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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

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, 2012, 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, MI 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) \$ 1,740,145	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)	1,000 000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1 075	1 075		
	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	1,001 075	1 075			
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	76	76		
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	76	76		
	25 Contributions, gifts, grants paid	147 630			147 630
26 Total expenses and disbursements. Add lines 24 and 25	147 706	76		147 630	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	853 369				
b Net investment income (if negative, enter -0-)		999			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2012)

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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	886	776	1,740	145	1,740	145
	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)	886	776	1,740	145	1,740	145	
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)						
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	886	776	1,740	145		
	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)	886	776	1,740	145		
	31	Total liabilities and net assets/fund balances (see instructions)	886	776	1,740	145		

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	886	776
2	Enter amount from Part I, line 27a	2	853	369
3	Other increases not included in line 2 (itemize) ▶	3		
4	Add lines 1, 2, and 3	4	1,740	145
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	1,740	145

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) FMV 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))
2011	123 080	761 296	. 161672
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
2 Total of line 1, column (d)			2 2. 221249
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 . 444250
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,293 759
5 Multiply line 4 by line 3			5 574 752
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10
7 Add lines 5 and 6			7 574 762
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.			8 147 630

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		20
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		20
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		20
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		100
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		100
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		80
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 80 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 Instructions for the 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 <i>General Instruction G</i> ? <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 2012 or the taxable year beginning in 2012 (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?	13	X	
Website address ▶ <u>None</u>				
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</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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	N/A
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 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 2012 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 2012.)	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 2012?	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)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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	(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	Sec/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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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	
3 All other program-related investments. See instructions	
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	1,313	461
c	Fair market value of all other assets (see instructions)	1c		
d	Total (add lines 1a, b, and c)	1d	1,313	461
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	1,313	461
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19	702
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,293	759
6	Minimum investment return. Enter 5% of line 5	6	64	688

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	64	688
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20	
b	Income tax for 2012. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c		20
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64	668
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	64	668
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	64	668

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	147	630
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	147	630
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	147	630

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				64 668
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 2010, 2009, 2008		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	125 603			
b From 2008	109 800			
c From 2009	76 291			
d From 2010	87 510			
e From 2011	85 032			
f Total of lines 3a through e	484 236			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 147,630				
a Applied to 2011, 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 2012 distributable amount				64 668
e Remaining amount distributed out of corpus	82 962			
5 Excess distributions carryover applied to 2012 (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	567 198			
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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	125 603			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	441 595			
10 Analysis of line 9				
a Excess from 2008	109 800			
b Excess from 2009	76 291			
c Excess from 2010	87 510			
d Excess from 2011	85 032			
e Excess from 2012	82 962			

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 2012, 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)

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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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 <i>(see attached schedule)</i>				
Total			▶ 3a	147,630
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

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	999	
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)				999	
13	Total. Add line 12, columns (b), (d), and (e)					999

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

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

[illegible]

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

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

2012

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

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Bierlein Companies, Inc. 2000 Bay City Rd. Midland, MI 48642	\$ 1,000,000	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.)

Bierlein Companies Foundation

Contributions	Address	City	State	Zip	2012
ALS of Michigan, Inc.	24359 Northwestn Hwy, Ste 100	Southfield	MI	48075	\$ 2,500.00
Alzheimer's Association of Mid-Michigan	713 Ashman St Ste 3	Midland	MI	48640	\$ 500.00
American Cancer Society	3265-4 Wilder Rd	Bay City	MI	48706	\$ 400.00
American Diabetes Association	257 N. Center Rd.	Saginaw	MI	48603	\$ 50.00
Assumption B.V.M Catholic Church	Bell Road	Birch Run	MI	48415	\$ 150.00
Bangor Lincoln School	2771 N Euclid Ave	Bay City	MI	48706	\$ 200.00
Bay Harbor Foundation	750 Bay Harbor	Bay Harbor	MI	49770	\$ 2,000.00
Bay Future	721 Washington Suite 309	Bay City	MI	48708	\$ 500.00
BIAMI Vets Program	7305 Grand River, Ste 100	Brighton	MI	48114	\$ 1,000.00
Bierlein Diabetes Foundation	100 S Jefferson	Saginaw	MI	48607	\$ 15,750.00
Boy Scouts of America	5001 11 Mile Rd.	Auburn	MI	48611	\$ 1,200.00
Boys & Girls Club of Saginaw County	1314 Brown Street	Saginaw	MI	48601	\$ 1,400.00
Boys & Girls Clubs of Bay County, Inc.	300 W. Lafayette	Bay City	MI	48706	\$ 2,350.00
Catholic Diocese of Saginaw	5800 Weiss Street	Saginaw	MI	48603	\$ 500.00
Central Michigan University	CMU	Mt. Pleasant	MI	48859	\$ 1,150.00
Child Abuse & Neglect Council	3253 Congress	Saginaw	MI	48602	\$ 4,000.00
Chippewa Nature Center	400 S. Badour Road	Midland	MI	48640	\$ 500.00
City Rescue Mission of Saginaw	P.O. Box 548	Saginaw	MI	48606	\$ 1,500.00
Clarksville Highway Church of Christ	5444 Hwy 41A	Joelton	TN	37080	\$ 150.00
Covenant Health Care	1447 N Harrison	Saginaw	MI	48602	\$ 7,500.00
Crim Fitness Foundation	452 S Saginaw, Ste 1	Flint	MI	48502	\$ 2,500.00
Crooked Tree Arts Center	461 East Mitchell Street	Petoskey	MI	49770	\$ 125.00
Cystic Fibrosis Foundation	2118 Marshall Ct.	Saginaw	MI	48602	\$ 1,000.00
Delta College Foundation	University Ctr	University Ctr	MI	48710	\$ 3,650.00
Disabled Network Mid-Michigan	1705 S. Saginaw	Midland	MI	48642	\$ 1,000.00
Ducks Unlimited	3702 Westbriar Trl	Midland	MI	48642	\$ 500.00
Elf Khurafeh Shrine Temple	P.O.Box 3261	Saginaw	MI	48605	\$ 65.00
Field Neuroscience Institute	4677 Towne Center	Saginaw	MI	48603	\$ 1,500.00
Fordney Club "300"	P.O. Box 5871	Saginaw	MI	48603	\$ 150.00
Freeland Lions Club	P. O. Box 436	Freeland	MI	48623	\$ 500.00
Friends of Animal Shelter	300 Golfview Dr	Saginaw	MI	48638	\$ 250.00
Friends of the Public Libraries	505 Janes Avenue	Saginaw	MI	48607	\$ 100.00
Gilmore Car Museum	6865 Hickory Road	Hickory Corners	MI	49060	\$ 500.00
Great Lakes Bay Alliance Foundation	1004 N Michigan	Saginaw	MI	48602	\$ 1,000.00
Greater Saginaw Hockey Amateur Association	6129 Bay Road	Saginaw	MI	48604	\$ 250.00
Hemmeter Parent Teacher Council	3167 Coloubine	Saginaw	MI	48603	\$ 100.00
Hemlock Merrill VFW Post 7302	17595 Gratiot	Hemlock	MI	48626	\$ 500.00
Holy Cross Luthern Church	600 Court Street	Saginaw	MI	48602	\$ 500.00
Hopevale Church	P.O. Box 6889	Saginaw	MI	48608	\$ 250.00
Hospital Hospitality House of Saginaw	479 Shattuck Rd.	Saginaw	MI	48604	\$ 1,000.00
Japanese Cultural Center	49 W Hannum	Saginaw	MI	48602	\$ 100.00
Jeff Lichon Spinal Cord Injury Foundation	P.O. Box 92	Freeland	MI	48623	\$ 500.00
Junior Achievement - Midland	2005 George St.	Midland	MI	48640	\$ 3,875.00
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	\$ 7,975.00
Little Traverse Bay Humane Society	1300 West Conway Rd	Harbor Springs	MI	49740	\$ 250.00
Mackinaw Center	140 W. Main St.	Midland	MI	48640	\$ 500.00
Make A Wish Foundation	340 Centennial	Midland	MI	48642	\$ 250.00
Michigan Baseball Foundation	825 East Main Street	Midland	MI	48640	\$ 2,500.00
Midland Antique Engine Club	3748 S. 10 Mile	Midland	MI	48670	\$ 200.00
Midland D.A.R.E.	2727 Rodd Street	Midland	MI	48640	\$ 1,000.00
Midland Lions Club Charities	220 W Ellsworth Street	Midland	MI	48640	\$ 250.00
Midland Tomorrow	300 Rodd St	Midland	MI	48640	\$ 1,500.00
Mid-Michigan Childrens Museum	P.O. Box 5349	Saginaw	MI	48603	\$ 1,000.00
Multiple Sclerosis Society	4250 Clement Drv	Saginaw	MI	48603	\$ 500.00
Northwood University	3225 Cook Rd.	Midland	MI	48640	\$ 1,000.00
Nouvel Catholic Central High School	2555 Wieneke	Saginaw	MI	48603	\$ 200.00
One Hundred Club of Saginaw	P.O. Box 6457	Saginaw	MI	48608	\$ 2,300.00
Pardee's Cancer Treatment Center	4005 Orchard	Midland	MI	48640	\$ 1,300.00
Peace Lutheran School	3417 Adams	Saginaw	MI	48602	\$ 100.00
READ	100 S.Jefferson 503	Saginaw	MI	48607	\$ 200.00

Bierlein Companies Foundation

Contributions	Address	City	State	Zip	2012
Rock The Island/Urban Youth Tennis	P.O. Box 1994	Saginaw	MI	48605	\$ 3,000.00
Rotary Club	3023 Davenport	Saginaw	MI	48602	\$ 1,000.00
S.V.A.A. - Brandon Walker	18780 W Townline	St. Charles	MI	48655	\$ 500.00
Saginaw Area Catholic Schools	2555 Wieneke	Saginaw	MI	48608	\$ 750.00
Saginaw Art Museum	1126 N. Michigan	Saginaw	MI	48602	\$ 250.00
Saginaw Charter Township	P.O. Box 6400	Saginaw	MI	48608	\$ 250.00
Saginaw Childrens Zoo	1550 Midland Rd	Saginaw	MI	48603	\$ 500.00
Saginaw Community Enrichment Commission	120 Ezra Rust Dr.	Saginaw	MI	48601	\$ 250.00
Saginaw Community Foundation	100 S. Jefferson	Saginaw	MI	48607	\$ 2,500.00
Saginaw County Chamber of Commerce	901 S. Washington	Saginaw	MI	48601	\$ 1,500.00
Saginaw County Sports Hall of Fame	401 Saginaw St	Bay City	MI	48708	\$ 200.00
Saginaw Future, Inc.	515 North Washington	Saginaw	MI	48607	\$ 2,000.00
Saginaw Humane Society	P.O. Box 1823	Saginaw	MI	48605	\$ 250.00
Saginaw Symphony Assn.	P.O. Box 415	Saginaw	MI	48606	\$ 2,500.00
Saginaw Township South Little League	1183 Kentford Drive East	Saginaw	MI	48638	\$ 350.00
Saginaw Township Soccer Assn.	4810 Arboretum	Saginaw	MI	48603	\$ 350.00
Saginaw Valley State University	7400 Bay Rd	UniversityCenter	MI	48710	\$ 7,410.00
Salvation Army/Saginaw	P.O. Box 3204	Saginaw	MI	48605	\$ 350.00
Shields Lions Club	330 E. Gloucester	Saginaw	MI	48609	\$ 100.00
Spartan Fund	200 Spartan Way	Lansing	MI	48824	\$ 300.00
St. Charles Community Schools	891 W. Walnut	St. Charles	MI	48655	\$ 200.00
St. Mary's Medical Center Foundation	830 S. Jefferson	Saginaw	MI	48601	\$ 2,350.00
St. Stephens School	2711 Mackinaw	Saginaw	MI	48602	\$ 450.00
Swan Valley Schools	8400 O'Hern	Saginaw	MI	48609	\$ 900.00
Temple Theatre	201 N Washington Avenue	Saginaw	MI	48601	\$ 10,000.00
Teens for Christ	12506 Wilson Rd	Otisville	MI	48463	\$ 150.00
Thomas Township	249 N. Miller Rd	Saginaw	MI	48609	\$ 10,180.00
Thomas Township Kiwanis	P. O. Box 6476	Saginaw	MI	48608	\$ 700.00
Toys For Tots	4800 Fashion Sq Blvd	Saginaw	MI	48604	\$ 500.00
Tri Star Charitable Foundation	1004 North Michigan	Saginaw	MI	48602	\$ 3,300.00
Underground Railroad, Inc.	P O. Box 2451	Saginaw	MI	48603	\$ 1,500.00
U S. Olympic Committee	One Olympic Plaza	Colo Sprgs	CO	80909	\$ 1,000.00
United Way of Midland County	220 W. Main, Suite 100	Midland	MI	48640	\$ 3,250.00
United Way of Saginaw County	118 E. Genesee	Saginaw	MI	48607	\$ 2,000.00
Watershed Council-Tip of the Mitt	426 Bay Street	Petoskey	MI	49770	\$ 100.00
Zonta Club of Midland	1710 W St Andrews	Midland	MI	48640	\$ 500.00
Total					\$ 147,630.00