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For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation: **HUGH M. HEFNER FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **10236 CHARING CROSS ROAD**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **LOS ANGELES, CA 90024-1815**

A Employer identification number: **36-6108843**

B Telephone number (see instructions): **310-860-4269**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

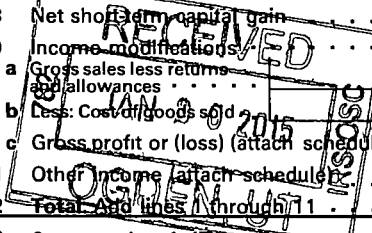
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,343,028.**

J Accounting method: Cash Accrual
 Other (specify) _____
(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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	261,373.			
	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	25,534.	25,534.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,606.			
	b Gross sales price for all assets on line 6a	360,095.			
	7 Capital gain net income (from Part IV, line 2)		46,606.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	333,513.	72,140.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	52,080.			52,080.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule) STMT 3	14,543.	7,773.		6,770.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	-113.	441.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	18,530.	NONE	NONE	18,530.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	83,234.			83,234.
	24 Total operating and administrative expenses. Add lines 13 through 23	170,274.	9,214.	NONE	161,614.
	25 Contributions, gifts, grants paid	116,000.			116,000.
26 Total expenses and disbursements. Add lines 24 and 25	286,274.	9,214.	NONE	277,614.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	47,239.				
b Net investment income (if negative, enter -0-)		62,926.			
c Adjusted net income (if negative, enter -0-)					

ENVELOPE POSTMARK DATE JAN 1 & 2013

SCANNED JAN 2 6 2015



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	78,791.	210,557.	210,557.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT 6	509,013.	466,863.	601,717.	
	c	Investments - corporate bonds (attach schedule) STMT 7	474,532.	474,161.	475,313.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 8	100,783.	57,575.	55,441.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,163,119.	1,209,156.	1,343,028.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	1,163,119.	1,209,156.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	1,163,119.	1,209,156.			
31	Total liabilities and net assets/fund balances (see instructions)	1,163,119.	1,209,156.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,163,119.
2	Enter amount from Part I, line 27a	2	47,239.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,210,358.
5	Decreases not included in line 2 (itemize) TAX COST ETC ADJ.	5	1,202.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,209,156.

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 PUBLICLY TRADED SECURITIES				
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 360,095.		313,489.	46,606.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			46,606.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	46,606.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	185,751.	1,207,127.	0.153879
2011	176,371.	1,078,182.	0.163582
2010	94,110.	985,955.	0.095451
2009	141,379.	851,872.	0.165963
2008	135,386.	871,683.	0.155316
2 Total of line 1, column (d)			2 0.734191
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.146838
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,297,271.
5 Multiply line 4 by line 3			5 190,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 629.
7 Add lines 5 and 6			7 191,118.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 277,614.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political influence, political expenditures, unrelated business income, liquidation, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address hmfoundation.org
14 The books are in care of SEE STATEMENT 9 Telephone no Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes No X
(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.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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? Yes No X
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 X
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? Yes No X
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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		52,080.		

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

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

Total number of other employees paid over \$50,000 NONE

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

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

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

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,317,026.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,317,026.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,317,026.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,755.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,297,271.
6	Minimum investment return. Enter 5% of line 5	6	64,864.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	64,864.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	629.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	629.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,235.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	64,235.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	64,235.

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	277,614.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	277,614.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	629.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	276,985.

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				64,235.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	92,303.			
b From 2009	100,404.			
c From 2010	45,792.			
d From 2011	123,650.			
e From 2012	126,771.			
f Total of lines 3a through e	488,920.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>277,614.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				64,235.
e Remaining amount distributed out of corpus	213,379.			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	702,299.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	92,303.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	609,996.			
10 Analysis of line 9:				
a Excess from 2009	100,404.			
b Excess from 2010	45,792.			
c Excess from 2011	123,650.			
d Excess from 2012	126,771.			
e Excess from 2013	213,379.			

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

NOT APPLICABLE

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

HUGH M. HEFNER

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.

N/A

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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 18				116,000.
Total				▶ 3a 116,000.
b Approved for future payment				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Michael R Whelan, Date: 12/05/2014, Title: Secretary.

Paid Preparer Use Only Print/Type preparer's name: WILLIAM BRANDIS V.P., Preparer's signature: [Signature], Date: 11-26-14, Check self-employed: [X], PTIN: P01298951, Firm's name: THE NORTHERN TRUST COMPANY, Firm's address: P.O. BOX 803878 CHICAGO, IL 60680, Firm's EIN: 36-1561860, Phone no.

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

Name of the organization HUGH M. HEFNER FOUNDATION	Employer identification number 36-6108843
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization HUGH M. HEFNER FOUNDATION	Employer identification number 36-6108843
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HUGH HEFNER ----- 10236 CHARING CROSS ROAD ----- LOS ANGELES, CA 90024-1815 -----	\$ 261,373.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS ETC	25,534.	25,534.
TOTAL	25,534.	25,534.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	7,773.	7,773.	6,770.
CLEO WILSON	6,770.		
TOTALS	14,543.	7,773.	6,770.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE FOREIGN	-554. 441.	441.
TOTALS	-113.	441.

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ATTORNEY GENERAL	15.	15.
WEBSITE	4,707.	4,707.
OFFICE EXPENSES	266.	266.
PUBLIC RELATIONS	11,385.	11,385.
GENERAL EXPENSES	11,312.	11,312.
BANK CHARGES	45.	45.
AWARDS CEREMONY VENUE	55,504.	55,504.

TOTALS

83,234.
=====

83,234.
=====

HUGH M. HEFNER FOUNDATION

36-6108843

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
SCHEDULE ATTACHED	466,863.	601,717.
TOTALS	466,863.	601,717.
	=====	=====

HUGH M. HEFNER FOUNDATION

36-6108843

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SCHEDULE ATTACHED	474,161.	475,313.
TOTALS	474,161.	475,313.
	=====	=====

HUGH M. HEFNER FOUNDATION

36-6108843

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SCHEDULE ATTACHED

C

57,575.

55,441.

TOTALS

57,575.

55,441.

=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: MICHAEL R. WHALEN, ESQ.
DAVIS & WHALEN PC
ADDRESS: 531 SOUTH MARENGO AVENUE
PASADENA, CA 91101-3114

TELEPHONE NUMBER: (626) 765-9343

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

HUGH M. HEFNER

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024

TITLE:

PRES & DIR

OFFICER NAME:

CHRISTIE HEFNER

ADDRESS:

625 N. MICHIGAN AVENUE SUITE 410
CHICAGO, IL 60611

TITLE:

DIRECTOR

OFFICER NAME:

RICHARD S. ROSENZWEIG

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024

TITLE:

VICE PRES & DIR

OFFICER NAME:

MICHAEL R. WHALEN ESQ.

ADDRESS:

531 SOUTH MARENGO AVE
PASADENA, CA 91101

TITLE:

SEC & DIR

COMPENSATION

32,000.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

AMANDA WARREN

ADDRESS:

1801 CENTURY PARK EAST, SUITE 1010
LOS ANGELES, CA 90067-2340

TITLE:

OFFICER

COMPENSATION 20,080.

OFFICER NAME:

GARY ISKOWITZ CPA

ADDRESS:

1801 CENTURY PARK EAST, SUITE 1010
LOS ANGELES, CA 90067-2340

TITLE:

TREAS & DIR

OFFICER NAME:

ANTHONY M. GLASSMAN ESQ.

ADDRESS:

360 NORTH BEDFORD DRIVE
BEVERLY HILLS, CA 90210

TITLE:

DIRECTOR

TOTAL COMPENSATION: 52,080.
=====

RECIPIENT NAME:

HUGH HEFNER

FORM, INFORMATION AND MATERIALS:

BY LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

RECIPIENT NAME:

CHILDREN OF THE NIGHT

ADDRESS:

*

VAN NUYS, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PLANNED PARENTHOOD

ADDRESS:

*

LOS ANGELES, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ACLU FOUNDATION OF
SOUTHERN CALIFORNIA

ADDRESS:

*

LOS ANGELES, CA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 11,000.

=====

RECIPIENT NAME:

DRUG POLICY ALLIANCE

ADDRESS:

*

NEW YORK, NY 10018

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

STUDENT PRESS LAW CENTER

ADDRESS:

*

ARLINGTON, VA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CITIZENSHIP EDUCATION

FUND

ADDRESS:

*

PASADENA, CA 91104

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:
FOUNDATION FOR
INDIVIDUAL RIGHTS

ADDRESS:

*

PHILADELPHIA, PA 19106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THOMAS HEALY - HUGH M.
HEFNER FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD

LOS ANGELES, CA

RELATIONSHIP:

SEE ATTACHED EXPLANATION

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHRISTOPHER FINAN - HUGH M.
HEFNER FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD

LOS ANGELES, CA 90024-1815

RELATIONSHIP:

SEE ATTACHED EXPLANATION

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MUNEER AWAD - HUGH M
HEFNER FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024-1815

RELATIONSHIP:

SEE ATTACHED EXPLANATION

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NORMAN DORSEN - HUGH M
HEFNER FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024-1815

RELATIONSHIP:

SEE ATTACHED EXPLANATION

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PEOPLE FOR THE
AMERICAN WAY

ADDRESS:

*
WASHINGTON, DC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MIKE HIESTAND - HUGH M.
HEFNER FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024-1815

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

GLEN GREENWALD - HUGH M. HEFNER
FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024-1815

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MARY BETH TINKER - HUGH M.
HEFNER FIRST AMENDMENT AWARD

ADDRESS:

10236 CHARING CROSS ROAD
LOS ANGELES, CA 90024-1815

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

NATIONAL RUNAWAY
SAFELINE

ADDRESS:

*
CHICAGO, IL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

BRANDEIS UNIVERSITY

ADDRESS:

*

WALTHAM, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 30,000.

TOTAL GRANTS PAID: 116,000.

=====

FEDERAL FOOTNOTES

=====

FIRST MADE IN 1980, THE HUGH M. HEFNER FIRST AMENDMENT AWARD IS GRANTED PERODICALLY TO INDIVIDUALS AND INSTITUTIONS IN RECOGNITION OF PAST CONTRIBUTIONS TO THE PROTECTION AND ENHANCEMENT OF RIGHTS UNDER THE FIRST AMENDMENT TO THE U.S. CONSTITUTION. FOR MORE INFORMATION REGARDING THE SELECTION PROCESS AND THE SPECIFIC ACHIEVEMENTS OF GRANT RECIPIENTS, PLEASE VISIT [HTTP://HMHFOUNDATION.ORG](http://HMHFOUNDATION.ORG). SIX INDIVIDUALS EACH RECEIVED GRANTS (RANGING FROM \$2,500 TO \$5,000) DURING THE PERIOD FROM JULY 1, 2013 THROUGH JUNE 30, 2014..

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No. 1545-0092

2013

Name of estate or trust

HUGH M. HEFNER FOUNDATION

Employer identification number

36-6108843

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	76,421.	74,353.	138.	2,206.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 2,206.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	283,487.	247,699.	375.	36,163.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 8,237.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 44,400.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		2,206.
18	Net long-term gain or (loss):			
a	Total for year	18a		44,400.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a ▶	19		46,606.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000 20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483	20 05	0 00	60,677 31	52,190 62	8,486 69	0 00	8,486 69
MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162562	11 89	0 00	33,400 19	32,957 57	442 62	0 00	442 62
Total USD		0 00	94,077 50	85,148 19	8,929 31	0 00	8,929 31
Total Emerging Markets Region		0 00	94,077 50	85,148 19	8,929 31	0 00	8,929 31
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407	37 38	0 00	22,652 28	19,852 31	2,799 97	0 00	2,799 97
Total USD		0 00	22,652 28	19,852 31	2,799 97	0 00	2,799 97
Total Global Region		0 00	22,652 28	19,852 31	2,799 97	0 00	2,799 97
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209	12 93	0 00	113,317 09	89,400 74	23,916 35	0 00	23,916 35
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558	11 36	0 00	93,479 85	73,415 81	20,064 04	0 00	20,064 04
Total USD		0 00	206,796 94	162,816 55	43,980 39	0 00	43,980 39
Total International Region		0 00	206,796 94	162,816 55	43,980 39	0 00	43,980 39
United States - USD							

Foundation

30 JUN 14

Account number 2319173

HEFNER FOUNDATION HUGH M D NFP

Page 2 of 6

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Equity funds								
United States - USD								
MFB NORTHERN FDS SMALL CAP INDEX FD	CUSIP 665162723							
537 460	12 63	0.00	6,788 12	5,128 63	1,659 49	0.00		1,659 49
MFB NORTHERN FDS STK INDEX FD	CUSIP 665162772							
5,451 180	24 26	0.00	132,245 62	80,374 97	51,870 65	0.00		51,870 65
MFB NORTHERN MULTI-MANAGER GLOBAL LISTED INFRASTRUCTURE FUND	CUSIP 665162384							
2,401 430	13 77	0.00	33,067 69	27,258 27	5,809 42	0.00		5,809 42
MFB NORTHN MID CAP INDEX FD	CUSIP 665130100							
1,019 060	18 14	0.00	18,485 74	14,538 62	3,947 12	0.00		3,947 12
MFB NORTHN MULTI-MANAGER MID CAP FD	CUSIP 665162574							
688 370	14 32	0.00	9,857 45	8,346 75	1,510 70	0.00		1,510 70
MFB NORTHN MULTI-MANAGER SMALL CAP FD	CUSIP 665162566							
675 470	11 74	0.00	7,930 01	6,652 76	1,277 25	0.00		1,277 25
MFO DELAWARE VALUE FUND-I	CUSIP 24610C857							
2,082 420	17 53	0.00	36,504 82	30,320 05	6,184 77	0.00		6,184 77
MFO HBR FD CAP APPRECIATION FD	CUSIP 411511504							
562 480	59 22	0.00	33,310 65	26,425 87	6,884 78	0.00		6,884 78
Total USD		0.00	278,190 10	199,045 92	79,144 18	0.00		79,144 18
Total United States		0.00	278,190 10	199,045 92	79,144 18	0.00		79,144 18

Northern Trust

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Foundation

30 JUN 14

Account number 2319173

HEFNER FOUNDATION HUGH M D NFP

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>								
Total Equity Funds								
	36,852.030		0.00	601,716.82	466,862.97	134,853.85	0.00	134,853.85
Total Equity Securities								
	36,852.030		0.00	601,716.82	466,862.97	134,853.85	0.00	134,853.85
<i>Fixed Income Securities</i>								
Corporate/government								
International Region - USD								
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD CUSIP 72201F516								
	1,306.470	9.70	0.00	12,672.75	13,751.93	-1,079.18	0.00	-1,079.18
Issue Date 29 Aug 08								
Total USD								
			0.00	12,672.75	13,751.93	-1,079.18	0.00	-1,079.18
Total International Region								
			0.00	12,672.75	13,751.93	-1,079.18	0.00	-1,079.18
United States - USD								
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533								
	32,479.200	10.68	0.00	346,877.85	346,434.82	443.03	0.00	443.03
Issue Date 25 Aug 08								
Total United States								
			0.00	346,877.85	346,434.82	443.03	0.00	443.03
Total United States								
			0.00	346,877.85	346,434.82	443.03	0.00	443.03
Total United States								
			0.00	407,242.18	404,814.15	2,428.03	0.00	2,428.03
Total United States								
			0.00	407,242.18	404,814.15	2,428.03	0.00	2,428.03

Northern Trust

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Account number 2319173

HEFNER FOUNDATION HUGH M D NFP

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities								
Total Corporate/Government								
39,964.210			0.00	419,914.93	418,666.08	1,348.86	0.00	1,348.86
Other bonds								
United States - USD								
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33839L506								
2,194,000		25 25	0.00	55,398.50	55,595.09	-196.59	0.00	-196.59
Issue Date 07 Dec 12								
Total USD								
			0.00	55,398.50	55,595.09	-196.59	0.00	-196.59
Total United States								
			0.00	55,398.50	55,595.09	-196.59	0.00	-196.59
Total Other Bonds								
2,194,000			0.00	55,398.50	55,595.09	-196.59	0.00	-196.59
Total Fixed Income Securities								
42,168.210			0.00	476,313.43	474,161.17	1,152.26	0.00	1,152.26
Real Estate								
Real estate funds								
Global Region - USD								
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475								
1,809,890		17 90	0.00	32,397.03	33,193.87	-796.84	0.00	-796.84
Total USD								
			0.00	32,397.03	33,193.87	-796.84	0.00	-796.84
Total Global Region								
			0.00	32,397.03	33,193.87	-796.84	0.00	-796.84
Total Real Estate Funds								
1,809,890			0.00	32,397.03	33,193.87	-796.84	0.00	-796.84

Northern Trust

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Foundation

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Account number 2319173

HEFNER FOUNDATION HUGH M D NFP, ☐

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Real Estate	1,809,890	0.00	0.00	32,397.03	33,193.87	-796.84	0.00	-796.84

Commodities

Commodities

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667

3,808,920	6.05	0.00	23,043.96	24,381.47	-1,337.51	0.00	-1,337.51
Total USD		0.00	23,043.96	24,381.47	-1,337.51	0.00	-1,337.51
Total United States		0.00	23,043.96	24,381.47	-1,337.51	0.00	-1,337.51
Total Commodities		0.00	23,043.96	24,381.47	-1,337.51	0.00	-1,337.51
3,808,920		0.00	23,043.96	24,381.47	-1,337.51	0.00	-1,337.51

Cash and Short Term Investments

Short term

USD - United States dollar

1.00	29,239.99	29,239.99	0.00	0.00	0.00
Total short term - all currencies	29,239.99	29,239.99	0.00	0.00	0.00
Total short term - all countries	29,239.99	29,239.99	0.00	0.00	0.00
Total Short Term	29,239.99	29,239.99	0.00	0.00	0.00

Northern Trust

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Foundation

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Account number 2319173

HEFNER FOUNDATION HUGH M D NFP, 1

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr. ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Cash and Short-Term Investments								
	29,239,990		0.30	29,239.99	29,239.99	0.00	0.00	0.00
Total	113,869,040		0.30	1,161,711.23	1,027,839.47	133,871.76	0.00	133,871.76

Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

IRS CIRCULAR 230 NOTICE To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see <http://www.northerntrust.com/circular230>

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Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

HUGH M. HEFNER FOUNDATION

36-6108843

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part 1 Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
114.	MFO DELAWARE VALUE FU	06/04/2013	10/29/2013	1,797.00	1,660.00			137.00
690.	MFO DELAWARE VALUE FU	06/04/2013	11/04/2013	10,902.00	10,046.00			856.00
62.	MFO DELAWARE VALUE FUN	06/04/2013	11/21/2013	1,001.00	903.00			98.00
67.	MFO DELAWARE VALUE FUN	12/24/2013	01/14/2014	1,085.00	1,028.00			57.00
27.	MFO DELAWARE VALUE FUN	06/04/2013	02/25/2014	435.00	393.00			42.00
56.	MFO DELAWARE VALUE FUN	06/04/2013	03/05/2014	914.00	815.00			99.00
30.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	07/16/2013	10/29/2013	1,053.00	983.00			70.00
141.	MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	07/16/2013	11/04/2013	4,897.00	4,619.00			278.00
19.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	07/16/2013	11/21/2013	657.00	622.00			35.00
20.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	12/24/2013	01/14/2014	674.00	674.00			
8.	MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES	07/16/2013	02/25/2014	278.00	262.00			16.00
32.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	07/16/2013	03/05/2014	1,115.00	1,048.00			67.00
37.	HARBOR FD CAP APPRECI	06/04/2013	10/29/2013	2,046.00	1,738.00			308.00
266.	HARBOR FD CAP APPRECI	06/04/2013	11/04/2013	14,590.00	12,497.00			2,093.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

Department of the Treasury
Internal Revenue Service

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

HUGH M. HEFNER FOUNDATION

36-6108843

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example. 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
17.	HARBOR FD CAP APPRECIA	06/04/2013	11/21/2013	942.00	799.00			143.00
11.	HARBOR FD CAP APPRECIA	12/17/2013	12/24/2013	620.00	600.00			20.00
19.	HARBOR FD CAP APPRECIA	12/17/2013	01/14/2014	1,080.00	960.00			120.00
8.	HARBOR FD CAP APPRECIAT	06/04/2013	02/25/2014	477.00	376.00			101.00
47.	HARBOR FD CAP APPRECIA	06/04/2013	03/05/2014	2,839.00	2,208.00			631.00
66.	MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU	07/16/2013	10/29/2013	801.00	735.00			66.00
74.	MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU	11/04/2013	11/21/2013	881.00	890.00			-9.00
5.	MFB NORTHERN MULTI MANA LISTEDINFRASTRUCTURE FU	11/04/2013	12/24/2013	60.00	60.00			
84.	MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU	11/04/2013	01/14/2014	1,011.00	1,011.00			
35.	MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU	11/04/2013	02/25/2014	439.00	421.00			18.00
281.	MFB NORTHERN MULTI MA LISTEDINFRASTRUCTURE FU	11/04/2013	03/05/2014	3,557.00	3,380.00			177.00
130.84	MFB NORTHN FDS MULT GLOBAL REALESTATE FD	05/03/2013	07/16/2013	2,465.00	2,676.00			-211.00
40.	MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	05/03/2013	10/29/2013	765.00	818.00			-53.00
48.	MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	11/04/2013	11/21/2013	892.00	937.00			-45.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

HUGH M. HEFNER FOUNDATION

36-6108843

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
89.	MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	07/24/2012	10/29/2013	2,222.00	2,250.00			-28.00
154.	MFC FLEXSHARES TR TR TARGET DURATION TIPS IN	07/24/2012	11/04/2013	3,838.00	3,893.00			-55.00
64.	MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	07/24/2012	11/21/2013	1,599.00	1,618.00			-19.00
34.	01102 MFC FLEXSHARES TR YR TARGET DURATION TIPS	07/24/2012	01/14/2014	847.00	860.00	W	13.00	
34.	98898 MFC FLEXSHARES TR YR TARGET DURATION TIPS	07/24/2012	01/14/2014	872.00	884.00			-12.00
28.	MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	01/14/2013	02/25/2014	700.00	713.00			-13.00
8.	MFC FLEXSHARES TR TR IB TARGET DURATION TIPS IN	01/14/2013	03/05/2014	200.00	204.00			-4.00
32.	MFB NORTHN MID CAP IND	03/05/2012	10/29/2013	543.00	412.00			131.00
31.	MFB NORTHN MID CAP IND	03/05/2012	11/21/2013	529.00	400.00			129.00
18.	MFB NORTHN MID CAP IND	03/05/2012	12/24/2013	302.00	232.00			70.00
35.	MFB NORTHN MID CAP IND	03/05/2012	01/14/2014	593.00	451.00			142.00
15.	MFB NORTHN MID CAP IND	03/05/2012	02/25/2014	257.00	193.00			64.00
105.	MFB NORTHN MID CAP IN	03/05/2012	03/05/2014	1,834.00	1,353.00			481.00
242.	MFB NORTHN INTL EQTY	03/05/2012	10/29/2013	2,998.00	2,396.00			602.00
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)

Social security number or taxpayer identification number

HUGH M. HEFNER FOUNDATION

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

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(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
212.	MFB NORTHN INTL EQTY	03/05/2012	11/21/2013	2,605.00	2,099.00			506.00
237.	MFB NORTHN INTL EQTY	03/05/2012	01/14/2014	2,915.00	2,346.00			569.00
96.	MFB NORTHN INTL EQTY I	03/05/2012	02/25/2014	1,195.00	950.00			245.00
986.16	MFB NORTHN FDS MULT GLOBAL REALSTATE FD	05/08/2012	07/16/2013	18,579.00	13,430.00			5,149.00
84.1	MFB NORTHN FDS MULTI- GLOBAL REALSTATE FD	12/19/2012	12/24/2013	1,360.00	1,516.00			-156.00
22.	MFB NORTHN FDS MULTI-M GLOBAL REALSTATE FD	01/14/2013	02/25/2014	368.00	409.00	W	41.00	
153.	MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	05/08/2012	10/29/2013	3,019.00	2,727.00			292.00
906.	MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	12/30/2011	11/04/2013	17,676.00	14,985.00			2,691.00
92.	MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	11/08/2012	11/21/2013	1,761.00	1,656.00			105.00
100.	MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	11/08/2012	01/14/2014	1,865.00	1,800.00			65.00
41.	MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	01/14/2013	02/25/2014	749.00	803.00			-54.00
161.	MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	01/14/2013	03/05/2014	2,958.00	3,154.00			-196.00
1019.	MFB NORTHERN FUNDS B	11/07/2011	10/29/2013	10,791.00	11,178.00			-387.00
935.	MFB NORTHERN FUNDS BD	11/08/2012	11/21/2013	9,818.00	10,316.00			-498.00

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HUGH M. HEFNER FOUNDATION

36-6108843

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	528.64611 MFB NORTHERN FUN FD	12/19/2012	01/14/2014	5,540.00	5,783.00			-243.00
	498.35389 MFB NORTHERN FUN FD	03/05/2012	01/14/2014	5,223.00	5,461.00	W	238.00	
	414. MFB NORTHERN FUNDS BD	12/19/2012	02/25/2014	4,372.00	4,521.00			-149.00
	82. MFB NORTHERN FUNDS BD	12/30/2011	03/05/2014	866.00	895.00			-29.00
	216. MFB NORTHN MULTI-MANA EQTY FD FD	05/08/2012	10/29/2013	2,359.00	1,892.00			467.00
	194. MFB NORTHN MULTI-MANA EQTY FD FD	05/08/2012	11/21/2013	2,099.00	1,645.00			454.00
	217. MFB NORTHN MULTI-MANA EQTY FD FD	12/30/2011	01/14/2014	2,359.00	1,795.00			564.00
	88. MFB NORTHN MULTI-MANAG FD FD	12/30/2011	02/25/2014	958.00	728.00			230.00
	69. MFB NORTHN MULTIMGR SM	06/30/2011	10/29/2013	903.00	755.00			148.00
	1367. MFB NORTHN MULTIMGR	12/30/2011	11/04/2013	17,730.00	13,413.00			4,317.00
	17. MFB NORTHN MULTIMGR SM	09/23/2011	11/21/2013	223.00	149.00			74.00
	104. MFB NORTHN MULTIMGR S	12/19/2012	12/24/2013	1,191.00	951.00			240.00
	19. MFB NORTHN MULTIMGR SM	09/23/2011	01/14/2014	217.00	166.00			51.00
	21. MFB NORTHN MULTIMGR MI	12/30/2011	10/29/2013	326.00	229.00			97.00

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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17.	MFB NORTHN MULTIMGR MI	11/08/2012	11/21/2013	265.00	196.00			69.00
103.	MFB NORTHN MULTIMGR M	12/19/2012	12/24/2013	1,406.00	1,149.00			257.00
20.	MFB NORTHN MULTIMGR MI	12/30/2011	01/14/2014	273.00	218.00			55.00
133.	MFB NORTHN FUNDS EMER EQTY EQTY INDEX FD	04/03/2012	10/29/2013	1,575.00	1,584.00			-9.00
629.	MFB NORTHN FUNDS EMER EQTY EQTY INDEX FD	03/05/2012	11/04/2013	7,372.00	7,485.00			-113.00
85.	MFB NORTHN FUNDS EMERG EQTY EQTY INDEX FD	03/05/2012	11/21/2013	978.00	1,012.00			-34.00
44.	88172 MFB NORTHN FUNDS MKTS EQTY EQTY INDEX FD	03/05/2012	01/14/2014	492.00	534.00	W	42.00	
48.	11828 MFB NORTHN FUNDS MKTS EQTY EQTY INDEX FD	03/05/2012	01/14/2014	528.00	573.00			-45.00
37.	MFB NORTHN FUNDS EMERG EQTY EQTY INDEX FD	01/14/2013	02/25/2014	396.00	447.00			-51.00
132.	MFB NORTHN FUNDS EMER EQTY EQTY INDEX FD	01/14/2013	03/05/2014	1,422.00	1,595.00			-173.00
73.	MFB NORTHN FDS SMALL C	03/05/2012	10/29/2013	901.00	647.00			254.00
1424.	MFB NORTHN FDS SMALL FD	03/05/2012	11/04/2013	17,373.00	12,617.00			4,756.00
19.	MFB NORTHN FDS SMALL C	03/05/2012	11/21/2013	234.00	168.00			66.00
17.	MFB NORTHN FDS SMALL C	03/05/2012	12/24/2013	208.00	151.00			57.00

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20.	MFB NORTHN FDS SMALL C	03/05/2012	01/14/2014	245.00	177.00			68.00
107.	MFB NORTHN FDS SMALL	03/05/2012	03/05/2014	1,360.00	948.00			412.00
275.	MFB NORTHERN FDS STK	12/30/2011	10/29/2013	6,053.00	4,285.00			1,768.00
1850.	MFB NORTHERN FDS STK	12/30/2011	11/04/2013	40,645.00	28,780.00			11,865.00
164.	MFB NORTHERN FDS STK	05/19/2010	11/21/2013	3,667.00	2,268.00			1,399.00
178.	MFB NORTHERN FDS STK	05/19/2010	01/14/2014	4,051.00	2,462.00			1,589.00
72.	MFB NORTHERN FDS STK I	05/19/2010	02/25/2014	1,648.00	996.00			652.00
214.	MFB NORTHERN FDS STK	05/19/2010	03/05/2014	4,978.00	2,960.00			2,018.00
235.	PIMCO FDS PAC INVT MG YIELD FD INSTL CL	03/05/2012	10/29/2013	2,263.00	2,193.00			70.00
196.	PIMCO FDS PAC INVT MG YIELD FD INSTL CL	03/05/2012	11/21/2013	1,880.00	1,829.00			51.00
213.	PIMCO FDS PAC INVT MG YIELD FD INSTL CL	03/05/2012	01/14/2014	2,055.00	1,987.00			68.00
86.	PIMCO FDS PAC INVT MGM YIELD FD INSTL CL	01/14/2013	02/25/2014	837.00	826.00			11.00
586.	PIMCO FDS PAC INVT MG YIELD FD INSTL CL	03/05/2012	03/05/2014	5,714.00	5,467.00			247.00
3008.41	PIMCO COMMODITY RE STRATEGY FUND	05/08/2012	07/16/2013	17,419.00	20,150.00			-2,731.00

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