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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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>THE H.B.B. FOUNDATION</b>		A Employer identification number <b>36-6104969</b>
Number and street (or P O box number if mail is not delivered to street address) <b>75 EXECUTIVE DRIVE, SUITE 459</b>	Room/suite	B Telephone number <b>630-560-4092</b>
City or town, state or province, country, and ZIP or foreign postal code <b>AURORA, IL 60504</b>		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 checked="" 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) \$ <b>16,643,395.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		909,966.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		282,861.	282,861.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,349,028.			
b Gross sales price for all assets on line 6a <b>10,577,634.</b>					
7 Capital gain net income (from Part IV, line 2)			1,349,028.		
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)					
11 Other income		16,318.	14,475.		STATEMENT 2
12 Total. Add lines 1 through 11		2,558,173.	1,646,364.		RECEIVED
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		9,750.	4,875.		4,875.
c Other professional fees STMT 4		78,143.	78,143.		0.
17 Interest					
18 Taxes STMT 5		15,959.	7,491.		0.
19 Depreciation and depletion					
20 Occupancy		11,382.	5,691.		5,691.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		44,357.	22,147.		22,210.
24 Total operating and administrative expenses. Add lines 13 through 23		159,591.	118,347.		32,776.
25 Contributions, gifts, grants paid		629,400.			629,400.
26 Total expenses and disbursements. Add lines 24 and 25		788,991.	118,347.		662,176.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,769,182.			
b Net investment income (if negative, enter -0-)			1,528,017.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUL 24 2014

Revenue

Operating and Administrative Expenses

16p

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	546,669.	930,352.	930,352.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	8,860,716.	10,335,924.	11,921,515.
	c Investments - corporate bonds STMT 8	3,894,666.	3,806,306.	3,720,152.
	11 Investments - land, buildings, and equipment: basis ▶ 2,069,559.			
Less accumulated depreciation ▶ 1,998,183.	71,376.	71,376.	71,376.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 14,162.				
Less accumulated depreciation STMT 9 ▶ 14,162.				
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	13,373,427.	15,143,958.	16,643,395.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	13,373,427.	15,143,958.	
	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 <b>Total net assets or fund balances</b>	13,373,427.	15,143,958.	
31 <b>Total liabilities and net assets/fund balances</b>	13,373,427.	15,143,958.		

**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	13,373,427.
2 Enter amount from Part I, line 27a	2	1,769,182.
3 Other increases not included in line 2 (itemize) ▶ <b>PRIOR PERIOD ADJUSTMENT</b>	3	1,349.
4 Add lines 1, 2, and 3	4	15,143,958.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,143,958.

**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 <b>SEE ATTACHED STATEMENT</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 <b>10,577,634.</b>		<b>9,228,606.</b>	<b>1,349,028.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<b>1,349,028.</b>

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;"> <div style="border-top: 1px solid black; border-bottom: 1px solid black; width: 20px; height: 20px;"></div> </div> </div>	<b>1,349,028.</b>
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). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;"> <div style="border-top: 1px solid black; border-bottom: 1px solid black; width: 20px; height: 20px;"></div> </div> </div>	<b>N/A</b>

**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	<b>2,570,441.</b>	<b>14,263,505.</b>	<b>.180211</b>
2011	<b>1,912,868.</b>	<b>15,266,746.</b>	<b>.125296</b>
2010	<b>691,131.</b>	<b>14,450,279.</b>	<b>.047828</b>
2009	<b>652,526.</b>	<b>12,442,955.</b>	<b>.052441</b>
2008	<b>665,553.</b>	<b>13,480,881.</b>	<b>.049370</b>

  

2 Total of line 1, column (d)	<b>.455146</b>
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	<b>.091029</b>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>15,029,321.</b>
5 Multiply line 4 by line 3	<b>1,368,104.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	<b>15,280.</b>
7 Add lines 5 and 6	<b>1,383,384.</b>
8 Enter qualifying distributions from Part XII, line 4	<b>662,176.</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 30,560.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 30,560.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 30,560.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,440.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 25,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 33,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 2,880.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 2,880. Refunded <input type="checkbox"/> 0.	11 0.	

**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)? 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.		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"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

**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>N/A</u>	13	X	
14	The books are in care of ► <u>MR. MARK STEPHENITCH</u> Telephone no. ► <u>312-661-7055</u> Located at ► <u>75 EXECUTIVE DRIVE, SUITE 459, AURORA, IL</u> ZIP+4 ► <u>60504</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 <u>N/A</u>			
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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► _____, _____, _____		
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. ► _____, _____, _____		
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	
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

Form 990-PF (2013)

**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)?

☐ 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)?

N/A

5b

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?

N/A

☐ Yes ☐ No

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

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

6b

X

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

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

N/A

7b

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

(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 STATEMENT 10		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2013)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	14,691,272.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	495,546.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	71,376.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	15,258,194.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	15,258,194.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	228,873.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	15,029,321.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	751,466.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	751,466.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	30,560.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	30,560.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	720,906.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	720,906.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	720,906.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	662,176.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	662,176.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	662,176.

**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.

Form 990-PF (2013)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				720,906.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009	48,348.			
<b>c</b> From 2010				
<b>d</b> From 2011	1,166,247.			
<b>e</b> From 2012	1,874,106.			
<b>f</b> Total of lines 3a through e	3,088,701.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$	662,176.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				662,176.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	58,730.			58,730.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,029,971.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,029,971.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	1,155,865.			
<b>d</b> Excess from 2012	1,874,106.			
<b>e</b> Excess from 2013				

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

N/A

- 1 a** 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)

**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
<b>a Paid during the year</b>				
ADLER PLANETARIUM & ASTRONOMY MUSEUM 1300 S LAKE SHORE DRIVE CHICAGO, IL 60605		PUBLIC CHAR.	EDUCATION	5,000.
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY, NW ATLANTA, GA 30327		PUBLIC CHAR.	EDUCATION	2,500.
CENTER FOR NATURAL CAPITAL 287 PIEDMONT STREET ORANGE, VA 22960		PUBLIC CHAR.	COMMUNITY	1,000.
CHALLENGE FOUNDATION 4545 SOUTH UNIVERSITY AVENUE ENGLEWOOD, CO 80113		PUBLIC CHAR.	EDUCATIONAL SUPPORT	10,000.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022		PUBLIC CHAR.	COMMUNITY	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>629,400.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	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
N/A		

**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

7/9/14  
Date

**TREASURER**  
Title

May the IRS discuss this return with the preparer shown below (see note 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

CATHERINE M. KANE

Preparer's signature

Preparer's signature  
Catherine Kane

Date

6-27-14

Check ☐  
self-employed

PTIN	
------	--

P00404366

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's EIN ► 41-0746749

Firm's address ▶ 1301 W. 22ND ST, STE 1100  
OAK BROOK, IL 60523

Phone no. (630) 573-8600

Form **990-PF** (2013)

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

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

OMB No 1545-0047

**2013**

Name of the organization

Employer identification number

**THE H.B.B. FOUNDATION****36-6104969**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

**Special Rules**

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

**THE H.B.B. FOUNDATION****36-6104969****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
<b>1</b>	<b>ELIZABETH BABSON TIEKEN CHARITABLE LEAD TRUST</b>  <b>400 N. MICHIGAN AVE</b>  <b>CHICAGO, IL 60611</b>	\$ <b>909,966.</b>	Person <input checked="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 of organization

Employer identification number

**THE H.B.B. FOUNDATION****36-6104969****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE H.B.B. FOUNDATION****36-6104969**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE H.B.B. FOUNDATION

**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	BERNSTEIN	P	VARIOUS	12/31/13
b	BERNSTEIN	P	VARIOUS	12/31/13
c	CASH IN LIEU	P	05/10/13	05/10/13
d	CAPITAL GUARDIAN	P	VARIOUS	12/31/13
e	CAPITAL GUARDIAN	P	VARIOUS	12/31/13
f	BESSEMER TRUST #8M6422	P	11/15/13	12/30/13
g	BESSEMER TRUST #8H6643	P	VARIOUS	12/31/13
h	BESSEMER TRUST #8H6643	P	VARIOUS	12/31/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,031,202.		966,932.	64,270.
b 5,421,914.		4,904,426.	517,488.
c 3.			3.
d 112,321.		122,916.	-10,595.
e 1,166,575.		904,245.	262,330.
f 660,000.		680,545.	-20,545.
g 1,070,024.		927,014.	143,010.
h 1,012,906.		722,528.	290,378.
i 102,689.			102,689.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			64,270.
b			517,488.
c			3.
d			-10,595.
e			262,330.
f			-20,545.
g			143,010.
h			290,378.
i			102,689.
j			
k			
l			
m			
n			
o			

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	1,349,028.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHICAGO HISTORICAL SOCIETY CLARK STREET AT NORTH AVENUE CHICAGO, IL 60614-6099		PUBLIC CHAR.	COMMUNITY	5,000.
CHICAGO SYMPHONY ORCHESTRA 220 S. MICHIGAN AVENUE CHICAGO, IL 60604-2559		PUBLIC CHAR.	COMMUNITY	5,000.
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDREN'S PLAZA, NO. 4 CHICAGO, IL 60614-3394		PUBLIC CHAR.	HEALTH SERVICES	10,000.
CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E. 16TH AVENUE, BOX 045 AURORA, CO 80045		PUBLIC CHAR.	HEALTH SERVICES	10,000.
COURAGEOUS SAILING CENTER ONE FIRST AVENUE BOSTON, MA 02129		PUBLIC CHAR.	EDUCATION	1,000.
CURRIER MUSEUM OF ART 150 ASH STREET MANCHESTER, NH 03104		PUBLIC CHAR.	ARTS	50,000.
DENISON UNIVERSITY 100 W. COLLEGE ST. GRANVILLE, OH 43023		PUBLIC CHAR.	EDUCATION	1,250.
DENVER YOUNG ARTIST'S ORCHESTRA 1245 E COLFAX AVENUE, #302 DENVER, CO 80218		PUBLIC CHAR.	ARTS	25,000.
DUMB FRIENDS LEAGUE 2080 S QUEBEC STREET DENVER, CO 80231-3298		PUBLIC CHAR.	COMMUNITY	10,000.
ELEANOR ROOSEVELT INSTITUTE SEELEY G MUDD SCIENCE BLDG #103, 2101 E WESLEY AVE DENVER, CO 80208-6600		PUBLIC CHAR.	EDUCATION	25,000.
<b>Total from continuation sheets</b>				<b>605,900.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ESCUELA DE GUADALUPE 3401 PECOS DENVER, CO 80211		PUBLIC CHAR.	EDUCATION	10,000.
FRIENDS OF MAN 5594 S PRINCE STREET LITTLETON, CO 80120-1126		PUBLIC CHAR.	SOCIAL SERVICES	10,000.
GRALAND COUNTRY DAY SCHOOL 55 CLERMONT STREET DENVER, CO 80220		PUBLIC CHAR.	EDUCATION	1,250.
GREENHOUSE SCHOLARS 1881 9TH STREET #200 BOULDER, CO 80302		PUBLIC CHAR.	EDUCATIONAL SUPPORT	12,000.
INSTITUTE OF CONTEMPORARY ARTS 100 NORTHERN AVE. BOSTON, MA 02210		PUBLIC CHAR.	ARTS	25,000.
INTEGRATED COMMUNITY P.O. BOX 880587 STEAMBOAT SPRINGS, CO 80488		PUBLIC CHAR.	COMMUNITY	10,000.
INVEST IN KIDS 1775 SHERMAN STREET #2075 DENVER, CO 80203		PUBLIC CHAR.	COMMUNITY	15,000.
JOHN G. SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO, IL 60605		PUBLIC CHAR.	CONSERVATION/EDUCATION	5,000.
KESWICK HUNTER JUMPER FOUNDATION, INC. 862 CLUB DRIVE KESWICK, VA 22947		PUBLIC CHAR.	COMMUNITY	400.
LINCOLN PARK ZOO 2001 N CLARK STREET CHICAGO, IL 60614		PUBLIC CHAR.	CONSERVATION/EDUCATION	5,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE, SUITE 860 CHICAGO, IL 60606		PUBLIC CHAR.	ARTS	5,000.
METRO CARERING 1100 E 18TH AVE DENVER, CO 80203		PUBLIC CHAR.	COMMUNITY	200,000.
MUSEUM OF SCIENCE AND INDUSTRY 57TH STREET AND LAKE SHORE DRIVE CHICAGO, IL 60637-9976		PUBLIC CHAR.	EDUCATION	15,000.
NORTHWESTERN MEMORIAL HOSPITAL GALTER PAVILLION, 251 E HURON ST. SUITE 3-200 CHICAGO, IL 60611-2908		PUBLIC CHAR.	HEALTH SERVICES	20,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER, CO 80207		PUBLIC CHAR.	HEALTH SERVICES	15,000.
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611-2654		PUBLIC CHAR.	HEALTH SERVICES	20,000.
TAFT SCHOOL ALUMNI OFFICE 110 WOODBURY ROAD WATERTOWN, CT 606795		PUBLIC CHAR.	EDUCATION	5,000.
THE ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVENUE CHICAGO, IL 60603-6404		PUBLIC CHAR.	ARTS	10,000.
THE SCHOOL OF THE ART INSTITUTE OF CHICAGO 37 S WABASH AVENUE CHICAGO, IL 60603-3103		PUBLIC CHAR.	EDUCATION	10,000.
UNIVERSITY OF DENVER P.O. BOX 910585 DENVER, CO 80291		PUBLIC CHAR.	EDUCATION	10,000.
Total from continuation sheets				



FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BERNSTEIN INTEREST	122.	0.	122.	122.	
BERNSTEIN STOCKS					
DIVIDENDS	64,270.	0.	64,270.	64,270.	
BESSEMER TRUST					
#8H6643 DIVIDENDS	809.	0.	809.	809.	
BESSEMER TRUST					
#8H6643 INTEREST	8.	0.	8.	8.	
BESSEMER TRUST					
#8M6422 CAPITAL					
GAIN DISTRIBUTIONS	66,318.	66,318.	0.	0.	
BESSEMER TRUST					
#8M6422 DIVIDENDS	91,253.	0.	91,253.	91,253.	
BESSEMER TRUST					
#8M6435 INTEREST	2.	0.	2.	2.	
BESSEMER TRUST					
#8M6435 U.S. GOVT					
INTEREST	1,250.	0.	1,250.	1,250.	
BESSEMER TRUST					
ACCRUED INTEREST					
PAID	-6,276.	0.	-6,276.	-6,276.	
CAP GUARDIAN					
CAPITAL GAIN					
DISTRIBUTIONS	36,371.	36,371.	0.	0.	
CAP GUARDIAN STOCK					
DIVIDENDS	131,423.	0.	131,423.	131,423.	
TO PART I, LINE 4	385,550.	102,689.	282,861.	282,861.	

FORM 990-PF                      OTHER INCOME                      STATEMENT      2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COAL ROYALTIES	14,400.	14,400.	
OTHER INCOME	75.	75.	
BERNSTEIN - NON DIV DISTRIBUTION	405.	0.	
CAPITAL GUARDIAN NON TAXABLE DIV	1,438.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,318.	14,475.	



FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - CLIFTONLARSONALLEN	9,750.	4,875.		4,875.
TO FORM 990-PF, PG 1, LN 16B	9,750.	4,875.		4,875.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES - BERNSTEIN	22,779.	22,779.		0.
INVESTMENT MANAGEMENT FEES - CAP GUARDIAN	52,034.	52,034.		0.
INVESTMENT MANAGEMENT FEES - BESSEMER	580.	580.		0.
PROFESSIONAL SERVICES	2,750.	2,750.		0.
TO FORM 990-PF, PG 1, LN 16C	78,143.	78,143.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	7,357.	7,357.		0.
REAL ESTATE TAXES MINERAL RIGHTS	134.	134.		0.
FEDERAL TAXES	8,468.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,959.	7,491.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	44,293.	22,147.		22,146.
OTHER EXPENSE	64.	0.		64.
TO FORM 990-PF, PG 1, LN 23	44,357.	22,147.		22,210.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CAPITAL GUARDIAN EQUITY FUNDS	0.	0.	
CAPITAL GUARDIAN STOCK	3,140,725.	4,828,198.	
BERNSTEIN STOCK	0.	0.	
BERNSTEIN EQUITY FUNDS	0.	0.	
BERNSTEIN MID CAP FUNDS	0.	0.	
BERNSTEIN TAX OVERLAY A	0.	0.	
CAPITAL GUARDIAN EMERGING MARKETS	951,160.	818,816.	
BESSEMER CORPORATE STOCK	6,088,848.	6,114,105.	
BESSEMER REAL RETURN FUND	155,191.	160,396.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,335,924.	11,921,515.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CAPITAL GUARDIAN CORPORATE BONDS	2,136,507.	2,059,090.	
BERNSTEIN INTERMED DURATION FUND	0.	0.	
BERNSTEIN TAX OVERLAY B	0.	0.	
BESSEMER UG GOVT BONDS	1,529,277.	1,521,027.	
BESSEMER CORPORATE BONDS	140,522.	140,035.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,806,306.	3,720,152.	

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**FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      9**


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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE IMPROVEMENT	14,162.	14,162.	0.
TOTAL TO FM 990-PF, PART II, LN 14	14,162.	14,162.	0.

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**FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS      STATEMENT      10**


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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THEODORE D. TIEKEN, JR. 75 EXECUTIVE DRIVE, SUITE 459 AURORA, IL 60504	PRESIDENT 0.00	0.	0.	0.
MARK STEPHENITCH 75 EXECUTIVE DRIVE, SUITE 459 AURORA, IL 60504	TREASURER/SECRETARY 0.00	0.	0.	0.
NANCY B. TIEKEN 75 EXECUTIVE DRIVE, SUITE 459 AURORA, IL 60504	DIRECTOR 0.00	0.	0.	0.
ELIZABETH KIRKPATRICK 75 EXECUTIVE DRIVE, SUITE 459 AURORA, IL 60504	VICE PRESIDENT 0.00	0.	0.	0.
TAYLOR KIRKPATRICK 75 EXECUTIVE DRIVE, SUITE 459 AURORA, IL 60504	PRESIDENT 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE IMPROVEMENT	01/01/97	200DB	7.00	HY17		14,162.				14,162.	14,162.		0.	14,162.
	* TOTAL 990-PF PG 1 DEPR						14,162.				14,162.	14,162.		0.	14,162.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number	
	THE H.B.B. FOUNDATION		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		36-6104969	
	75 EXECUTIVE DRIVE, SUITE 459		Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	AURORA, IL 60504			

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

### MR. MARK STEPHENITCH

- The books are in the care of ► 75 EXECUTIVE DRIVE, SUITE 459 - AURORA, IL 60504

Telephone No. ► 312-661-7055

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or
- ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	33,440.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,440.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	25,000.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.