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## Return of Private Foundation

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

OMB No. 1545-0052

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE H. B. B. FOUNDATION

36-6104969

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

75 EXECUTIVE DRIVE, SUITE 459

City or town, state or province, country, and ZIP or foreign postal code

AURORA, IL 60504

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name changeH Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method:  Cash  Accrual  
 Other (specify) \$ 16,643,395. (Part I, column (d) must be on cash basis.)

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)
Revenue	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				
	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	10,577,634.			
	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				
Operating and Administrative Expenses	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.	OGDEN IT 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:		1,769,182.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		1,528,017.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED JUL 24 2014

Operating and Administrative Expenses

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
	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 ►				
Assets	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 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		13,373,427.	15,143,958.	16,643,395.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input 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 Total net assets or fund balances		13,373,427.	15,143,958.	
	31 Total liabilities and net assets/fund balances		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) ► <u>PRIOR PERIOD ADJUSTMENT</u>	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.

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**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				(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		
a					
b					
c					
d					
e				<b>1,349,028.</b>	
2 Capital gain net income or (net capital loss)	<i>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</i>			2	<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.				3	<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 ►  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 ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

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  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 ►

11 Refunded 0.

**Part VII-A Statements Regarding Activities**

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?

Yes  No 

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1a 1b 1c 

X

*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.*

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:

X

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

X

*If "Yes," attach a detailed description of the activities.*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?

X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

X

*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

X

- 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 XV*

X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

X

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

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## 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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>MR. MARK STEPHENITCH</u> Located at ► <u>75 EXECUTIVE DRIVE, SUITE 459, AURORA, IL</u>	Telephone no. ► <u>312-661-7055</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	<input type="checkbox"/>
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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

## 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 ►	N/A	
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	<input checked="" type="checkbox"/>
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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	<input checked="" type="checkbox"/>
		4b	<input checked="" type="checkbox"/>

## 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes," 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

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

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

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

**0**
**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**

<b>1</b>	<b>N/A</b>	
<b>2</b>		
<b>3</b>		
<b>4</b>		

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

<b>1</b>	<b>N/A</b>	
<b>2</b>		
<b>All other program-related investments. See instructions.</b>		
<b>3</b>		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

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**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	14,691,272.
b	Average of monthly cash balances	1b	495,546.
c	Fair market value of all other assets	1c	71,376.
d	<b>Total</b> (add lines 1a, b, and c)	1d	15,258,194.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,258,194.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	228,873.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,029,321.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	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.)

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

**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	662,176.
b	Program-related investments - total from Part IX-B	1b	0.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	662,176.
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	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	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.

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

- 2 a 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

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**NONE**

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

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

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

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

**c. Any submission deadlines:**

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

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
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>			► 3a 629,400.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a <b>BERNSTEIN - NON DIV</b>				
b <b>DISTRIBUTION</b>				
c <b>CAPITAL GUARDIAN NON</b>				
d <b>TAXABLE DIV</b>				
e				
12 Subtotal. Add columns (b), (d), and (e)			0.	1,648,207.
13 Total. Add line 12, columns (b), (d), and (e)			13	1,648,207.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**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****THE H. B. B. FOUNDATION****Employer identification number****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 organizationForm 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

THE H.B.B. FOUNDATION

Employer identification number

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  ELIZABETH BABSON TIEKEN CHARITABLE LEAD TRUST  400 N. MICHIGAN AVE  CHICAGO, IL 60611	(c) Total contributions  \$ 909,966.	(d) Type of contribution  Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

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

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**Name of organization**

**Employer identification number**

## THE H.B.B. FOUNDATION

**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
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>	<b>Relationship of transferor to transferee</b>	
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>	<b>Relationship of transferor to transferee</b>	
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>	<b>Relationship of transferor to transferee</b>	
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>	<b>Relationship of transferor to transferee</b>	
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>	<b>Relationship of transferor to transferee</b>	

## 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.)
a 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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			
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		

## THE H.B.B. FOUNDATION

36-6104969

## 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>

## THE H.B.B. FOUNDATION

36-6104969

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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

## THE H.B.B. FOUNDATION

36-6104969

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
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.
<b>Total from continuation sheets</b>				

## THE H.B.B. FOUNDATION

36-6104969

## Part XV Supplementary Information

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

323831  
05-01-13

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT 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 INVESTMENT 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.

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

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.

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

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

## 2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	Date Acquired	Method	Life	C Line No	Unadjusted Cost Of Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	990-PF		Current Year Deduction	Ending Accumulated Depreciation
										Beginning Accumulated Depreciation	Basis For Depreciation		
1	OFFICE IMPROVEMENT	01/01/97	2000DE	7.00	HY17	14,162.			14,162.	14,162.	14,162.	0.	14,162.
	* TOTAL 990-PF PG 1 DEPR					14,162.			14,162.	14,162.	14,162.	0.	14,162.

328111  
05-01-13

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

OMB No. 1545-1709

► 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.

Enter filer's identifying number

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

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

**0 4**

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	\$ <b>33,440.</b>
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	\$ <b>8,440.</b>
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	\$ <b>25,000.</b>

**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.