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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>THE H.B.B. FOUNDATION</b>		A Employer identification number <b>36-6104969</b>
Number and street (or P O box number if mail is not delivered to street address) <b>75 EXECUTIVE DRIVE, SUITE 459</b>	Room/suite	B Telephone number <b>630-560-4092</b>
City or town, state or province, country, and ZIP or foreign postal code <b>AURORA, IL 60504</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>17,143,481.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	308,065.	308,065.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	661,838.			
	b Gross sales price for all assets on line 6a	4,878,040.			
	7 Capital gain net income (from Part IV, line 2)		661,838.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	17,512.	14,400.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,897,381.	984,303.			
Operating and Administrative Expenses	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	10,650.	5,325.	5,325.
	c Other professional fees	STMT 4	74,950.	74,950.	0.
	17 Interest				
	18 Taxes	STMT 5	63,500.	10,860.	0.
	19 Depreciation and depletion				
	20 Occupancy		12,297.	6,148.	6,149.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	46,975.	23,468.	23,507.
	24 Total operating and administrative expenses. Add lines 13 through 23		208,372.	120,751.	34,981.
	25 Contributions, gifts, grants paid		766,000.		766,000.
26 Total expenses and disbursements. Add lines 24 and 25		974,372.	120,751.	800,981.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		923,009.			
b Net investment income (if negative, enter -0-)			863,552.		
c Adjusted net income (if negative, enter -0-)			N/A		

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11-24-14

LHA For Paperwork Reduction Act Notice, see instructions

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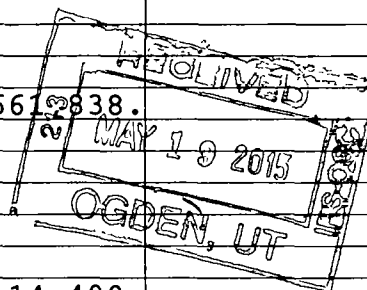
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11050505 099375 027-00517100

2014.03040 THE H.B.B. FOUNDATION

027-0JB1

SCANNED MAY 21 2015



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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
Assets	1	Cash - non-interest-bearing		930,352.	391,954.	391,954.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	10,335,924.	11,432,000.	12,567,160.
	c	Investments - corporate bonds	STMT 8	3,806,306.	4,169,996.	4,112,991.
	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 I)		15,143,958.	16,065,326.	17,143,481.	
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		15,143,958.	16,065,326.	
	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		15,143,958.	16,065,326.		
31	Total liabilities and net assets/fund balances		15,143,958.	16,065,326.		

## 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	15,143,958.
2	Enter amount from Part I, line 27a	2	923,009.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,066,967.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,641.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,065,326.

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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 SEE ATTACHED STATEMENT				
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 4,878,040.		4,216,202.	661,838.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			661,838.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	661,838.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

**Part 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))
2013	662,176.	15,029,321.	.044059
2012	2,570,441.	14,263,505.	.180211
2011	1,912,868.	15,266,746.	.125296
2010	691,131.	14,450,279.	.047828
2009	652,526.	12,442,955.	.052441

2 Total of line 1, column (d)	2	.449835
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	.089967
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,648,117.
5 Multiply line 4 by line 3	5	1,497,781.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,636.
7 Add lines 5 and 6	7	1,506,417.
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	800,981.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,271.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,271.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	17,271.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	30,520.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	30,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	18.	
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	13,231.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11	13,231. Refunded	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ 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.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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 2014 or the taxable year beginning in 2014 (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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MR. MARK STEPHENITCH</u> Telephone no. ► <u>312-661-7055</u> Located at ► <u>75 EXECUTIVE DRIVE, SUITE 459, AURORA, IL</u> ZIP+4 ► <u>60504</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 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 2014.) <u>N/A</u>	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 2014?	4b	X

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**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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK STEPHENITCH	TREASURER/SECRETARY			
75 EXECUTIVE DRIVE, SUITE 459				
AURORA, IL 60504	0.00	0.	0.	0.
ELIZABETH KIRKPATRICK	VICE PRESIDENT			
75 EXECUTIVE DRIVE, SUITE 459				
AURORA, IL 60504	0.00	0.	0.	0.
TAYLOR KIRKPATRICK	PRESIDENT			
75 EXECUTIVE DRIVE, SUITE 459				
AURORA, IL 60504	0.00	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

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**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

<b>Total</b> number of others receiving over \$50,000 for professional services	0
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
	All other program-related investments See instructions	
3		
Total. Add lines 1 through 3		0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	16,201,672.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	628,594.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	71,376.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	16,901,642.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	16,901,642.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	253,525.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	16,648,117.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	832,406.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	832,406.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	17,271.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	17,271.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	815,135.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	815,135.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	815,135.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	800,981.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	800,981.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	800,981.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2014)

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

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				815,135.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				1,155,865.
<b>d</b> From 2012				1,874,106.
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	3,029,971.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$ 800,981.				
<b>a</b> Applied to 2013, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				800,981.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	14,154.			14,154.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,015,817.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,015,817.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				1,141,711.
<b>c</b> Excess from 2012				1,874,106.
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

**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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ADLER PLANETARIUM & ASTRONOMY MUSEUM 1300 S LAKE SHORE DRIVE CHICAGO, IL 60605		PUBLIC CHAR.	EDUCATION	5,000.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318		PUBLIC CHAR.	FOOD BANK	1,000.
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY, NW ATLANTA, GA 30327		PUBLIC CHAR.	EDUCATION	2,000.
BOSTON ARTS, ACADEMY FOUNDATION 174 IPSWICH ST BOSTON, MA 02215		PUBLIC CHAR.	EDUCATION	100,000.
CHALLENGE FOUNDATION 4545 SOUTH UNIVERSITY AVENUE ENGLEWOOD, CO 80113		PUBLIC CHAR.	EDUCATIONAL SUPPORT	20,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>766,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14			
4 Dividends and interest from securities			14	308,065.		
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			15	14,400.		
8 Gain or (loss) from sales of assets other than inventory			18	661,838.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a CAPITAL GUARDIAN NON						
b TAXABLE DIV			01	3,112.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		0.		987,415.		0.
13 Total Add line 12, columns (b), (d), and (e)						
(See worksheet in line 13 instructions to verify calculations.)						13 987,415.

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]

<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/7/15

► **TREASURER**

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PTIN

CATHERINE M. KANE

Preparer's signature  
Catherine Kane

Date 5/6/15

P00404366

Firm's name ► **CLIFTONLARSONALLEN LLP**

Firm's EIN ► 41-0746749

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

Phone no. (630) 573-8600

Form **990-PF** (2014)

**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

**2014**

Name of the organization

Employer identification number

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

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)**

Name of organization

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>ELIZABETH BABSON TIEKEN CHARITABLE LEAD TRUST</b>  <b>400 N. MICHIGAN AVE</b>  <b>CHICAGO, IL 60611</b>	<b>\$ 909,966.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization

Employer identification number

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

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

Name of organization	Employer identification number
THE H.B.B. FOUNDATION	36-6104969

**Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ► \$

Use duplicate copies of Part III if additional space is needed

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

THE H.B.B. FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GUARDIAN TRUST CO #70-698800	P	01/01/14	12/31/14
b	CAPITAL GUARDIAN TRUST CO #70-698800	P	01/01/14	12/31/14
c	BESSEMER TRUST #8M6422	P	01/01/14	12/31/14
d	BESSEMER TRUST #8M6422	P	01/01/14	12/31/14
e	BESSEMER TRUST #8M6435	P	01/01/14	12/31/14
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
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 235,242.		265,443.	-30,201.
b 1,612,497.		1,142,203.	470,294.
c 1,028,980.		1,047,654.	-18,674.
d 27,722.		25,327.	2,395.
e 1,740,300.		1,735,575.	4,725.
f 233,299.			233,299.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-30,201.
b			470,294.
c			-18,674.
d			2,395.
e			4,725.
f			233,299.
g			
h			
i			
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	661,838.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHATTAHOOCHEE RIVERKEEPER 35 SOUTH LAFAYETTE SQUARE LAGRANGE, GA 30240		PUBLIC CHAR.	ENVIRONMENTAL STABILITY	10,000.
CHICAGO HISTORICAL SOCIETY CLARK STREET AT NORTH AVENUE CHICAGO, IL 60614-6099		PUBLIC CHAR.	COMMUNITY	10,000.
CHICAGO SYMPHONY ORCHESTRA 220 S. MICHIGAN AVENUE CHICAGO, IL 60604-2559		PUBLIC CHAR.	COMMUNITY	10,000.
CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E. 16TH AVENUE, BOX 045 AURORA, CO 80045		PUBLIC CHAR.	HEALTH SERVICES	10,000.
CHILDREN'S MEMORIAL FOUNDATION 2300 CHILDREN'S PLAZA, NO. 4 CHICAGO, IL 60614-3394		PUBLIC CHAR.	HEALTH SERVICES	10,000.
COLORADO MOUNTAIN COLLEGE 1402 BLAKE AVENUE GLENWOOD SPRINGS, CO 81601		PUBLIC CHAR.	EDUCATION	10,000.
COMPASSION AND CHOICES PO BOX 101810 DENVER, CO 80250		PUBLIC CHAR.	HEALTH SERVICES	20,000.
COURAGEOUS SAILING CENTER ONE FIRST AVENUE BOSTON, MA 02129		PUBLIC CHAR.	EDUCATION	1,000.
DENISON UNIVERSITY 100 W. COLLEGE ST. GRANVILLE, OH 43023		PUBLIC CHAR.	EDUCATION	1,000.
DENVER PUBLIC LIBRARY FRIENDS FOUNDATION 10 W 14TH AVENUE PARKWAY DENVER, CO 80204		PUBLIC CHAR.	LIBRARY	2,500.
<b>Total from continuation sheets</b>				<b>638,000.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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	15,000.
ELEANOR ROOSEVELT INSTITUTE SEELEY G MUDD SCIENCE BLDG #103, 2101 E WESLEY AVE DENVER, CO 80208-6600		PUBLIC CHAR.	EDUCATION	20,000.
ESCUELA DE GUADALUPE 3401 PECOS DENVER, CO 80211		PUBLIC CHAR.	EDUCATION	50,000.
FRESH START NEW BEGINNING 2965 DULUTH HIGHWAY 120 DULUTH, GA 30096		PUBLIC CHAR.	CHURCH	10,000.
FRIENDS OF MAN 5594 S PRINCE STREET LITTLETON, CO 80120-1126		PUBLIC CHAR.	SOCIAL SERVICES	10,000.
GRALAND COUNTRY DAY SCHOOL 55 CLERMONT STREET DENVER, CO 80220		PUBLIC CHAR.	EDUCATION	5,000.
GREENHOUSE SCHOLARS 1881 9TH STREET #200 BOULDER, CO 80302		PUBLIC CHAR.	EDUCATIONAL SUPPORT	15,000.
HABITAT FOR HUMANITY OF METRO DENVER 3245 ELIOT STREET DENVER, CO 80211		PUBLIC CHAR.	ENVIRONMENTAL SUSTAINABILITY	22,500.
HANDS ON ATLANTA 600 MEANS STREET NW #100 ATLANTA, GA 30318		PUBLIC CHAR.	HUMAN SERVICES	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIGH COUNTRY NEWS 119 GRAND AVENUE PO BOX 1090 PAONIA, CO 81428		PUBLIC CHAR.	COMMUNITY	25,000.
HISTORY COLORADO 1200 BROADWAY DENVER, CO 80203		PUBLIC CHAR.	COMMUNITY	10,000.
INVEST IN KIDS 1775 SHERMAN STREET #2075 DENVER, CO 80203		PUBLIC CHAR.	COMMUNITY	15,000.
JOHN G. SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO, IL 60605		PUBLIC CHAR.	CONSERVATION/EDUCATION	10,000.
LINCOLN PARK ZOO 2001 N CLARK STREET CHICAGO, IL 60614		PUBLIC CHAR.	CONSERVATION/EDUCATION	10,000.
LYRIC OPERA OF CHICAGO 20 N WACKER DRIVE, SUITE 860 CHICAGO, IL 60606		PUBLIC CHAR.	ARTS	10,000.
MARION DOWNS HEARING CENTER FOUNDATION 4280 HALE PARKWAY DENVER, CO 80220		PUBLIC CHAR.	HEALTH SERVICES	10,000.
METRO CARERING 1100 E 18TH AVE DENVER, CO 80203		PUBLIC CHAR.	COMMUNITY	15,000.
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	25,000.
<b>Total from continuation sheets</b>				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER, CO 80207		PUBLIC CHAR.	HEALTH SERVICES	25,000.
REHABILITATION INSTITUTE OF CHICAGO 345 E SUPERIOR STREET CHICAGO, IL 60611-2654		PUBLIC CHAR.	HEALTH SERVICES	25,000.
ROCKY MOUNTAIN CHILDREN'S HEALTH FOUNDATION 2055 HIGH ST STE 240 DENVER, CO 80205		PUBLIC CHAR.	HEALTH SERVICES	10,000.
ROCKY MOUNTAIN MICROFINANCE INSTITUTE 1441 18TH SREET DENVER, CO 80202		PUBLIC CHAR.	COMMUNITY	5,000.
ST. ELIZABETH'S SCHOOL 2350 GAYLORD ST DENVER, CO 80205		PUBLIC CHAR.	EDUCATION	25,000.
STEAMBOAT ADAPTIVE RECREATION SPORTS - (STARS) 2200 VILLAGE INN CT STEAMBOAT SPRINGS, CO 80487		PUBLIC CHAR.	COMMUNITY	15,000.
THE TAFT SCHOOL ALUMNI OFFICE 110 WOODBURY ROAD WATERTOWN, CT 606795		PUBLIC CHAR.	EDUCATION	5,000.
THE ALLIANCE THEATRE/ROBERT W. WOODRUFF ARTS CENTER 1280 PEACHTREE STREET NE ATLANTA, GA 30309		PUBLIC CHAR.	COMMUNITY	10,000.
THE ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVENUE CHICAGO, IL 60603-6404		PUBLIC CHAR.	ARTS	25,000.
THE LOVETT SCHOOL 4075 PACES FERRY ROAD NW ATLANTA, GA		PUBLIC CHAR.	EDUCATION	5,000.
<b>Total from continuation sheets</b>				

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

**Total from continuation sheets**



FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST #8H6643 INTEREST	8.	0.	8.	8.	
BESSEMER TRUST #8M6422 CAPITAL GAIN DISTRIBUTIONS	204,686.	204,686.	0.	0.	
BESSEMER TRUST #8M6422 DIVIDENDS	139,536.	0.	139,536.	139,536.	
BESSEMER TRUST #8M6422 INTEREST INCOME	4.	0.	4.	4.	
BESSEMER TRUST #8M6435 ACCRUED INT PAID	-3,002.	0.	-3,002.	-3,002.	
BESSEMER TRUST #8M6435 BOND PREMIUM	-3,639.	0.	-3,639.	-3,639.	
BESSEMER TRUST #8M6435 INTEREST	14,559.	0.	14,559.	14,559.	
BESSEMER TRUST #8M6435 OID	494.	0.	494.	494.	
BESSEMER TRUST #8M6435 U.S. GOVT ACCRUED INT PAID	-1,762.	0.	-1,762.	-1,762.	
BESSEMER TRUST #8M6435 U.S. GOVT BOND PREMIUM	-5,366.	0.	-5,366.	-5,366.	
BESSEMER TRUST #8M6435 U.S. GOVT INTEREST	17,922.	0.	17,922.	17,922.	
CAP GUARDIAN CAPITAL GAIN DISTRIBUTIONS	28,613.	28,613.	0.	0.	
CAP GUARDIAN STOCK DIVIDENDS	149,311.	0.	149,311.	149,311.	
TO PART I, LINE 4	541,364.	233,299.	308,065.	308,065.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
COAL ROYALTIES	14,400.	14,400.		
CAPITAL GUARDIAN NON TAXABLE DIV	3,112.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	17,512.	14,400.		

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	10,650.	5,325.		5,325.
TO FORM 990-PF, PG 1, LN 16B	10,650.	5,325.		5,325.

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 - CAP GUARDIAN	51,978.	51,978.		0.
INVESTMENT MANAGEMENT FEES - BESSEMER	22,972.	22,972.		0.
TO FORM 990-PF, PG 1, LN 16C	74,950.	74,950.		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	10,714.	10,714.			0.
REAL ESTATE TAXES MINERAL RIGHTS	146.	146.			0.
FEDERAL TAXES	52,640.	0.			0.
TO FORM 990-PF, PG 1, LN 18	63,500.	10,860.			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	46,935.	23,468.			23,467.
OTHER EXPENSE	40.	0.			40.
TO FORM 990-PF, PG 1, LN 23	46,975.	23,468.			23,507.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CAPITAL GUARDIAN STOCK	3,033,603.	4,366,408.		
CAPITAL GUARDIAN EMERGING MARKETS	903,180.	695,367.		
BESSEMER CORPORATE STOCK	7,180,026.	7,225,716.		
BESSEMER REAL RETURN FUND	315,191.	279,669.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,432,000.	12,567,160.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CAPITAL GUARDIAN CORPORATE BONDS	2,288,599.	2,234,270.	
BESSEMER SWEEP PROGRAM	196,859.	196,859.	
BESSEMER UG GOVT BONDS	898,566.	899,203.	
BESSEMER CORPORATE BONDS	664,538.	661,575.	
BESSEMER INT'L CORP BONDS	121,434.	121,084.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,169,996.	4,112,991.	

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.

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Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE IMPROVEMENT	01/01/97	200DB	7.00	HY	17	14,162.				14,162.	14,162.		0.	14,162.
	* TOTAL 990-PF PG 1 DEPR						14,162.				14,162.	14,162.		0.	14,162.