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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation Bierlein Companies Foundation		A Employer identification number 38-2615341
Number and street (or P.O. box number if mail is not delivered to street address) 2000 Bay City Rd.	Room/suite	B Telephone number (see instructions) 989-496-0066
City or town, state, and ZIP code Midland, Michigan 48642		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) \$ 886,776	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (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)	350 000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	854	854		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	350 854	854			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	123 080			123 080
26 Total expenses and disbursements. Add lines 24 and 25	123 080			123 080	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	227 774				
b Net investment income (if negative, enter -0-)		854			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat. No 11289X

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year		End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		659 002	886 776	886 776	
	2	Savings and temporary cash investments					
	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)					
	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						
13	Investments—other (attach schedule)						
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)		659 002	886 776	886 776		
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 ▶ <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 type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	659 002	886 776			
	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)	659 002	886 776			
	31	Total liabilities and net assets/fund balances (see instructions)	659 002	886 776			

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	659 002
2	Enter amount from Part I, line 27a	2	227 774
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	886 776
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	886 776

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				
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				
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				
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		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) (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 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))	
2010	122	964	709	323	.	173354
2009	117	615	709	323	.	165813
2008	149	945	802	277	.	186899
2007	129	824	84	658	1.	533511
2006	125	150	135	518	.	923493
2 Total of line 1, column (d)					2	2. 983070
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	. 596614
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5					4	776 296
5 Multiply line 4 by line 3					5	463 149
6 Enter 1% of net investment income (1% of Part I, line 27b)					6	9
7 Add lines 5 and 6					7	463 158
8 Enter qualifying distributions from Part XII, line 4 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.					8	123 080

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 type="checkbox"/> and enter 1% of Part I, line 27b	1		17
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		
3	Add lines 1 and 2	3		17
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		17
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		22
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		22
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		5
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 5 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Michigan		
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>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>Ken LeCureux, CPA</u> Telephone no. ► <u>989-698-2243</u> Located at ► <u>2000 Bay City Rd., Midland, MI</u> ZIP+4 ► <u>48642-6932</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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.)	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 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael D. Bierlein Saginaw, MI	Pres., 1	0	0	0
Thomas L. Bierlein Saginaw, MI	V.P., 1	0	0	0
Ken LeCureux Saginaw, MI	Trea., 1	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

N/A

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

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		0
b	Average of monthly cash balances	1b	772	889
c	Fair market value of all other assets (see instructions)	1c		
d	Total (add lines 1a, b, and c)	1d	772	889
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets	2		
3	Subtract line 2 from line 1d	3	772	889
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11	593
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	761	296
6	Minimum investment return. Enter 5% of line 5	6	38	065

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	38	065
2a	Tax on investment income for 2011 from Part VI, line 5	2a	17	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c		17
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38	048
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	38	048
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38	048

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	123	080
b	Program-related investments—total from Part IX-B	1b		
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	123	080
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	123	080

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)

1 Distributable amount for 2011 from Part XI, line 7

2 Undistributed income, if any, as of the end of 2011.

a Enter amount for 2010 only

b Total for prior years: 20 09, 20 08, 20 07

3 Excess distributions carryover, if any, to 2011:

a From 2006 118 396

b From 2007 125 603

c From 2008 109 800

d From 2009 76 291

e From 2010 87 510

f **Total** of lines 3a through e

4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 123,080

a Applied to 2010, but not more than line 2a

b Applied to undistributed income of prior years (Election required—see instructions)

c Treated as distributions out of corpus (Election required—see instructions)

d Applied to 2011 distributable amount

e Remaining amount distributed out of corpus

5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)

6 Enter the net total of each column as indicated below:

a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5

b Prior years' undistributed income. Subtract line 4b from line 2b

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

d Subtract line 6c from line 6b. Taxable amount—see instructions

e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions

f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012

7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)

8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)

9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a

10 Analysis of line 9:

a Excess from 2007 125 603

b Excess from 2008 109 800

c Excess from 2009 76 291

d Excess from 2010 87 510

e Excess from 2011 85 032

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1				38 048
2			0	
3		0		
3a	118 396			
3b	125 603			
3c	109 800			
3d	76 291			
3e	87 510			
3f	517 600			
4			0	
4a			0	
4b		0		
4c	0			
4d				38 048
4e	85 032			
5	0			0
6				
6a	602 632			
6b		0		
6c		0		
6d		0		
6e			0	
6f				0
7	0			
8	118 396			
9	484 236			
10				
10a	125 603			
10b	109 800			
10c	76 291			
10d	87 510			
10e	85 032			

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling **▶**

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See attached schedule.				
Total				3a 123,080
b Approved for future payment				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	854	
4 Dividends and interest from securities					
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					
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)				854	
13 Total. Add line 12, columns (b), (d), and (e)				854	854

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

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

Line No.



Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

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.

Ken Lawrence 10/27/12 Treasurer
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Bierlein Companies Foundation

Employer identification number

38-2615341

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Bierlein Companies Foundation

Employer identification number

*38-2615341***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
<i>1</i>	<i>Bierlein Companies, Inc.</i> <i>2000 Bay City Rd.</i> <i>Midland, MI 48642</i>	<i>\$ 350,000.00</i>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Bierlein Companies Foundation

Contributions	Contact	Address	City	State	Zip	2011
American Cancer Society		3265-4 Wilder Rd	Bay City	MI	48706	\$200 00
Assumption B.V.M. Catholic Church	Mike Bublit	Bell Road	Birch Run	MI	48415	\$150 00
Bay Harbor Foundation		750 Bay Harbor	Bay Harbor	MI	49770	\$3,500 00
Bay Future		721 Washington Suite 309	Bay City	MI	48708	\$1,000 00
Bay / Midland Chapter of Pheasants Forever		P.O. Box 23	Auburn	MI	48611	\$250 00
Bierlein Diabetes Foundation		100 S. Jefferson	Saginaw	MI	48607	\$3,600 00
Boy Scouts of America		5001 11 Mile Rd	Auburn	MI	48611	\$2,300 00
Catholic Diocese of Saginaw		5800 Weiss Street	Saginaw	MI	48603	\$500 00
Central Michigan University		CMU	Mt. Pleasant	MI	48859	\$1,650 00
Child & Family Services of Sag County		2806 Davenport	Saginaw	MI	48602	\$250 00
Child Abuse & Neglect Council		3253 Congress	Saginaw	MI	48602	\$3,700 00
Chippewa Nature Center		400 S. Badour Road	Midland	MI	48640	\$500 00
City Rescue Mission of Saginaw		P.O. Box 548	Saginaw	MI	48606	\$550 00
Covenant Health Care		1447 N. Harrison	Saginaw	MI	48602	\$12,800 00
Crop Walk/Church World Services	Jan Walker	28606 Phillips St	Elkhart	IN	46515	\$150 00
Crooked Tree Arts Center		461 East Mitchell Street	Petoskey	MI	49770	\$125 00
Cystic Fibrosis Foundation		2118 Marshall Ct	Saginaw	MI	48602	\$300 00
Delta College Foundation		University Ctr	University Ctr	MI	48710	\$3,770 00
Disabled Network Mid-Michigan		1705 S. Saginaw	Midland	MI	48642	\$1,000 00
Ducks Unlimited	c/o Larry Geibelhaus	3702 Westbriar Trl	Midland	MI	48642	\$500 00
Field Neuroscience Institute		4677 Towne Center	Saginaw	MI	48603	\$1,500 00
First Ward Community Service		1410 N. Twelfth St	Saginaw	MI	48601	\$500 00
Folds of Honor Foundation		5800 North Patriot Drive	Owasso	OK	74055	\$500 00
Food Bank of Eastern Michigan		2312 Lapeer Rd	Flint	MI	48503	\$250 00
Freeland Lions Club		P.O. Box 436	Freeland	MI	48623	\$200 00
Friends of Animal Shelter	c/o Jan LeCureux	1486 Lathrup	Saginaw	MI	48603	\$125 00
Friends of Hoyt Park		P.O. Box 1562	Saginaw	MI	48605	\$1,000 00
Friends of the Public Libraries		505 Janes Avenue	Saginaw	MI	48607	\$100 00
Gilmore Car Museum		6865 Hickory Road	Hickory Corners	MI	49060	\$1,000 00
H.H. Dow High School		2367 Deer Valley Rd	Midland	MI	48642	\$100 00
Holy Spirit Catholic Church		1035 N. River Rd	Saginaw	MI	48609	\$250 00
Hospice of Little Traverse Bay		416 Connable Avenue	Petoskey	MI	49770	\$100 00
Japanese Cultural Center		49 W. Hannum	Saginaw	MI	48602	\$500 00
Junior Achievement - Midland		2005 George St	Midland	MI	48640	\$250 00
Junior Achievement - Saginaw	& Northeast Michig	1781 Fordney	Saginaw	MI	48601	\$2,800 00
Junior League of Saginaw Valley		114 S. Hamilton	Saginaw	MI	48602	\$100 00
Just For Kids Foundation		5982 West Saginaw Road	Bay City	MI	48706	\$2,000 00
Kali's Cure for Paralysis Foundation		5475 Blue Heron Drive	Alma	MI	48801	\$3,050 00
Little Traverse Bay Humane Society		1300 West Conway Rd	Harbor Springs	MI	49740	\$100 00
MBS Jets Baseball		2140 N. Hemlock	Hemlock	MI	48626	\$200 00
Michigan Baseball Foundation		825 East Main Street	Midland	MI	48640	\$2,950 00
Michigan OWN		516 S. Main Street	Frankenmuth	MI	48734	\$1,000 00
Mid Michigan Home Care		4000 Wellness Drive	Midland	MI	48670	\$300 00
Midland Area Shriners		2716 Jeffrey Ln	Midland	MI	48640	\$65 00
Midland High School	c/o Booster Club	1301 Eastlawn	Midland	MI	48640	\$100 00
Midland Lions Club Charities		220 W. Ellsworth Street	Midland	MI	48640	\$250 00
Mid-Michigan Childrens Museum		P.O. Box 5349	Saginaw	MI	48603	\$150 00
Mikayla Ursuy Foundation		P.O. Box 204	Saginaw	MI	48605	\$500 00
Multiple Sclerosis Society	c/o Wm Matson	4250 Clement Drv	Saginaw	MI	48603	\$500 00
North Midland Family Center		2601 E. Shearer Road	Midland	MI	48642	\$1,000 00
Northwood University		3225 Cook Rd	Midland	MI	48640	\$1,000 00
Nouvel Catholic Central High School		2555 Wieneke	Saginaw	MI	48603	\$785.00
One Hundred Club of Saginaw		P.O. Box 6457	Saginaw	MI	48608	\$2,000.00
Paralyzed Veterans of America - MI Chapter		8686 Winding Brook Circle	Freeland	MI	48623	\$500 00
Peace Lutheran School		3417 Adams	Saginaw	MI	48602	\$200 00
Pride In Saginaw Inc		P.O. Box 872	Saginaw	MI	48606	\$100 00
Ralph Young Foundation		200 Spartan Way	East Lansing	MI	48824	\$300 00
READ		100 S. Jefferson 503	Saginaw	MI	48607	\$125.00
Rocky Mountain Elk Foundation	c/o Bob Main	10425 Lakewood Drive	Saginaw	MI	48609	\$125 00
Rotary Club	c/o Yeo & Yeo	3023 Davenport	Saginaw	MI	48602	\$1,000.00
Saginaw Area Catholic Schools		2555 Wieneke	Saginaw	MI	48608	\$250 00

Bierlein Companies Foundation

Contributions	Contact	Address	City	State	Zip	2011
Saginaw Bay Ice Arena		6129 Bay Road	Saginaw	MI	48604	\$500.00
Saginaw Childrens Zoo		1550 Midland Rd	Saginaw	MI	48603	\$1,260 00
Saginaw Community Enrichment Commission		120 Ezra Rust Dr	Saginaw	MI	48601	\$100 00
Saginaw Community Foundation		100 S Jefferson	Saginaw	MI	48607	\$9,500 00
Saginaw County Chamber of Commerce	includes Anew	901 S Washington	Saginaw	MI	48601	\$1,000 00
Saginaw County Sports Hall of Fame	c/o F P Horak	401 Saginaw St	Bay City	MI	48708	\$200 00
Saginaw Future, Inc		515 North Washington	Saginaw	MI	48607	\$2,000.00
Saginaw Habitat for Humanity	c/o Henry G. Marsh	1527 E Genesee Ave	Saginaw	MI	48607	\$250 00
Saginaw Symphony Assn		P O.Box 415	Saginaw	MI	48606	\$1,075 00
Saginaw Twp Schools Foundation	Hemmeter School	1890 Hemmeter	Saginaw	MI	48603	\$275.00
Saginaw Valley State University		7400 Bay Rd	UniversityCenter	MI	48710	\$7,540 00
Salvation Army/Saginaw	Toys for Tots	P O Box 3204	Saginaw	MI	48605	\$250 00
SMILE Train		P O Box 96208	Washington	DC	20090	\$250 00
St. Jude Childrens Research Hospital		P O Box 50	Memphis	TN	38101	\$500 00
St. Mary's Medical Center Foundation		830 S Jefferson	Saginaw	MI	48601	\$1,550 00
Susan G Koman Foundation		P O. Box 650309	Dallas	TX	75265	\$100.00
Swan Valley Schools		8400 O'Hern	Saginaw	MI	48609	\$1,150 00
Temple Theatre		201 N Washington Avenue	Saginaw	MI	48601	\$10,000.00
Thomas Township		249 N Miller Rd	Saginaw	MI	48609	\$12,500 00
Thomas Township Kiwanis		P O Box 6476	Saginaw	MI	48608	\$810 00
Toys For Tots		4800 Fashion Sq Blvd	Saginaw	MI	48604	\$500 00
Tri Star Chantable Foundation	Larry Preston	1004 North Michigan	Saginaw	MI	48602	\$3,000 00
Underground Railroad, Inc		P.O Box 2451	Saginaw	MI	48603	\$800.00
United Way of Midland County		220 W Main, Suite 100	Midland	MI	48640	\$1,500 00
United Way of Saginaw County		118 E Genesee	Saginaw	MI	48607	\$1,000.00
Watershed Council-Tip of the Mitt		426 Bay Street	Petoskey	MI	49770	\$100 00
Wounded Warrior Project		12672 Silicon Drive, Suite 105	San Antonio	TX	78249	\$250.00
Zonta Club of Midland		1710 W St Andrews	Midland	MI	48640	\$500 00
Total						\$123,080 00