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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, 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 or province, country, and ZIP or foreign postal 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) ▶ \$1,849,102	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)	250 000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1 747	1 747		
	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	251 747	1 747			
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) Taxes	95	95		
	24 Total operating and administrative expenses. Add lines 13 through 23	95	95		
	25 Contributions, gifts, grants paid	142 695			142 695
26 Total expenses and disbursements. Add lines 24 and 25	142 790	95		142 695	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	108 957				
b Net investment income (if negative, enter -0-)		1 652			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2013)

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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	1 740 145			
	2	Savings and temporary cash investments		649 101	649 101	
	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)		1 200 001	1 200 001	
	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)	1 740 145	1 849 102	1 849 102		
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	1 740 145	1 849 102		
	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)	1 740 145	1 849 102		
31	Total liabilities and net assets/fund balances (see instructions)	1 740 145	1 849 102			

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	1 740 145
2	Enter amount from Part I, line 27a	2	108 957
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1 849 102
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	1 849 102

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: inline-block; vertical-align: middle;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </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))
2012	147 630	1,293 759	.114109
2011	123 080	761 296	.161672
2010	122 964	709 323	.173354
2009	117 615	826 832	.142248
2008	149 945	802 277	.186899

2 Total of line 1, column (d)	2	778282
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	.155656
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1 767 704
5 Multiply line 4 by line 3	5	275 154
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17
7 Add lines 5 and 6	7	275 171
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	142 695

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	33	
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	33	
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	33	
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	80		
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	80		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	47		
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> 47 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> <u>Michigan</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 2013 or the taxable year beginning in 2013 (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 2013, 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	n/a
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.)	3b	n/a
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 2013?	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 ☒ Nob 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 ☒ Nob 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 / Dir. 1 hr.	0	0	0
Ken LeCureux Saginaw, MI	Sec / Treas / Dir 1 hr.	0	0	0
Ryan Bierlein Saginaw, MI	V. Pres / Dir. 1 hr.	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)

N/A

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	600	000
b	Average of monthly cash balances	1b	1	194 623
c	Fair market value of all other assets (see instructions)	1c		0
d	Total (add lines 1a, b, and c)	1d	1	794 623
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	794 623
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4		26 919
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1	767 704
6	Minimum investment return. Enter 5% of line 5	6		88 385

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	88	385
2a	Tax on investment income for 2013 from Part VI, line 5 2a 33			
b	Income tax for 2013. (This does not include the tax from Part VI) 2b			
c	Add lines 2a and 2b	2c		33
3	Distributable amount before adjustments Subtract line 2c from line 1	3	88	352
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	88	352
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	88	352

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	142	695
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	142	695
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	142	695

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 2012	(c) 2012	(d) 2013
1. Distributable amount for 2013 from Part XI, line 7				88,352
2. Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years: 2011, 2010, 2009		0		
3. Excess distributions carryover, if any, to 2013:				
a From 2008	109,800			
b From 2009	76,291			
c From 2010	87,510			
d From 2011	85,032			
e From 2012	82,962			
f Total of lines 3a through e	441,595			
4. Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 142,695				
a Applied to 2012, 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 2013 distributable amount				88,352
e Remaining amount distributed out of corpus	54,343			
5. Excess distributions carryover applied to 2013 (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	495,938			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	109,800			
9. Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	386,138			
10. Analysis of line 9.				
a Excess from 2009	76,291			
b Excess from 2010	87,510			
c Excess from 2011	85,032			
d Excess from 2012	82,962			
e Excess from 2013	54,343			

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 2013, 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	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 or e-mail address 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year (see attached schedule)				
Total				3a 142,695
b Approved for future payment				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	1,652	
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)				1,652	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,652

(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

- | 1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|--|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | 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.

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/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule of Contributors

OMB No 1545-0047

2013

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

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

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 $\frac{1}{3}$ % 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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
1	Bierlein Companies, Inc. 2000 Bay City Rd. Midland, MI 48642	\$ 250,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name Bierlein Companies Found. Social Security or Identification No. 38-2615341

Address _____

Form 990-PF Schedule _____ Line _____ Year 2013

Part II - Balance Sheets:

Line 10b:

AG Mortgage Value Mutual Fund - M/L 200,001.00

Various Mutual Funds (20) managed by
Tri-Star Trust Bank 1,000,000.00

Total Line 10b 1,200,001.00

Bierlein Companies Foundation

Form 990-PF, Part XV, Line 3a, Contributions
 Year 2013
 38-2615341

Contributions	Address	City	State	Zip	2013
ALS of Michigan, Inc.	24359 Northwestm Hwy, Ste 100	Southfield	MI	48075	\$ 1,750.00
ALS of Saginaw	24359 Northwestm Hwy, Ste 100	Southfield	MI	48075	\$ 500.00
Alzheimer's Association of Mid-Michigan	713 Ashman St Ste 3	Midland	MI	48640	\$ 1,000.00
Bay Harbor Foundation	750 Bay Harbor	Bay Harbor	MI	49770	\$ 1,000.00
Bay Future	721 Washington Suite 309	Bay City	MI	48708	\$ 500.00
Bay / Midland Chapter of Pheasants Forever	P.O. Box 23	Auburn	MI	48611	\$ 250.00
Bierlein Diabetes Foundation	100 S. Jefferson	Saginaw	MI	48607	\$ 14,500.00
Boy Scouts of America	5001 11 Mile Rd.	Auburn	MI	48611	\$ 1,635.00
Boys & Girls Club of Saginaw County	1314 Brown Street	Saginaw	MI	48601	\$ 2,520.00
Central Michigan University	Central Michigan University	Mt. Pleasant	MI	48859	\$ 1,000.00
Charlevoix Area Hospital	14700 Lakeshore Dr	Charlevoix	MI	49720	\$ 100.00
Child Abuse & Neglect Council	3253 Congress	Saginaw	MI	48602	\$ 3,500.00
Children's Dyslexia Center	614 Center Ave.	Bay City	MI	48708	\$ 500.00
Covenant Health Care	1447 N Harrison	Saginaw	MI	48602	\$ 7,500.00
Crooked Tree Arts Center	461 East Mitchell Street	Petoskey	MI	49770	\$ 250.00
Cystic Fibrosis Foundation	2118 Marshall Ct.	Saginaw	MI	48602	\$ 500.00
Delta College Foundation	University Ctr	University Ctr	MI	48710	\$ 3,550.00
Diocese of Saginaw	5800 Weiss Street	Saginaw	MI	48603	\$ 500.00
First Ward Community Service	1410 N. Twelfth St	Saginaw	MI	48601	\$ 250.00
Folds of Honor Foundation	5800 North Patriot Drive	Owasso	OK	74055	\$ 250.00
Fordney Club "300" Charities	P.O. Box 5871	Saginaw	MI	48603	\$ 150.00
Freeland Community Sports Association	P.O. Box 158	Freeland	MI	48623	\$ 1,000.00
Freeland Jr/Sr High School	8250 Webster Rd	Freeland	MI	48623	\$ 400.00
Freeland Lions Club	P. O. Box 436	Freeland	MI	48623	\$ 200.00
Friends of Animal Shelter	300 Golfview Dr	Saginaw	MI	48638	\$ 250.00
Friends of Theodore Park	P.O. Box 20362	Saginaw	MI	48609	\$ 250.00
Friends of Hoyt Park	P.O. Box 1562	Saginaw	MI	48605	\$ 300.00
Friends of the Public Libraries	505 Janes Avenue	Saginaw	MI	48607	\$ 100.00
Great Lakes Bay Alliance Foundation	1004 N Michigan	Saginaw	MI	48602	\$ 1,000.00
Great Lakes Bay Regional Trail	8121 Moll Lane	Freeland	MI	48623	\$ 2,500.00
Great Lakes Bay Youth for Chrst	P.O. Box 5420	Saginaw	MI	48603	\$ 500.00
Greater Saginaw Hockey Amateur Association	6129 Bay Road	Saginaw	MI	48604	\$ 300.00
Harvest Mission Community Church	P.O. Box 4622	Ann Arbor	MI	48106	\$ 200.00
Hemlock High School	733 N. Hemlock Road	Hemlock	MI	48626	\$ 150.00
Japanese Cultural Center	49 W Hannum	Saginaw	MI	48602	\$ 100.00
Jeff Lichon Spinal Cord Injury Foundation	P.O. Box 92	Freeland	MI	48623	\$ 250.00
Junior Achievement - Midland	2005 George St.	Midland	MI	48640	\$ 1,000.00
Junior Achievement - Saginaw	1781 Fordney	Saginaw	MI	48601	\$ 2,500.00
Just For Kids Foundation	5982 West Saginaw Road	Bay City	MI	48706	\$ 2,000.00
Kal's Cure for Paralysis Foundation	5475 Blue Heron Drive	Alma	MI	48801	\$ 3,025.00
Kiwanis Club of Saginaw	417 McCoskry	Saginaw	MI	48601	\$ 600.00
Lighthouse Ministries	250 Pine Avenue	Alma	MI	48801	\$ 250.00
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
Meridian Schools	3475 N M-30	Sanford	MI	48657	\$ 150.00
Michigan Baseball Foundation	825 East Main Street	Midland	MI	48640	\$ 2,400.00
Michigan Colleges Foundation	26101 Northwestn	Southfield	MI	48076	\$ 1,000.00
Midland Antique Engine Association	3748 S. 10 Mile	Midland	MI	48670	\$ 200.00
Midland Amateur Hockey League	405 Fast Ice Drive	Midland	MI	48640	\$ 100.00
Midland Area Community Foundation	109 E Main	Midland	MI	48640	\$ 5,000.00
Midland D.A.R.E.	2727 Rodd Street	Midland	MI	48640	\$ 500.00
Midland Lions Club Charities	220 W Ellsworth Street	Midland	MI	48640	\$ 250.00
Midland Open Door	P.O. Box 1614	Midland	MI	48641	\$ 250.00
Midland Tomorrow	300 Rodd St	Midland	MI	48640	\$ 1,500.00
Mid-Michigan Childrens Museum	P.O. Box 5349	Saginaw	MI	48603	\$ 500.00
MIOCA (Michigan Ovarian Cancer Alliance)	5181 Pinnacle Ct	Ann Arbor	MI	48108	\$ 500.00
Mi-Tech, Inc	2205 Ridgewood Dr, Ste 203	Midland	MI	48642	\$ 500.00
Multiple Sclerosis Society	4250 Clement Drv	Saginaw	MI	48603	\$ 500.00
NCH Healthcare Foundation	350 7th St North, P.O. Box 234	Naples	FL	34106	\$ 250.00
Nouvel Catholic Central High School	2555 Wieneke	Saginaw	MI	48603	\$ 150.00
One Hundred Club of Saginaw	P.O. Box 6457	Saginaw	MI	48608	\$ 1,960.00

Bierlein Companies Foundation

Contributions	Address	City	State	Zip	2013
Operation Injured Soldier	186 E Seidlers Rd	Kawkawlin	MI	48631	\$ 1,000.00
Pardee's Cancer Treatment Center	4005 Orchard	Midland	MI	48640	\$ 1,350.00
Pride In Saginaw Inc.	P O Box 872	Saginaw	MI	48606	\$ 200.00
READ Association	100 S. Jefferson 503	Saginaw	MI	48607	\$ 550.00
Rock The Island/Urban Youth Tennis Foundatio	P O Box 1994	Saginaw	MI	48605	\$ 3,000.00
Rotary Club	3023 Davenport	Saginaw	MI	48602	\$ 1,000.00
Saginaw Arts & Enrichment	120 Ezra Rust Dr	Saginaw	MI	48601	\$ 350.00
Saginaw Art Museum	1126 N. Michigan	Saginaw	MI	48602	\$ 75.00
Saginaw Charter Township	P.O. Box 6400	Saginaw	MI	48608	\$ 500.00
Saginaw Childrens Zoo	1550 Midland Rd	Saginaw	MI	48603	\$ 500.00
Saginaw Community Foundation	100 S. Jefferson	Saginaw	MI	48607	\$ 9,350.00
Saginaw County Chamber of Commerce	901 S. Washington	Saginaw	MI	48601	\$ 3,000.00
Saginaw County Sports Hall of Fame	401 Saginaw St	Bay City	MI	48708	\$ 350.00
Saginaw Future, Inc.	515 North Washington	Saginaw	MI	48607	\$ 2,000.00
Saginaw Symphony Assn.	P.O.Box 415	Saginaw	MI	48606	\$ 500.00
Saginaw Charter Township	4980 Shattuck, P.O. Box 6400	Saginaw	MI	48608	\$ 200.00
Saginaw Valley State University	7400 Bay Rd.	University Center	MI	48710	\$ 8,400.00
Salvation Army/Saginaw	P.O. Box 3204	Saginaw	MI	48605	\$ 250.00
Shields Lions Club	330 E Gloucester	Saginaw	MI	48609	\$ 100.00
Spartan Fund	200 Spartan Way	Lansing	MI	48824	\$ 300.00
St. Mary's Medical Center Foundation	830 S. Jefferson	Saginaw	MI	48601	\$ 3,150.00
Swan Valley Little League	2454 Durham Dr	Saginaw	MI	48609	\$ 900.00
Swan Valley Schools	8400 O'Hern	Saginaw	MI	48609	\$ 730.00
Swan Valley United Methodist Church	9265 Geddes Road	Saginaw	MI	48609	\$ 150.00
Temple Theatre Foundation	201 N Washington Avenue	Saginaw	MI	48601	\$ 15,000.00
Thomas Township	249 N. Miller Rd	Saginaw	MI	48609	\$ 500.00
Thomas Township Kiwanis	P. O Box 6476	Saginaw	MI	48608	\$ 500.00
Toys For Tots	4800 Fashion Sq Blvd	Saginaw	MI	48604	\$ 500.00
Tri Star Charitable Foundation	1004 North Michigan	Saginaw	MI	48602	\$ 6,100.00
Urban Youth Tennis Foundation	P.O. Box 1994	Saginaw	MI	48601	\$ 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	\$ 1,500.00
Watershed Council-Tip of the Mitt	426 Bay Street	Petoskey	MI	49770	\$ 100.00
Western Michigan University Foundation	1201 Oliver St.	Kalamazoo	MI	49008	\$ 500.00
Wounded Warrior Project	12672 Silicon Drive, Suite 105	San Antonio	TX	78249	\$ 50.00
YMCA of Saginaw	1915 Fordney	Saginaw	MI	48601	\$ 250.00
Zonta Club of Midland	1710 W St Andrews	Midland	MI	48640	\$ 500.00
Total					\$ 144,195.00