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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation BESSER FOUNDATION		A Employer identification number 38-6071938
Number and street (or P O box number if mail is not delivered to street address) Room/suite 123 N SECOND AVE		B Telephone number (see instructions) (989) 354-4722
City or town, state or province, country, and ZIP or foreign postal code ALPENA, MI 49707		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) ▶ \$ 19,537,838	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>MOD ACCRUAL</u> (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	178	178		
	4 Dividends and interest from securities	1,067,527	1,067,527		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,552,288			
	b Gross sales price for all assets on line 6a 8,026,076				
	7 Capital gain net income (from Part IV, line 2)		1,552,288		
	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	2,619,993	2,619,993			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,410	9,850		21,560
	14 Other employee salaries and wages	12,827	6,413		6,414
	15 Pension plans, employee benefits	22,109	11,054		11,055
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,425	6,283		3,142
	c Other professional fees (attach schedule)	1,788	894		894
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	26,566	10		10
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	4,800	2,400		2,400
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,879	10,296		10,583
	24 Total operating and administrative expenses. Add lines 13 through 23	129,804	47,200		56,058
	25 Contributions, gifts, grants paid	951,700			951,700
26 Total expenses and disbursements. Add lines 24 and 25	1,081,504	47,200		1,007,758	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,538,489				
b Net investment income (if negative, enter -0-)		2,572,793			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	270,249	1,582,453	1,582,453			
	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)	17,611,535	17,926,974	17,926,974			
	14 Land, buildings, and equipment basis ▶ _____ 27,049 Less accumulated depreciation (attach schedule) ▶ _____ 27,049						5,000
15 Other assets (describe ▶ _____)	57,924	23,411	23,411				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,939,708	19,532,838	19,537,838				
Liabilities	17 Accounts payable and accrued expenses	2,261	1,229				
	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 ▶ _____)	169,468	126,555				
23 Total liabilities (add lines 17 through 22)	171,729	127,784					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted	17,767,979	19,405,054				
	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						
	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 page 17 of the instructions)	17,767,979	19,405,054					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,939,708	19,532,838					

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	17,767,979
2	Enter amount from Part I, line 27a	2	1,538,489
3	Other increases not included in line 2 (itemize) ▶ _____	3	98,586
4	Add lines 1, 2, and 3	4	19,405,054
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	19,405,054

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,552,288
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	13,983

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 page 18 of 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	802,073	17,503,014	0.045825
2011	750,180	17,980,583	0.041722
2010	808,050	16,862,998	0.047919
2009	832,978	15,229,997	0.054693
2008	745,438	17,100,555	0.043591

2 Total of line 1, column (d).	2	0.233750
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046750
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	18,537,325
5 Multiply line 4 by line 3.	5	866,620
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	25,728
7 Add lines 5 and 6.	7	892,348
8 Enter qualifying distributions from Part XII, line 4.	8	1,007,758

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 25,728 and 47,727. Total tax due is 21,999.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, tax returns, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of GARY DAWLEY Telephone no (989) 354-4722 Located at 123 SECOND AVE ALPENA MI ZIP+4 49707			
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 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 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

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		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		
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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
See Additional Data Table				

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the 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	17,932,648
b	Average of monthly cash balances.	1b	874,671
c	Fair market value of all other assets (see instructions).	1c	12,300
d	Total (add lines 1a, b, and c).	1d	18,819,619
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	18,819,619
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	282,294
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,537,325
6	Minimum investment return. Enter 5% of line 5.	6	926,866

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	926,866
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	25,728
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	25,728
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	901,138
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	901,138
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	901,138

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,007,758
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	1,007,758
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	25,728
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	982,030

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				901,138
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	27,704			
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	27,704			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,007,758</u>		1,007,758		
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				901,138
e Remaining amount distributed out of corpus	106,620			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	134,324			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
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).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	134,324			
10 Analysis of line 9				
a Excess from 2009.	27,704			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.	106,620			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

	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 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

GARY DAWLEY
123 N SECOND AVE
ALPENA, MI 49707
(989) 354-4722

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

REQUESTS SHOULD BE IN WRITING AND INCLUDE PROOF OF 501(C)(3) STATUS

c Any submission deadlines

REQUESTS MUST BE RECEIVED BY THE END OF THE FIRST MONTH OF EACH CALENDAR QUARTER TO BE CONSIDERED BY

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

PROGRAMS AND PROJECTS RELATED TO THE WELFARE OF THE CITIZENS OF ALPENA AREA ARE OF PRIMARY CONCERN AND WILL RECEIVE PRIORITY. UNLESS SPECIFICALLY REQUESTED BY A TRUSTEE, THE FOUNDATION WILL NOT CONSIDER GRANT REQUESTS FROM ORGANIZATIONS OUTSIDE OF ALPENA, NOR FOR ENDOWMENT FUNDS, TO DEFRAY MEETING OR CONFERENCE EXPENSES, OR TO PAY FOR TRAVEL OF INDIVIDUALS OR GROUPS. WE WILL NOT RELIEVE ORGANIZATIONS OR THE PUBLIC OF THEIR RESPONSIBILITIES, NOR MAKE GRANTS TO INDIVIDUALS FOR ANY PURPOSE.

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 951,700
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3,575 022 SHS LORD ABBETT SEC TR FUN	P	2012-11-21	2013-09-23
255 804 LORD ABBETT SEC FUNDAMENTAL	P	2010-11-24	2013-09-23
653 027 SHS TEMPLETON GLOBAL BOND	P	2007-01-19	2013-09-23
636 875 SHS TEMPLETON GLOBAL BOND	P	2008-03-24	2013-09-23
22,401 434 SHS PIMCO FUNDS PAC INVT	P	2012-09-25	2013-01-22
79176 5640 LORD ABBETT SEC FUNDAMENT	P	2010-12-06	2013-09-23
650 943 SHS TEMPLETON GLOBAL BOND	P	2007-02-23	2013-09-23
642 443 SHS TEMPLETON GLOBAL BOND	P	2008-04-18	2013-09-23
1355 838 SHS TEMPLETON GLOBAL BOND F	P	2012-12-18	2013-09-23
18142 235 LORD ABBETT SEC FUNDAMENTA	P	2011-05-27	2013-09-23
645 377 SHS TEMPLETON GLOBAL BOND	P	2007-03-23	2013-09-23
656 883 SHS TEMPLETON GLOBAL BOND	P	2008-05-23	2013-09-23
37,735 849 SHS AMCAP FUND INC CL A	P	2005-06-09	2013-09-23
4230 464 LORD ABBETT SEC FUNDAMENTAL	P	2011-11-23	2013-09-23
638 791 SHS TEMPLETON GLOBAL BOND	P	2007-04-20	2013-09-23
681 351 SHS TEMPLETON GLOBAL BOND	P	2008-06-20	2013-09-23
102,000 AMERIPRISE FIN INC SENIOR NO	P	2007-10-25	2013-11-04
361 701 LORD ABBETT SEC FUNDAMENTAL	P	2011-11-23	2013-09-23
633 473 SHS TEMPLETON GLOBAL BOND	P	2007-05-18	2013-09-23
680 459 SHS TEMPLETON GLOBAL BOND	P	2008-07-18	2013-09-23
100,000 BARCLAYS BANK PLC MEDIUM TER	P	2012-04-27	2013-05-07
48931 883 SHS TEMPLETON GLOBAL BOND	P	2006-06-20	2013-09-23
639 333 SHS TEMPLETON GLOBAL BOND	P	2007-06-22	2013-09-23
684 92 SHS TEMPLETON GLOBAL BOND	P	2008-08-22	2013-09-23
300,000 GENL MOTORS ACCEPT CORP STEP	P	2004-06-17	2013-12-16
245 932 SHS TEMPLETON GLOBAL BOND	P	2006-06-23	2013-09-23
632 945 SHS TEMPLETON GLOBAL BOND	P	2007-07-20	2013-09-23
701 097 SHS TEMPLETON GLOBAL BOND	P	2008-09-19	2013-09-23
250,000 JOHNSON CONTROLS INC NOTES C	P	2007-05-23	2013-09-16
398 616 SHS TEMPLETON GLOBAL BOND	P	2006-06-26	2013-09-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
659 484 SHS TEMPLETON GLOBAL BOND	P	2007-08-17	2013-09-23
712 161 SHS TEMPLETON GLOBAL BOND	P	2008-10-17	2013-09-23
25,940 337 SHS LORD ABBETT SEC TR FU	P	2010-03-30	2013-05-07
648 5 SHS TEMPLETON GLOBAL BOND	P	2006-07-21	2013-09-23
640 223 SHS TEMPLETON GLOBAL BOND	P	2007-09-21	2013-09-23
730 867 SHS TEMPLETON GLOBAL BOND	P	2008-11-21	2013-09-23
250,000 NATIONAL RURAL UTIL COOP CFC	P	2007-10-29	2013-11-15
639 194 SHS TEMPLETON GLOBAL BOND	P	2006-08-18	2013-09-23
631 72 SHS TEMPLETON GLOBAL BOND	P	2007-10-19	2013-09-23
6744 958 SHS TEMPLETON GLOBAL BOND	P	2008-12-19	2013-09-23
250,000 VERIZON NEW ENGLAND INC NOTE	P	2007-10-25	2013-10-01
646 646 SHS TEMPLETON GLOBAL BOND	P	2006-09-22	2013-09-23
167 055 SHS TEMPLETON GLOBAL BOND	P	2007-10-19	2013-09-23
15552 1 SHS TEMPLETON GLOBAL BOND	P	2011-09-27	2013-09-23
12382 368 SHS FIDELITY ADVISOR NEW	P	2008-04-23	2013-09-23
648 756 SHS TEMPLETON GLOBAL BOND	P	2006-10-20	2013-09-23
629 942 SHS TEMPLETON GLOBAL BOND	P	2007-11-26	2013-09-23
7955 449 SHS TEMPLETON GLOBAL BOND	P	2011-10-04	2013-09-23
12431 626 SHS FIDELITY ADVISOR NEW	P	2008-04-30	2013-09-23
639 555 SHS TEMPLETON GLOBAL BOND	P	2006-11-17	2013-09-23
4260 52 SHS TEMPLETON GLOBAL BOND	P	2007-12-21	2013-09-23
668 11 SHS TEMPLETON GLOBAL BOND	P	2011-12-16	2013-09-23
11196 089 SHS FIDELITY ADVISOR NEW	P	2008-05-14	2013-09-23
1935 968 SHS TEMPLETON GLOBAL BOND	P	2006-12-22	2013-09-23
656 471 SHS TEMPLETON GLOBAL BOND	P	2008-01-18	2013-09-23
60044 186 LORD ABBETT SEC FUNDAMENTA	P	2010-03-30	2013-09-23
115 96 SHS TEMPLETON GLOBAL BOND	P	2006-12-22	2013-09-23
652 277 SHS TEMPLETON GLOBAL BOND	P	2008-02-22	2013-09-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
58,702		45,439	13,263
4,200		3,070	1,130
8,568		7,111	1,457
8,356		7,687	669
250,000		249,104	896
1,300,079		1,000,000	300,079
8,540		7,141	1,399
8,429		7,716	713
17,789		17,965	-176
297,896		250,000	47,896
8,467		7,170	1,297
8,618		7,745	873
1,000,000		690,566	309,434
69,464		48,735	20,729
8,381		7,199	1,182
8,939		7,774	1,165
112,545		102,672	9,873
5,939		4,167	1,772
8,311		7,228	1,083
8,928		7,805	1,123
100,000		100,000	
641,986		520,146	121,840
8,388		7,256	1,132
8,986		7,835	1,151
300,000		300,000	
3,227		2,612	615
8,304		7,285	1,019
9,198		7,866	1,332
250,000		250,000	
5,230		4,233	997

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,652		7,314	1,338
9,344		7,898	1,446
400,000		301,686	98,314
8,508		6,874	1,634
8,400		7,343	1,057
9,589		7,930	1,659
250,000		250,000	
8,386		6,903	1,483
8,288		7,372	916
88,494		74,532	13,962
250,000		250,000	
8,484		6,932	1,552
2,192		1,950	242
204,044		200,000	4,044
343,858		250,000	93,858
8,512		6,961	1,551
8,265		7,408	857
104,376		100,000	4,376
345,226		250,000	95,226
8,391		6,990	1,401
55,898		47,973	7,925
8,766		8,218	548
310,915		229,744	81,171
25,400		21,354	4,046
8,613		7,628	985
985,926		698,314	287,612
1,521		1,279	242
8,558		7,658	900







Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,263
			1,130
			1,457
			669
			896
			300,079
			1,399
			713
			-176
			47,896
			1,297
			873
			309,434
			20,729
			1,182
			1,165
			9,873
			1,772
			1,083
			1,123
			121,840
			1,132
			1,151
			615
			1,019
			1,332
			997

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,338
			1,446
			98,314
			1,634
			1,057
			1,659
			1,483
			916
			13,962
			1,552
			242
			4,044
			93,858
			1,551
			857
			4,376
			95,226
			1,401
			7,925
			548
			81,171
			4,046
			985
			287,612
			242
			900

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRIS MCCOY  740 S STATE ST ALPENA, MI 49707	TRUSTEE 2 00	1,980	0	0
GARY DAWLEY  392 LONG RAPIDS RD ALPENA, MI 49707	MANAGER 10 00	22,500	0	0
GARY DAWLEY  392 LONG RAPIDS RD ALPENA, MI 49707	SECRETARY/TR 2 00	1,980	0	0
JAMES C PARK  560 STATE STREET ALPENA, MI 49707	PRESIDENT 2 00	1,980	0	0
PATRICIA GARDNER  668 E PELHAM RD NE ATLANTA, GA 30324	VICE PRESIDE 2 00	1,980	0	0
ANN BURTON  8439 COTTAGE AVE ALPENA, MI 49707	TRUSTEE 2 00	990	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALPENA COMM COLLEGE 666 JOHNSON ST ALPENA, MI 49707	NONE		VOLUNTEER CENTER	29,000
ALPENA PUBLIC SCHOOLS 2373 GORDON RD ALPENA, MI 49707	NONE		EXCELLENCE IN EDUCATION	37,687
ALPENA PUBLIC SCHOOLS 2373 GORDON RD ALPENA, MI 49707	NONE		MINI-GRANTS	20,000
ALPENA COUNTY LIBRARY 211 N FIRST AVENUE ALPENA, MI 49707	NONE		FOUNDATION CENTER LIBRARY	2,000
UNITED WAY OF NORTHEAST MICHIGAN 701 WOODWARD AVE ALPENA, MI 49707	NONE		ADMIN EXPENSES	47,000
ALPENA COUNTY 501 W CHISHOLM ST ALPENA, MI 49707	NONE		DARE PROGRAM	1,850
BOYS & GIRLS CLUB OF ALPENA 601 RIVER ST ALPENA, MI 49707	NONE		VOLUNTEEN PROGRAM	15,000
BOYS & GIRLS CLUB OF ALPENA 601 RIVER ST ALPENA, MI 49707	NONE		OPERATING EXPENSES	40,000
BOYS & GIRLS CLUB OF ALPENA 601 RIVER ST ALPENA, MI 49707	NONE		CLUB BIGS PROGRAM	18,000
CHILD & FAMILY SERVICES 1044 US HWY 23 N ALPENA, MI 49707	NONE		OPERATING EXPENSES	40,000
SHELTER PO BOX 797 ALPENA, MI 49707	NONE		SPOUSE ABUSE PROGRAM	33,000
COUNCIL OF MI FOUNDATIONS 1 SOUTH HARBOR STE 3 GRAND HAVEN, MI 49417	NONE		OPERATING EXPENSES	3,500
COUNCIL ON FOUNDATIONS 3131 CRYSTAL DR STE 700 ARLINGTON, VA 22202	NONE		OPERATING EXPENSES	1,900
BESSER MUSEUM 491 JOHNSON ST ALPENA, MI 49707	NONE		OPERATING EXPENSES	238,333
BESSER MUSEUM 491 JOHNSON ST ALPENA, MI 49707	NONE		SPACE AND COLLECTION STUDY	24,800
Total			3a	951,700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BESSER MUSEUM 491 JOHNSON ST ALPENA, MI 49707	NONE		MATCHING GRANT	40,738
THUNDER BAY ARTS COUNCIL 3135 N SECOND AVE ALPENA, MI 49707	NONE		ARTS PROGRAM	7,000
FIRST CONGREGATIONAL CHURCH 201 S SECOND AVE ALPENA, MI 49707	NONE		PUBLIC MEETING PLACE EXPENSES	5,000
FIRST PRESB CHURCH 600 W CHISHOLM ST ALPENA, MI 49707	NONE		PUBLIC MEETING PLACE EXPENSES	4,000
TRINITY EPISC CHURCH 124 E WASHINGTON AVE ALPENA, MI 49707	NONE		PUBLIC MEETING PLACE EXPENSES	5,000
SEVENTH DAY ADVENTIST CHURCH 4029 US HWY 23 S ALPENA, MI 49707	NONE		PUBLIC MEEETING PLACE EXPENSES	300
ALPENA COMM COLLEGE 666 JOHNSON ST ALPENA, MI 49707	NONE		MATCHING / ELEC PROGRAM BLDG	125,000
PROJECT INTERCONNECTIONS INC 1296 MURPHY AVE SW ATLANTA, GA 30310	NONE		OPERATIONS / FUNDRAISER MATCH	30,000
FRIENDS TOGETHER 105 PRENTISS ST ALPENA, MI 49707	NONE		MATCH - REMODEL OF NEW OFFICES	27,092
NEMROC 800 BOLTON ST ALPENA, MI 49707			IMPROVEMENTS	25,000
SUNRISE CENTER 630 WALNUT ALPENA, MI 49707	NONE		BUILDING RENOVATION MATCH	80,000
TBNMS - NOAA 500 W FLETCHER ALPENA, MI 49707	NONE		SCIENCE ON A SPHERE EXHIBIT	25,000
ALPENA CAREER AND COLLEGE ACCESS NETWORK 2373 GORDON RD ALPENA, MI 49707	NONE		MCAN MATCHING	5,000
SALVATION ARMY 2321 US-23 S ALPENA, MI 49707	NONE		SUMMER CHILDREN'S PROGRAM	6,000
THUNDER BAY THEATER 400 N SECOND AVE ALPENA, MI 49707	NONE		SOUND SYSTEM PROJECT	10,000
Total			3a	951,700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUNIOR ACHIEVEMENT OF NE MICHIGAN 1781 FORDNEY ST SAGINAW, MI 48601	NONE		PROGRAM FUNDING	4,500
Total				951,700

TY 2013 Accounting Fees Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND 990PF	9,425	6,283		3,142

TY 2013 Compensation Explanation

Name: BESSER FOUNDATION

EIN: 38-6071938

Person Name	Explanation
CHRIS MCCOY	
GARY DAWLEY	
GARY DAWLEY	
JAMES C PARK	
PATRICIA GARDNER	
ANN BURTON	

TY 2013 Investments - Other Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WAYNE HUMMER BROKERAGE	FMV	17,926,974	17,926,974

TY 2013 Land, Etc. Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE AND EQUIPMENT	27,049	27,049		5,000

TY 2013 Other Assets Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST RECEIVABLE	3,115	1,419	1,419
PREPAID FEDERAL EXCISE TAX	14,071	21,992	21,992
LOAN REC - BESSER MUSEUM	40,738		

TY 2013 Other Expenses Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INSURANCE	4,953	4,953		
OFFICE SUPPLIES	680	227		453
TRAVEL - TRUSTEE MEETINGS	10,078	3,359		6,719
POSTAGE & SHIPPING	230	77		153
TELEPHONE	1,060	353		707
UTILITIES	209	104		105
DUES & SUBSCRIPTIONS	868	289		579
MEALS - 50% DEDUCTIBLE	2,801	934		1,867

TY 2013 Other Increases Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Description	Amount
UNREALIZED SECURITY GAIN	63,363
REVALUE PENSION LIABILITY DUE TO DEATH OF BENEFICI	35,223

TY 2013 Other Liabilities Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Description	Beginning of Year - Book Value	End of Year - Book Value
UNFUNDED PENSION LIABILITY	169,468	126,555

TY 2013 Other Professional Fees Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY SERVICES	1,788	894		894

TY 2013 Taxes Schedule

Name: BESSER FOUNDATION

EIN: 38-6071938

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	26,546			
MICHIGAN ANNUAL FEE	20	10		10