

For calendar year 2017, or tax year beginning 11-01-2017, and ending 10-31-2018

Name of foundation HAROLD AND GRACE UPJOHN FOUNDATION		A Employer identification number 38-6052963	
Number and street (or P O box number if mail is not delivered to street address) 300 S WESTNEDGE AVE		Room/suite	B Telephone number (see instructions) (269) 385-0439
City or town, state or province, country, and ZIP or foreign postal code KALAMAZOO, MI 49007		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 20,156,516	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	82	82		
	4 Dividends and interest from securities	447,139	447,139		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	563,458			
	b Gross sales price for all assets on line 6a				
		1,701,893			
	7 Capital gain net income (from Part IV, line 2)		563,458		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,010,679	1,010,679		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,375	1,875		7,500
	c Other professional fees (attach schedule)	75,466	75,466		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,882	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	37	0		37
	23 Other expenses (attach schedule)	18,052	0		18,052
	24 Total operating and administrative expenses. Add lines 13 through 23	120,812	77,341		25,589
	25 Contributions, gifts, grants paid	1,117,000			1,117,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,237,812	77,341		1,142,589
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-227,133			
	b Net investment income (if negative, enter -0-)		933,338		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	82,994	108,736	108,736
	2	Savings and temporary cash investments	54,796	50,048	50,048
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	25,000	25,000	25,000
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans	93,150	88,484	88,484
	13	Investments—other (attach schedule)	18,681,996	18,438,535	19,884,248
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,937,936	18,710,803	20,156,516	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	18,937,936	18,710,803	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	18,937,936	18,710,803	
31	Total liabilities and net assets/fund balances (see instructions) .	18,937,936	18,710,803		

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	18,937,936
2	Enter amount from Part I, line 27a	2	-227,133
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	18,710,803
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	18,710,803

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)
1 a PUBLICLY TRADED SECURITIES			
b LONG-TERM CAPITAL GAIN DIVIDENDS			
c LITIGATION SETTLEMENT PROCEEDS			
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 1,449,700		1,138,435	311,265
b 251,996			251,996
c 197			197
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			311,265
b			251,996
c			197
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	563,458
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2016	1,149,299	20,583,656	0 055836
2015	1,127,140	19,742,278	0 057093
2014	1,095,180	20,402,407	0 053679
2013	1,080,417	20,154,546	0 053607
2012	999,024	18,106,188	0 055176

2 Total of line 1, column (d)	2	0 275391
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 055078
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	21,445,400
5 Multiply line 4 by line 3	5	1,181,170
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,333
7 Add lines 5 and 6	7	1,190,503
8 Enter qualifying distributions from Part XII, line 4 ,	8	1,142,589

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	18,667
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	18,667
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	18,667
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	14,000
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	14,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	179
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	4,846
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW HAROLDANDGRACEUPJOHNFOUNDATION ORG	13	Yes	
14	The books are in care of DON EDGERLY Telephone no (269) 385-0439			

Located at **300 S WESTNEDGE AVE KALAMAZOO MI** ZIP+4 **49007**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 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 2017? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	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? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

Total number of other employees paid over \$50,000. **0****3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MERION CAPITAL LLC 3020 BRANDYWINE ROAD KALAMAZOO, MI 49008	INVESTMENT MANAGEMENT	75,466

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	21,654,022
b	Average of monthly cash balances.	1b	117,958
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,771,980
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	21,771,980
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	326,580
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	21,445,400
6	Minimum investment return. Enter 5% of line 5.	6	1,072,270

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,072,270
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	18,667
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,667
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,053,603
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,053,603
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	1,053,603

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,142,589
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,142,589
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,142,589

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,053,603
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	106,365			
b From 2013.	115,544			
c From 2014.	99,404			
d From 2015.	314,334			
e From 2016.	136,028			
f Total of lines 3a through e.	771,675			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,142,589</u>				
a Applied to 2016, 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 2017 distributable amount.				1,053,603
e Remaining amount distributed out of corpus	88,986			
5 Excess distributions carryover applied to 2017 (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	860,661			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	106,365			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	754,296			
10 Analysis of line 9				
a Excess from 2013.	115,544			
b Excess from 2014.	99,404			
c Excess from 2015.	314,334			
d Excess from 2016.	136,028			
e Excess from 2017.	88,986			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed MR DON EDGERLY HAROLD AND GRACE UPJ 300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007 (269) 385-0439	
b The form in which applications should be submitted and information and materials they should include GRANT APPLICATION AVAILABLE AT ADDRESS LISTED IN ITEM 2A	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors BOARD REVIEWS GRANT APPLICATIONS	

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

Recipient	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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,117,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Enter gross amounts unless otherwise indicated				
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				
		14	82	
4 Dividends and interest from securities. . . .				
		14	447,139	
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	563,458	
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		1,010,679	0
13 Total. Add line 12, columns (b), (d), and (e).				
		13		1,010,679

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2019-02-15 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	KAYLA A LAURIN CPA		2019-02-11		P00243488
	Firm's name ▶ PLANTE & MORAN PLLC				Firm's EIN ▶ 38-1357951
	Firm's address ▶ 750 TRADE CENTRE WAY STE 300 PORTAGE, MI 49002				Phone no (269) 567-4500

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
FLORENCE U OROSZ	PRESIDENT 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				
RANDALL W EBERTS	VICE PRESIDENT 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				
DON EDGERLY	SECRETARY/TREASURER 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				
CHRISTOPHER T HAENICKE	TRUSTEE 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				
VON WASHINGTON JR	TRUSTEE 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				
LISA RODRIGUEZ	TRUSTEE 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				
JAMES LIGGINS JR	TRUSTEE 2 00	0	0	0
300 S WESTNEDGE AVENUE KALAMAZOO, MI 49007				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AACORN FARM INC7249 S 25TH ST KALAMAZOO, MI 49048		PC	ASSIST WITH OPERATING EXPENSES IN 2018-19	20,000
AMERICAN NATIONAL RED CROSS 5640 VENTURE CT KALAMAZOO, MI 49009		PC	PURCHASE OF A VEHICLE AS MENTIONED IN THE REQUEST OF A DODGE CARAVAN OR PROMASTER 3500	9,000
BALLET ARTS ENSEMBLE INC 2018 RAMBLING RD KALAMAZOO, MI 49008		PC	PRODUCTION EXPENSES FOR SPRING CONCERT 2019	4,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS 3501 COVINGTON RD KALAMAZOO, MI 49001		PC	SUPPORTING THE ONE-TO-ONE MENTORING SERVICES IN KALAMAZOO COUNTY	15,000
BLACK ARTS AND CULTURAL CENTER 359 S KALAMAZOO MALL KALAMAZOO, MI 49007		PC	SUPPORTING GENERAL OPERATING EXPENSES AND PROGRAMS	20,000
BOY SCOUTS OF AMERICA 1791 WEST COLUMBIA AVENUE BATTLE CREEK, MI 49015		PC	SUPPORTING THE HEROES PROGRAM	5,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BOYS & GIRLS CLUB915 LAKE ST KALAMAZOO, MI 49001		PC	HELPING TO PROVIDE AFTER SCHOOL & SUMMER SERVICES/PROGRAMS	25,000
BRONSON HEALTH FOUNDATION 301 JOHN STREET KALAMAZOO, MI 49007		PC	SUPPORTING BRONSON MOTHERS' MILK BANK	20,000
BUILDING BLOCKS OF KALAMAZOO 1219 SOUTH PARK STREET KALAMAZOO, MI 49007		PC	SUPPORTING THE GENERAL OPERATING PROGRAM	7,500
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CAN-DO KITCHEN3501 LAKE ST KALAMAZOO, MI 49048		PC	SUPPORT THE FOCUS ON INCREASING FINANCIAL KNOWLEDGE AND CULTURAL ACCESSIBILITY TO BUSINESS OWNERSHIP AND TO OUR SERVICES	7,000
CHRISTIAN RESOURCE CENTER 1833 S BURDICK ST KALAMAZOO, MI 49001		PC	PROVIDING EMERGENCY FINANCIAL RELIEF TO THE NEEDY FAMILIES	20,000
COMMUNITIES IN SCHOOLS OF KALAMAZOO 125 WEST EXCHANGE PLACE KALAMAZOO, MI 49007		PC	SUPPORT INCREASED EFFORTS TO RECRUIT, SUPPORT, AND RETAIN VOLUNTEERS AND PARTNERS AS WELL AS STAFF	25,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COMMUNITY AIDS RESOURCE & EDUCATION 629 PIONEER STREET KALAMAZOO, MI 49008		PC	CARES' HIV TESTING, EDUCATION AND REFERRAL PROGRAM	10,000
COMMUNITY HEALING CENTERS 2615 STADIUM DRIVE KALAMAZOO, MI 49008		PC	SUPPORT THE COMING TOGETHER 2018 PROGRAM	2,500
COMMUNITY HOMEWORKS 810 BRYANT STREET KALAMAZOO, MI 49001		PC	OPERATING EXPENSES	10,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CONSTANCE BROWN HEARING-SPEECH CENTER 1634 GULL RD 201 KALAMAZOO, MI 49048		PC	SUPPORT THE CAPACITY TO CONTINUE TO OFFER FINANCIAL ASSISTANCE TO LOW-INCOME ADULTS	25,000
CRESCENDO ACADEMY OF MUSIC INC 359 S KALAMAZOO MALL STE 12 KALAMAZOO, MI 49007		PC	SUPPORTING THE MUSIC AND MOVEMENT ACTIVITIES INTO PRESCHOOL CLASSROOMS	15,000
DISABILITY NETWORK OF SW MI 517 E CROSSTOWN PARKWAY KALAMAZOO, MI 49001		PC	SUPPORTING THE INDEPENDENT LIVING PROGRAM	5,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DOUGLASS COMMUNITY ASSOCIATION 1000 W PATERSON STREET KALAMAZOO, MI 49007		PC	SUPPORTING OPERATIONAL EXPENSES	25,000
DOWNTOWN KALAMAZOO INC 162 E MICHIGAN AVENUE KALAMAZOO, MI 49007		PC	SUPPORT OPERATIONS AND ALLEY ACTIVATION PROJECT	20,000
EASTSIDE YSPO BOX 50227 KALAMAZOO, MI 49005		PC	USED FOR OCCUPATIONAL THERAPY WITHIN THE ISS PROGRAM	20,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FAIR FOOD MATTERS 323 NORTH BURDICK KALAMAZOO, MI 49007		PC	CONTINUED SUPPORT OF THE FOOD AND GARDEN-BASED LEARNING OPPORTUNITIES FOR UNDERSERVED YOUTH	10,000
FAMILY & CHILDREN SERVICES 1608 LAKE ST KALAMAZOO, MI 49001		PC	CONTINUED SUPPORT OF THE TRAUMA PROGRAMS	25,000
FARMERS ALLEY THEATRE 221 FARMERS ALLEY KALAMAZOO, MI 49007		PC	SUPPORTING THE STUDENT ADMISSION DURING THE 2018-19 SEASON	10,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FIRE HISTORICAL AND CULTURAL ARTS COLLABORATIVE 1249 PORTAGE STREET KALAMAZOO, MI 49001		PC	SUPPORT THE EDISON NEIGHBORHOOD YOUTH ART AND JUSTICE PROGRAMS	5,500
FIRST DAY SHOE FUNDPO BOX 2751 KALAMAZOO, MI 49001		PC	SUPPORT FINANCIAL BARRIERS BY PROVIDING FAMILIES WITH CHILDRENS SHOES	12,500
GFM THE SYNERGY CENTER 625 HARRISON ST KALAMAZOO, MI 49007		PC	SUPPORTING OPERATIONAL EXPENSES	15,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GIRL SCOUTS HEART OF MICHIGAN 601 W MAPLE ST KALAMAZOO, MI 49008		PC	SUPPORTING THE OUTDOOR LEARNING EXPERIENCE FROM GIRL SCOUT CAMP	10,000
GLASS ART KALAMAZOO 326 W KALAMAZOO AVE STE 100 KALAMAZOO, MI 49007		PC	CONTINUED SUPPORT OF ADDITIONAL OPERATIONAL FUNDING	7,000
GOODWILL INDUSTRIES 420 EAST ALCOTT STREET KALAMAZOO, MI 49001		PC	SUPPORTING THE ADULT EDUCATION AND TRAINING PROGRAMS FOR 1 YR (JULY 2018 THROUGH JUNE 2019)	15,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GRYPHON PLACE3245 S 8TH ST KALAMAZOO, MI 49009		PC	SUPPORTING THE 'MESSAGES OF HOPE' PROGRAM-SUICIDE PREVENTION MONTH	5,000
GUARDIAN FINANCE & ADVOCACY SERVICES 1000 S BURDICK ST STE 200 KALAMAZOO, MI 49001		PC	TO PROVIDE GUARDIANSHIP SERVICES TO VULNERABLE, LOW-INCOME ADULTS IN KALAMAZOO COUNTY	6,000
HISPANIC AMERICAN COUNCIL INC 930 LAKE ST KALAMAZOO, MI 49001		PC	OPERATIONAL SUPPORT	20,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HOSPITAL HOSPITALITY HOUSE OF SOUTHWEST MICHIGAN 527 WEST SOUTH STREET KALAMAZOO, MI 49007		PC	TWO HOUSES ONE HEART CAPITAL CAMPAIGN	5,000
HOUSING RESOURCES INC 420 EAST ALCOTT SUITE 200 KALAMAZOO, MI 49007		PC	SUPPORTING GENERAL OPERATING EXPENSES	20,000
IRVING S GILMORE INT'L KEYBOARD FESTIVAL 359 SOUTH KALAMAZOO MALL STE 101 KALAMAZOO, MI 49007		PC	SUPPORT THE 2018-2019 GILMORE PIANO LAB PROGRAM	20,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ISAAC247 W LOVELL ST KALAMAZOO, MI 49007		PC	SUPPORT PROGRAMS THAT IMPLEMENT TO IMPROVE QUALITY OF LIFE	7,000
JULIUS & ESTHER STULBERG COMPETITION INC 359 S KALAMAZOO MALL STE 14 KALAMAZOO, MI 49007		PC	SUPPORT THE MUSIC EDUCATION PROGRAMS 2018-2019	9,000
JUNIOR ACHIEVEMENT OF SOUTHWEST MICHIGAN 2775 W DICKMAN RD STE H-3 BATTLE CREEK, MI 49037		PC	SUPPORTING LITERACY PROGRAM AND OPERATING SUPPORT	8,000
Total 				1,117,000
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KAIROS DWELLING2945 GULL RD KALAMAZOO, MI 49048		PC	SUPPORT THE 2019 OPERATIONAL EXPENSES	25,000
KALAMAZOO BACH FESTIVAL SOCIETY 1200 ACADEMY STREET KALAMAZOO, MI 49006		PC	SUPPORTING THE 2017-18 SEASON	5,000
KALAMAZOO BOOK ARTS CENTER 326 W KALAMAZOO AVE STE 422 KALAMAZOO, MI 49007		PC	SUPPORTING THE KBAC YOUTH EDUCATION AND INTERNSHIP PROGRAMS	5,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KALAMAZOO COUNTY JUVENILE HOME FOUNDATION 1424 GULL ROAD KALAMAZOO, MI 49048		PC	SUPPORTING RESIDENTIAL AND REENTRY YOUTH PROGRAMS	8,500
KALAMAZOO COUNTY READY 4S 259 E MICHIGAN AVE STE 209 KALAMAZOO, MI 49007		PC	SUPPORTING HIGH-QUALITY LEARNING/TUITION ASSISTANCE/SUPPORT SERVICE	20,000
KALAMAZOO IN BLOOMPO BOX 20178 KALAMAZOO, MI 49019		PC	HELPING WITH ANNUAL PLANTING SEASON EXPENSES	5,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KALAMAZOO INSTITUTE OF ARTS 314 SOUTH PARK STREET KALAMAZOO, MI 49007		PC	SUPPORTING ART-BASED PROGRAMS	20,000
KALAMAZOO JUNIOR SYMPHONY ORCHESTRAS 714 SOUTH WESTNEDGE AVENUE KALAMAZOO, MI 49007		PC	HELPING FUND THE COMPREHENSIVE EARLY TRAINING, SUPPORT AND OUTREACH PROGRAM	7,500
KALAMAZOO LITERACY COUNCIL 420 E ALCOTT STREET STE 400 KALAMAZOO, MI 49001		PC	SUPPORTING TO STRENGTHEN AND EXPAND INFRASTRUCTURE FOR AD LITERACY	15,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KALAMAZOO LOAVES AND FISHES 901 PORTAGE ST KALAMAZOO, MI 49001		PC	SUPPORTING THE CRITICAL FOOD ASSISTANCE PROGRAMS	25,000
KALAMAZOO NEIGHBORHOOD HOUSING SERVICES 1219 SOUTH PARK STREET KALAMAZOO, MI 49001		PC	FUND AND ENSURE THE SUCCESS AND CONTINUED VITALITY FOR THE KNHS HOMEOWNERSHIP CENTER	20,000
KALAMAZOO POETRY FESTIVAL PO BOX 19621 KALAMAZOO, MI 49019		PC	SUPPORT THE PRODUCTION AND PROMOTION OF THE 2019 KALAMAZOO POETRY FESTIVAL	5,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KALAMAZOO PUBLIC LIBRARY 315 S ROSE ST KALAMAZOO, MI 49007		PC	SUPPORT ONEPLACE PROGRAMS AND SERVICES	10,000
KALAMAZOO RESA1819 MILHAM PORTAGE, MI 49002		PC	SUPPORT ON-GOING WORK OF THE GREAT START COLLABORATIVE TRUSTED ADVISORS	20,000
KALAMAZOO SINGERS321 W SOUTH ST KALAMAZOO, MI 49007		PC	SUPPORT THE 2018-19 HIRING SEASON	5,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KALAMAZOO SYMPHONY ORCHESTRA 359 S KALAMAZOO MALL STE 100 KALAMAZOO, MI 49007		PC	SUPPORT THE ARTISTS IN RESIDENCE PROGRAM	25,000
KALAMAZOO VALLEY COMMUNITY COLLEGE 6767 W O AVE KALAMAZOO, MI 49009		PC	2018-2019 ARTISTS FORUM OPERATING EXPENSES	2,500
KALAMAZOO VALLEY HABITAT FOR HUMANITY 1126 GULL RD KALAMAZOO, MI 49048		PC	HELP SUPPORT HOME OWNERSHIP OPPORTUNITIES	20,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
KINDELBERGER ARTS COMMISSION 650 S RIVERVIEW DRIVE KALAMAZOO, MI 49004		PC	SUPPORTING KINDELBERGER SUMMER FESTIVAL OF THE PERFORMING ARTS	2,500
MERZE TATE EXPLORERS 841 GIBSON STREET KALAMAZOO, MI 49005		PC	PROVIDE FINANCIAL SUPPORT TO THE EXPLORERS (GRADES 4-12) WRITERS ACADEMY	15,000
MICHIGAN CENTER FOR CIVIC EDUCATION 306 TOWNSEND STREET LANSING, MI 48933		PC	PROVIDING OPPORTUNITY TO HIGH SCHOOL STUDENTS MOCK TRIAL TOURNAMENT ENGAGEMENT AND APPRECIATION OF THE JUDICIAL SYSTEM	20,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MICHIGAN FESTIVAL OF SACRED MUSIC PO BOX 50566 KALAMAZOO, MI 49005		PC	SUPPORTING THE ANNUAL FESTIVAL IN 2018	5,000
MINISTRY WITH COMMUNITY INC 440 N CHURCH ST KALAMAZOO, MI 49007		PC	SUPPORT THE DROP-IN/MEALS PROGRAM	25,000
NEW YEAR'S FEST OF KALAMAZOO INC 141 E MICHIGAN AVENUE SUITE 100 KALAMAZOO, MI 49007		PC	FINANCIALLY SUPPORT NEW YEAR'S FEST WHILE ALLOWING THE ENTRY FEE TO REMAIN AT \$5	5,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
OPEN DOORS KALAMAZOO 1141 SOUTH ROSE STREET KALAMAZOO, MI 49005		PC	SUPPORT OPERATIONAL FUNDS FOR THE SUPPORT TEAM	18,000
OPEN ROADS BIKE PROGRAM 1523 RIVERVIEW DR STE B KALAMAZOO, MI 49004		PC	SUPPORT PROGRAM FOR STUDENTS IN 2019 CALLED THE FIX	10,000
PARTNERS IN HOUSING TRANSITION CO SAINT LUKE'S CHURCH 247 WEST LOVELL KALAMAZOO, MI 49007		PC	HELPING FURNISH HOMES FOR FAMILIES MOVING FROM HOMELESSNESS INTO MORE PERMANENT HOUSING SITUATIONS	12,000
Total 				1,117,000
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PEACE PIZZAZZ2316 WINCHELL AVE KALAMAZOO, MI 49008		PC	SUPPORTING EDUCATIONAL PROGRAM AND FREE CHILDREN'S FESTIVAL	3,000
PLANNED PARENTHOOD MID & SOUTH MICHIGAN 950 VICTORS WAY STE 100 ANN ARBOR, MI 48108		PC	SUPPORT YOUNG PEOPLE OF COLOR WITH EDUCATIONAL KNOWLEDGE	20,000
PRETTY LAKE VACATION CAMP 9123 Q AVENUE MATTAWAN, MI 49071		PC	SUPPORT OPERATIONAL FUNDS FOR THE RETREAT CENTER ROOF	25,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PREVENTION WORKS INC 611 WHITCOMB STREET STE A KALAMAZOO, MI 49008		PC	SUPPORT THE BETTER TOOLS BRIGHTER FUTURES CAMPAIGN	20,000
READ AND WRITE KALAMAZOO 213 E FRANK ST KALAMAZOO, MI 49007		PC	SUPPORT GENERAL OPERATIONS	20,000
RENAISSANCE ENTERPRISES COMPANY 901 LAY BLVD KALAMAZOO, MI 49001		PC	PROVIDING 120 ENRICHMENT PROGRAMS FOR SENIOR CARE FACILITIES	5,000
Total ▶ 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOUTHWEST MICHIGAN FIRST PO BOX 50827 KALAMAZOO, MI 49005		PC	SUPPORT 100 STUDENTS IN THE HIGH SCHOOL CATALYST UNIVERSITY	25,000
SUZUKI ACADEMY OF KALAMAZOO 6376 QUAIL RUN DR KALAMAZOO, MI 49009		PC	FUNDING THE SAK SUMMER SEMESTER INITIATIVE	5,000
THE ARC COMMUNITY ADVOCATES 3901 EMERALD DRIVE SUITE B KALAMAZOO, MI 49001		PC	HELP SUPPORT THE IMPLEMENTATION OF THE NEWLY CREATED FIND APPROACH	10,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNITED WAY OF THE BATTLE CREEK AND KALAMAZOO REGION 709 S WESTNEDGE AVENUE KALAMAZOO, MI 49007		PC	SUPPORTING RESIDENTS OF RECENT HISTORIC FLOODING IN KALAMAZOO COUNTY	20,000
URBAN ALLIANCE 1009 E STOCKBRIDGE AVE KALAMAZOO, MI 49001		PC	SUPPORTING THE OUTREACH PROGRAM	15,000
VIBRANT KALAMAZOO - KALAMAZOO COUNTY LAND BANK 1523 RIVERVIEW DRIVE STE A KALAMAZOO, MI 49004		PC	SUPPORTING THE EASTSIDE GATEWAY PROJECT	20,000
Total 				1,117,000
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WELLSPRING CORI TERRY AND DANCERS 359 S KALAMAZOO MALL KALAMAZOO, MI 49007		PC	SUPPORT THE ACTIVITIES OF THE CETD OUTREACH PROGRAM	15,000
WOODS LAKE ELEMENTARY 3215 OAKLAND DRIVE KALAMAZOO, MI 49008		PC	SUPPORT THEIR DANCE PROGRAM	15,000
YWCA OF KALAMAZOO 353 E MICHIGAN AVE KALAMAZOO, MI 49007		PC	SUPPORTING THE CHILDREN'S CENTER READY TO LEARN AND GROW PROGRAM	20,000
Total ► 3a				1,117,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CRESCENDO ACADEMY OF MUSIC INC 359 S KALAMAZOO MALL STE 12 KALAMAZOO, MI 49007		PC	SUPPORT WEEKLY MUSIC CLASS FOR TEENS/ADULTS WITH MENTAL AND/OR PHYSICAL CHALLENGES	3,000
Total  3a				1,117,000

TY 2017 Accounting Fees Schedule**Name:** HAROLD AND GRACE UPJOHN FOUNDATION**EIN:** 38-6052963**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - PLANTE & MORAN, PLLC	9,375	1,875		7,500

TY 2017 Investments Government Obligations Schedule**Name:** HAROLD AND GRACE UPJOHN FOUNDATION**EIN:** 38-6052963**US Government Securities - End
of Year Book Value:**

0

**US Government Securities - End
of Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

25,000

**State & Local Government
Securities - End of Year Fair
Market Value:**

25,000

TY 2017 Investments - Other Schedule**Name:** HAROLD AND GRACE UPJOHN FOUNDATION**EIN:** 38-6052963**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD INTERM TERM	AT COST	5,663,873	5,202,944
DFA EMERGING MKTS VALUE	AT COST	1,541,490	1,809,316
DFA INTL SMALL CAP VALUE	AT COST	1,702,403	1,795,184
DFA US LARGE CAP VALUE	AT COST	965,677	1,100,833
DFA US MICRO CAP PORT	AT COST	886,467	1,027,527
DFA US SMALL CAP VALUE	AT COST	1,857,363	2,029,251
VANGUARD REAL ESTATE	AT COST	1,140,960	1,016,691
VANGUARD 500 INDEX FD	AT COST	4,680,302	5,902,502

TY 2017 Other Expenses Schedule**Name:** HAROLD AND GRACE UPJOHN FOUNDATION**EIN:** 38-6052963**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	990	0		990
CLERICAL	11,512	0		11,512
COUNCIL OF MICHIGAN FOUNDATIONS	5,500	0		5,500
WIRE TRANSFER FEES	50	0		50

TY 2017 Other Professional Fees Schedule**Name:** HAROLD AND GRACE UPJOHN FOUNDATION**EIN:** 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	75,466	75,466		0

TY 2017 Taxes Schedule**Name:** HAROLD AND GRACE UPJOHN FOUNDATION**EIN:** 38-6052963

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	17,882	0		0