.	7,528.
CELGENE CORPORATION	1,472.	6,366.
CHECK POINT SOFTWARE TECHNOLOGIES	2,265.	5,574.
DELAWARE EMERGING MARKET	16,284.	18,856.
MATTHEWS PACIFIC TIGER FUND	12,815.	17,061.
PEPSICO INC	4,384.	7,324.
STRYKER CORPORATION	161,277.	430,837.
TOUCHSTONE MERGER ARBITRAGE FUND	14,226.	15,123.
AFLAC INC	7,066.	7,656.
IAC/INTERACTIVECORP	4,339.	4,859.
SCRIPPS NETWORKS INTERACTIVE	8,877.	7,851.
AMERICAN BEACON INTERNATIONAL EQUITY FUND	20,159.	16,824.
FIDELITY DIVERSIFIED INTERNATIONAL FUND	13,822.	12,550.
AMERICAN ELECTRIC POWER CO INC	3,174.	3,463.
ANHEUSER BUSCH INBEVAS ADR	3,732.	3,163.
HONEYWELL INTERNATIONAL INC	9,904.	11,585.
MERCK & CO INC NEW	7,130.	7,653.
PAYPAL HLDGS INC	2,842.	3,552.
PROCTER & GAMBLE CO	6,270.	6,726.

SHERWIN-WILLIAMS COMPANY	6,105.	6,719.
US BANCORP	7,499.	8,733.
VERIZON COMMUNICATIONS	10,214.	12,011.
ENERGY SELECT SECTOR SPDR FUND	16,217.	19,583.
ISHARES TR S&P SMALL CAP 600 INDEX	10,448.	10,314.
ISHARES TR S&P MID CAP 400	3,351.	3,307.
ISHARES S&P 500 INDEX	37,011.	39,373.
VOYA GLOBAL REAL ESTATE	12,031.	11,794.
3M COMPANY	6,736.	7,143.
ALPHABET INC CAP	17,087.	17,752.
AMDOCS LTD	2,828.	2,913.
AMERICAN TOWER CORP	3,678.	3,699.
ANSYS INC	6,800.	7,399.
CHUBB LIMITED	4,522.	7,927.
CITIGROUP INC	5,584.	5,943.
COGNIZANT TECHNOLOGY SOLUTIONS	4,815.	5,043.
COLGATE-POLMOLIVE CO	6,858.	6,544.
DANAHER CORP	5,721.	6,616.
EDWARDS LIFESCIENCES CORP	5,091.	6,091.
HERSHY CO	4,677.	5,689.
ILLUMINA INC	6,745.	5,762.
JOHNSON & JOHNSON	2,843.	2,880.
LOCKHEED MARTIN CORP	9,657.	11,497.
MONSANTO CO	5,027.	5,787.
NEXTERA ENERGY INC	9,775.	10,154.
ROPER TECHNOLOGIES INC	5,970.	6,408.
SALESFORCE.COM INC	5,647.	5,135.
STARBUCKS CORP	10,006.	9,716.
SYNCHRONY FINL	5,692.	7,435.
T ROWE PRICE GROUP INC	3,618.	3,763.
VISA INC	5,292.	5,461.
TOTAL TO FORM 990-PF, PART II, LINE 10B	548,442.	863,142.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY FLOATING RATE HIGH INCOME	6,344.	6,249.
TEMPLETON GLOBAL BOND FUND ADVISOR	5,953.	6,167.
VANGUARD INTERMEDIATE TERM INVT GRADE	18,003.	17,735.
VANGUARD SHORT TERM CORP BD	60,149.	59,728.
VANGUARD INTERMEDIATE TERM TREASURY ADMIRAL	30,059.	29,251.
TOTAL TO FORM 990-PF, PART II, LINE 10C	120,508.	119,130.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS	STATEMENT	9
	PART VII-A, LINE 10		

NAME OF CONTRIBUTOR	ADDRESS
ELIZABETH S. UPJOHN FAMILY TRUST	211 SOUTH ROSE STREET KALAMAZOO, MI 49007

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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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.

BURTON AND ELIZABETH UPJOHN CHARITABLE T

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ELIZABETH K. BREY TRUSTEE
2231 IDLEWILD BEACH 0.10
RICHLAND, MI 49083

0. 0. 0.

MARGARET J L UPJOHN TRUSTEE
P O BOX 267 0.10
DECATUR, MI 49045

0. 0. 0.

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

0. 0. 0.