

EXTENDED TO NOVEMBER 15, 2018

## 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.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

THE H.B.B. FOUNDATION

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

P.O. BOX 563

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

DEKALB, IL 60115

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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)

\$ 16,509,099.

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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received	75,829.		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	333,691.	333,691.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	563,114.			
b	Gross sales price for all assets on line 6a	10,545,625.			
7	Capital gain net income (from Part IV, line 2)		563,114.		
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	15,585.	15,585.		STATEMENT 2
12	Total. Add lines 1 through 11	988,219.	912,390.		
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	11,175.	5,588.	5,587.
c	Other professional fees	STMT 4	94,623.	94,623.	0.
17	Interest		3,610.	3,610.	0.
18	Taxes	STMT 5	38,467.	2,415.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	35,694.	17,848.	17,846.
24	Total operating and administrative expenses. Add lines 13 through 23		183,569.	124,084.	23,433.
25	Contributions, gifts, grants paid		3,365,000.		3,365,000.
26	Total expenses and disbursements. Add lines 24 and 25		3,548,569.	124,084.	3,388,433.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		-2,560,350.		
b	Net investment income (if negative, enter -0-)			788,306.	
c	Adjusted net income (if negative, enter -0-)			N/A	

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	292,899.	228,797.	228,797.
	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 8	13,993,062.	11,933,753.	13,413,056.
	c Investments - corporate bonds STMT 9	3,260,130.	2,823,191.	2,795,870.
	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 10 ▶ 14,162.				
15 Other assets (describe ▶ STATEMENT 11)	610.	0.	0.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,618,077.	15,057,117.	16,509,099.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31.</b>			
	24 Unrestricted	17,618,077.	15,057,117.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 <b>Total net assets or fund balances</b>	17,618,077.	15,057,117.		
31 <b>Total liabilities and net assets/fund balances</b>	17,618,077.	15,057,117.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,618,077.
2 Enter amount from Part I, line 27a	2	-2,560,350.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,057,727.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	610.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,057,117.

Form 990-PF (2017)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENTS				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 10,545,625.		9,982,511.	563,114.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			563,114.

<b>2</b> Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		2	563,114.
<b>3</b> 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 doesn't 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))
2016	855,197.	16,993,115.	.050326
2015	937,843.	16,883,564.	.055548
2014	800,981.	16,648,117.	.048112
2013	662,176.	15,029,321.	.044059
2012	2,570,441.	14,263,505.	.180211

<b>2</b> Total of line 1, column (d)	2	.378256
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.075651
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	16,913,920.
<b>5</b> Multiply line 4 by line 3	5	1,279,555.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	7,883.
<b>7</b> Add lines 5 and 6	7	1,287,438.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	3,388,433.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	7,883.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	7,883.
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	7,883.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 22,489.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments. Add lines 6a through 6d		7	22,489.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0.
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	14,606.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 14,606. Refunded <input checked="" type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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. <u>IL</u>		
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 2017 or the tax year beginning in 2017? See the 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

N/A

Form 990-PF (2017)

**Part VII-A** Statements Regarding Activities (continued)

	Yes	No
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		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 <b>SEE STATEMENT 12</b>	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	X	
14 The books are in care of ► <b>MR. MARK STEPHENITCH</b> Telephone no. ► <b>630-560-4092</b> Located at ► <b>P.O. BOX 563, 7985 KESLINGER ROAD, DEKALB, IL</b> ZIP+4 ► <b>60115</b>		
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 ► <b>15</b> <b>N/A</b>		
16 At any time during calendar year 2017, 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. If "Yes," enter the name of the foreign country ►		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 N/A ► <input type="checkbox"/>		
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2017 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 2017.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		X

Form 990-PF (2017)

**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

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?

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

6b

X

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, and 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 P.O. BOX 563 DEKALB, IL 60115	TREASURER / SECRETARY 2.00	0.	0.	0.
ELIZABETH KIRKPATRICK P.O. BOX 563 DEKALB, IL 60115	VICE PRESIDENT 0.50	0.	0.	0.
TAYLOR KIRKPATRICK P.O. BOX 563 DEKALB, IL 60115	PRESIDENT 2.00	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

Form 990-PF (2017)

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Form 990-PF (2017)

**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>	16,788,902.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	311,215.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	71,375.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	17,171,492.
<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>	17,171,492.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	257,572.
<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>	16,913,920.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	845,696.

**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>	845,696.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	7,883.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,883.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	837,813.
<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>	837,813.
<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>	837,813.

**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>	3,388,433.
<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>	3,388,433.
<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>	7,883.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,380,550.

**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 (2017)



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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				837,813.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,874,106.			
b From 2013				
c From 2014				
d From 2015	102,072.			
e From 2016	28,117.			
f Total of lines 3a through e	2,004,295.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$	3,388,433.			
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				837,813.
e Remaining amount distributed out of corpus	2,550,620.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,554,915.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 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.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	1,874,106.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,680,809.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015	102,072.			
d Excess from 2016	28,117.			
e Excess from 2017	2,550,620.			

**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 2017, enter the date of the ruling

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ATLANTA FAMILIES AWARDS FOR EXCELLENCE IN EDUCATION INC. 1266 W. PACES FERRY ROAD ATLANTA, GA 30327		PC	EDUCATION	5,000.
CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E. 16TH AVENUE, BOX 045 AURORA, CO 80045		PC	HEALTH SERVICES	10,000.
COLORADO MOUNTAIN COLLEGE FOUNDATION P.O. BOX 1763 GLENWOOD SPRINGS, CO 81602		PC	EDUCATION	20,000.
DEKALB AREA AGRICULTURAL HERITAGE ASSOCIATION, INC. 111 S. SECOND STREET DEKALB, IL 60115		PC	EDUCATION	10,000.
DENVER YOUNG ARTIST'S ORCHESTRA 1385 S. COLORADO BLVD, #A-722 DENVER, CO 80222		PC	ARTS	25,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3,365,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



## Part XVII

## Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

8/9/18  
Date

**TREASURER**  
Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

---

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PT1N
------

CATHERINE M. KANE

Preparer's signature  
Catherine Kang

07/26/18

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

## 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	ARROWPOINT	P	VARIOUS	12/31/17
b	ARROWPOINT	P	VARIOUS	12/31/17
c	LAZARUS	P	VARIOUS	12/31/17
d	LAZARUS	P	VARIOUS	12/31/17
e	BESSEMER #8M6435 - PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/17
f	BESSEMER #8M6435 - PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/17
g	BESSEMER #8H6643 - PUBLICLY TRADED SECURITIES	P	VARIOUS	10/10/17
h	BESSEMER #8H6422 - PUBLICLY TRADED SECURITIES PUBL	P	VARIOUS	12/31/17
i	BESSEMER #8H6422 - PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/17
j	BESSEMER #8H6422 - LIQUIDATION DIST.	P	VARIOUS	12/31/17
k	VANGUARD SHORT TERM	P	07/28/16	04/17/17
l	PIMCO BONDS	P	04/19/17	10/24/17
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		1.	-1.
b		2,044.	-2,044.
c	4,012.		4,012.
d		4,448.	-4,448.
e	1,454,015.	1,467,060.	-13,045.
f	829,052.	834,107.	-5,055.
g	47.		47.
h	1,237,985.	1,213,380.	24,605.
i	4,133,296.	3,912,654.	220,642.
j	1,456.		1,456.
k	1,266,377.	1,282,728.	-16,351.
l	1,268,635.	1,266,089.	2,546.
m	350,750.		350,750.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1.
b			-2,044.
c			4,012.
d			-4,448.
e			-13,045.
f			-5,055.
g			47.
h			24,605.
i			220,642.
j			1,456.
k			-16,351.
l			2,546.
m			350,750.
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	563,114.
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
DUMB FRIENDS LEAGUE 2080 S QUEBEC STREET DENVER, CO 80231-3298		PC	COMMUNITY	500,000.
ELEANOR ROOSEVELT INSTITUTE SEELEY G MUDD SCIENCE BLDG #103, 2101 E WESLEY AVE DENVER, CO 80208-6600		PC	EDUCATION	10,000.
FRESH START NEW BEGINNING 4400 NORTH SCOTTSDALE ROAD SCOTTSDALE, AZ 85251		PC	COMMUNITY	200,000.
FRIENDS OF MAN 5594 S PRINCE STREET LITTLETON, CO 80120-1126		PC	SOCIAL SERVICES	15,000.
GRALAND COUNTRY DAY SCHOOL 55 CLERMONT STREET DENVER, CO 80220		PC	EDUCATION	25,000.
GREENHOUSE SCHOLARS 1881 9TH STREET #200 BOULDER, CO 80302		PC	EDUCATIONAL SUPPORT	15,000.
HABITAT FOR HUMANITY OF METRO DENVER 3245 ELIOT STREET DENVER, CO 80211		PC	COMMUNITY	30,000.
HIGH COUNTRY NEWS 119 GRAND AVENUE PO BOX 1090 PAONIA, CO 81428		PC	COMMUNITY	30,000.
ILLINOIS 4-H FOUNDATION 801 N COUNTRY FAIR DRIVE, SUITE E CHAMPAIGN, IL 61821		PC	EDUCATION	5,000.
ILLINOIS FOUNDATION FUTURE FARMERS OF AMERICA INC 3221 NORTHFIELD DRIVE SPRINGFIELD, IL 62702		PC	COMMUNITY	5,000.
<b>Total from continuation sheets</b>				<b>3,295,000.</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
INTEGRATED COMMUNITY P.O. BOX 880587 STEAMBOAT SPRINGS, CO 80488		PC	COMMUNITY	250,000.
INVEST IN KIDS 1775 SHERMAN STREET #2075 DENVER, CO 80203		PC	COMMUNITY	10,000.
MARION DOWNS HEARING CENTER FOUNDATION 4280 HALE PARKWAY DENVER, CO 80220		PC	HEALTH SERVICES	15,000.
METRO CARING 1100 E 18TH AVE DENVER, CO 80203		PC	COMMUNITY	10,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER, CO 80207		PC	HEALTH SERVICES	25,000.
ROCKY MOUNTAIN CHILDREN'S HEALTH FOUNDATION 5394 MARSHALL STREET, SUITE 400 ARVADA, CO 80002		PC	HEALTH SERVICES	20,000.
ROCKY MOUNTAIN PUBLIC MEDIA 21089 BANNOCK STREET DENVER, CO 80204		PC	COMMUNITY	25,000.
ST. ELIZABETH'S SCHOOL 2350 GAYLORD ST DENVER, CO 80205		PC	EDUCATION	15,000.
STEAMBOAT ADAPTIVE RECREATION SPORTS - (STARS) 2200 VILLAGE INN CT STEAMBOAT SPRINGS, CO 80487		PC	COMMUNITY	10,000.
SWALLOW HILL MUSIC ASSOCIATION 71 E. YALE AVENUE DENVER, CO 80210		PC	ARTS	5,000.
Total from continuation sheets				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE JOSHUA SCHOOL 2303 E. DARTMOUTH AVENUE ENGLEWOOD, CO 80113		PC	EDUCATION	15,000.
THE LOVETT SCHOOL 4075 PACES FERRY ROAD NW ATLANTA, GA 30327		PC	EDUCATION	10,000.
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 606795		PC	EDUCATION	10,000.
THERAVADA BUDDHA SASANA NUGGAHA - TDSM 32500 LOFTON AVENUE CHISAGO CITY, MN 55013		PC	COMMUNITY	20,000.
UNIVERSITY OF DENVER 2190 E. ASBURY AVENUE DENVER, CO 80208		PC	EDUCATION	10,000.
WORLD PULSE 1006 SOUTHEAST GRAND AVENUE, SUITE 200 PORTLAND, OR 97214		PC	COMMUNITY	10,000.
FIDELITY CHARITABLE GIFT FUND 100 CROSBY PARKWAY COVINGTON, KY 41015		PC	COMMUNITY	2,000,000.
<b>Total from continuation sheets</b>				

**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Name of the organization

THE H.B.B. FOUNDATION

Employer identification number

36-6104969

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political 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, 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2017)

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
1	ELIZABETH BABSON TIEKEN CHARITABLE LEAD TRUST  P.O. BOX 563  DEKALB, IL 60115	\$ 75,829.	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

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	
ARROWPOINT DIVIDENDS	1,313.	0.	1,313.	1,313.		
ARROWPOINT INTEREST	54,692.	0.	54,692.	54,692.		
BESSEMER TRUST #8H6643 INTEREST	24.	0.	24.	24.		
BESSEMER TRUST #8M6422 CAP GAIN DISTRIB.	350,646.	350,646.	0.	0.		
BESSEMER TRUST #8M6422 DIVIDENDS	202,679.	0.	202,679.	202,679.		
BESSEMER TRUST #8M6422 INTEREST INCOME	419.	0.	419.	419.		
BESSEMER TRUST #8M6435 ACCRUED INT PAID	-3,712.	0.	-3,712.	-3,712.		
BESSEMER TRUST #8M6435 ACCRUED TREASURY INT PAID	-1,964.	0.	-1,964.	-1,964.		
BESSEMER TRUST #8M6435 BOND PREMIUM	-12,541.	0.	-12,541.	-12,541.		
BESSEMER TRUST #8M6435 BOND PREMIUM TREASURY	-1,613.	0.	-1,613.	-1,613.		
BESSEMER TRUST #8M6435 INTEREST	35,290.	0.	35,290.	35,290.		
BESSEMER TRUST #8M6435 MARKET DISCOUNT	142.	0.	142.	142.		
BESSEMER TRUST #8M6435 OID	2,291.	0.	2,291.	2,291.		
BESSEMER TRUST #8M6435 U.S. GOVT INTEREST	28,267.	0.	28,267.	28,267.		
BESSEMER TRUST #NN1139 CAP GAIN DIST.	11.	11.	0.	0.		
BESSEMER TRUST #NN1139 DIVIDENDS	3,804.	0.	3,804.	3,804.		
BESSEMER TRUST #NN1139 INTEREST CAP GUARDIAN CAPITAL GAIN DISTRIBUTIONS	74.	0.	74.	74.		
	57.	57.	0.	0.		

CAP GUARDIAN STOCK				
DIVIDENDS	11.	0.	11.	11.
CHARLES SCHWAB				
CAPITAL GAIN DIST.	36.	36.	0.	0.
CHARLES SCHWAB				
DIVIDENDS	14,859.	0.	14,859.	14,859.
CHARLES SCHWAB				
INTEREST	31.	0.	31.	31.
LAZARUS ISRAEL				
DIVIDENDS	9,616.	0.	9,616.	9,616.
LAZARUS ISRAEL				
INTEREST	9.	0.	9.	9.
TO PART I, LINE 4	684,441.	350,750.	333,691.	333,691.

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.	
LAZARUS PORTFOLIO INCOME	-3,226.	-3,226.	
ARROWPOINT-OTHER INCOME	1,604.	1,604.	
OTHER INCOME	2,807.	2,807.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,585.	15,585.	

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	11,175.	5,588.		5,587.
TO FORM 990-PF, PG 1, LN 16B	11,175.	5,588.		5,587.

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					
- BESSEMER	44,566.	44,566.			0.
INVESTMENT MANAGEMENT FEES					
- CHARLES SCHWAB	20,328.	20,328.			0.
INVESTMENT MANAGEMENT FEES					
- LAZARUS	23,362.	23,362.			0.
INVESTMENT MANAGEMENT FEES					
- ARROWPOINT	6,367.	6,367.			0.
TO FORM 990-PF, PG 1, LN 16C	94,623.	94,623.			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	2,259.	2,259.			0.
REAL ESTATE TAXES MINERAL					
RIGHTS	156.	156.			0.
FEDERAL EXCISE TAXES	36,052.	0.			0.
TO FORM 990-PF, PG 1, LN 18	38,467.	2,415.			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	35,669.	17,835.			17,834.
OTHER EXPENSE	25.	13.			12.
TO FORM 990-PF, PG 1, LN 23	35,694.	17,848.			17,846.



FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
REVERSAL OF PRIOR YEAR TIMING DIFFERENCES	610.
TOTAL TO FORM 990-PF, PART III, LINE 5	610.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER CORPORATE STOCK	10,656,882.	11,881,308.
ARROWPOINT FUND	568,742.	567,900.
LAZARUS ISRAEL FUND	708,129.	963,848.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,933,753.	13,413,056.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER SWEEP PROGRAM	36,869.	36,868.
BESSEMER US GOVT BONDS	1,693,801.	1,669,312.
BESSEMER CORPORATE BONDS	957,704.	954,074.
BESSEMER INT'L CORP BONDS	134,817.	135,616.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,823,191.	2,795,870.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
-------------	--	-----------	----

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

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TIMING DIFFERENCE BETWEEN 1099 & YE STATEMENTS	610.	0.	0.
TO FORM 990-PF, PART II, LINE 15	610.	0.	0.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 12
-------------	---	--------------

EXPLANATION

FUNDS WERE DISTRIBUTED TO THE FIDELITY CHARITABLE GIFT FUND FOR FUTURE USE  
TO CARRY ON THE FOUNDATION'S CHARITABLE PURPOSES.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

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.

728111 04-01-17

(D) - Asset disposed

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