



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2010**, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation THE BILL BERNBACH FOUNDATION C/O ENGINE USA LLC		A Employer identification number 23-7060333
Number and street (or P O box number if mail is not delivered to street address) 460 PARK AVENUE SOUTH	Room/suite 7FL	B Telephone number 212.371.0088
City or town, state, and ZIP code NEW YORK, NY 10016		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,199,363. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" 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	24,485.	24,145.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,675.			
	b Gross sales price for all assets on line 6a 241,698.				
	7 Capital gain net income (from Part IV, line 2)		12,675.		
	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	399.	0.		STATEMENT 2
	12 Total Add lines 1 through 11	37,559.	36,820.		
	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	3,400.	0.		3,400.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	982.	333.		250.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	9,086.	9,086.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	13,468.	9,419.		3,650.
	25 Contributions, gifts, grants paid	56,644.			56,644.
	26 Total expenses and disbursements. Add lines 24 and 25	70,112.	9,419.		60,294.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<32,553.>			
	b Net investment income (if negative, enter -0-)		27,401.		
	c Adjusted net income (if negative, enter -0-)			N/A	

THE BILL BERNBACH FOUNDATION
C/O ENGINE USA LLC

Form 990-PF (2010)

23-7060333 Page 2

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	15,854.	14,045.	14,045.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 63.			
	Less: allowance for doubtful accounts ▶	63.	63.	63.
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	1,024,220.	993,476.	1,185,255.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers)	1,040,137.	1,007,584.	1,199,363.	
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 type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	45,709.	45,709.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	994,428.	961,875.	
30 Total net assets or fund balances	1,040,137.	1,007,584.		
31 Total liabilities and net assets/fund balances	1,040,137.	1,007,584.		

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)	1,040,137.
2 Enter amount from Part I, line 27a	<32,553.>
3 Other increases not included in line 2 (itemize) ▶ _____	0.
4 Add lines 1, 2, and 3	1,007,584.
5 Decreases not included in line 2 (itemize) ▶ _____	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,007,584.

THE BILL BERNBACH FOUNDATION

Form 990-PF (2010)

C/O ENGINE USA LLC

23-7060333 Page 3

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 - SEE ATTACHED	P	VARIOUS	VARIOUS
b CAPITAL GUARDIAN - SEE ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 56,291.		59,711.	<3,420.>
b 185,323.		169,312.	16,011.
c 84.			84.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			<3,420.>
b			16,011.
c			84.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,675.
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 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))
2009	57,308.	1,052,302.	.054460
2008	81,892.	1,194,510.	.068557
2007	64,916.	1,407,056.	.046136
2006	63,045.	1,346,908.	.046807
2005	60,575.	1,285,619.	.047117

2 Total of line 1, column (d)	2	.263077
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	.052615
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,142,641.
5 Multiply line 4 by line 3	5	60,120.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	274.
7 Add lines 5 and 6	7	60,394.
8 Enter qualifying distributions from Part XII, line 4	8	60,294.

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.

THE BILL BERNBACH FOUNDATION

Form 990-PF (2010)

C/O ENGINE USA LLC

23-7060333

Page 4

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	548.
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	548.
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	548.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	399.
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	399.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	149.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2010)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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>HOLTZ RUBENSTEIN REMINICK LLP</u> Telephone no. ► <u>212-697-6900</u> Located at ► <u>1430 BROADWAY, 17TH FL, NEW YORK, NY</u> ZIP+4 ► <u>10018</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> N/A			
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 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.) <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 2010 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 2010.) <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 2010?	4b	X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(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
JOHN BERNBACH C/O NTM, INC; 32 EAST 57TH STREET, 10 NEW YORK, NY 10022	DIRECTOR 0.00	0.	0.	0.
THERESE BERNBACH 1 PIERREPONT STREET BROOKLYN, NY 11201	DIRECTOR 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

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		
		0

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

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,137,163.
b	Average of monthly cash balances	1b	22,816.
c	Fair market value of all other assets	1c	63.
d	Total (add lines 1a, b, and c)	1d	1,160,042.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,160,042.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,401.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,142,641.
6	Minimum investment return. Enter 5% of line 5	6	57,132.

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

1	Minimum investment return from Part X, line 6	1	57,132.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	548.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	548.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,584.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,584.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	56,584.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	60,294.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	60,294.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,294.

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.

THE BILL BERNBACH FOUNDATION
C/O ENGINE USA LLC

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				56,584.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			39,429.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 60,294.				
a Applied to 2009, but not more than line 2a			39,429.	
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 2010 distributable amount				20,865.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				35,719.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	9,076.	9,076.		0.
OTHER FEES	10.	10.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	9,086.	9,086.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL GUARDIAN - EQUITY	COST	578,341.	782,461.
CAPITAL GUARDIAN - FIXED INCOME ASSETS	COST	415,135.	402,794.
TOTAL TO FORM 990-PF, PART II, LINE 13		993,476.	1,185,255.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CONTINUUM CENTER FOR HEALTH & HEALING 245 FIFTH AVENUE #2 NEW YORK, NY 10016-8728	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	150.
APPEAL OF CONSCIENCE FOUNDATION 119 WEST 57TH STREET NEW YORK, NY 10019	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	1,500.
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVENUE BROOKLYN, NY 11217	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	1,500.
BROOKLYN MUSEUM 200 EASTERN PARKWAY BROOKLYN, NY 11238	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	5,000.
CASITA MARIA, INC. 39W 32ND STREET, STE 1603 NEW YORK, NY 10001	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	8,250.
DIA ART FOUNDATION 535 WEST 22ND STREET NEW YORK, NY 10011	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	1,500.
MEMORIAL SLOAN-KETTERING CENTER 1275 YORK AVENUE NEW YORK, NY 10021	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	20,000.
THE BACHMAN-STRAUSS DYSTONIA FOUNDATION, INC ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	4,000.

THE LEUKEMIA & LYMPHOMA SOCIETY .475 PARK AVE SOUTH NEW YORK, NY .10016	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	5,500.
ONE DROP 8400 2ND AVENUE MONTREAL, QUEBEC, CANADA	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	6,500.
AID FOR AIDS INTERNATIONAL 515 GREENWICH ST. SUITE 506 NEW YORK, NY 10013	NONE ACHIEVE CHARITABLE PURPOSE	501(C)(3)	2,744.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

56,644.

STATE OF NEW YORK

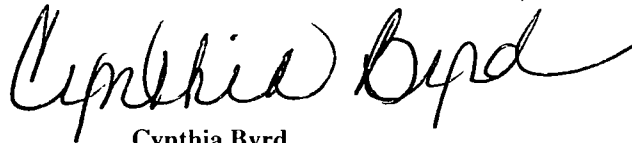
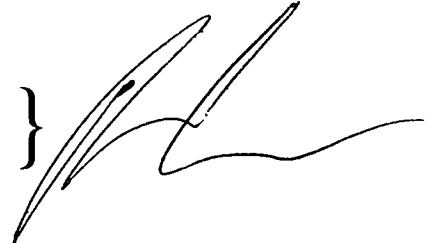
County of New York, s:

THE ANNUAL RETURN OF THE BILL BERNBACH FOUNDATION for the calendar year ended DECEMBER 31, 2010 is available at its principal office located at 1430 BROADWAY - 17TH FLOOR, NEW YORK, NY 10018 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is JOHN BERNBACH, DIRECTOR fl 1643250

Paul Claro, being duly sworn, says that he is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 1st day of February, 2011.

TO WIT : FEBRUARY 1, 2011

SWORN BEFORE ME, this 1st day
Of February, 2011.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2011

2010 Tax Information Statement

Account Number: 70-744000
 Recipient's Tax ID Number: XX-XXX0333

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 C/O NTM, INC
 32 EAST 57TH STREET 10TH FLOOR
 NEW YORK, NY 10022

Corrected 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	00724F101	ADOBE SYSTEMS INC	10/14/2009	09/09/2010	3,250.95	3,534.54	-283.59	0.00
50.0000	00724F101	ADOBE SYSTEMS INC	10/30/2009	09/29/2010	1,306.37	1,653.97	-347.60	0.00
100.0000	013078100	ALBERTO CULVER CO	11/16/2009	04/19/2010	2,797.98	2,858.36	-60.38	0.00
100.0000	013078100	ALBERTO CULVER CO	11/17/2009	04/19/2010	2,797.93	2,887.97	-90.04	0.00
25.0000	013078100	ALBERTO CULVER CO	11/13/2009	04/21/2010	703.17	694.13	9.04	0.00
75.0000	037389103	AON CORP	VARIOUS	11/08/2010	3,093.62	3,121.58	-27.96	0.00
25.0000	05523R107	BAE SYSTEMS PLC SPON ADR	08/13/2009	01/13/2010	599.24	552.34	46.90	0.00
75.0000	05523R107	BAE SYSTEMS PLC SPON ADR	08/13/2009	04/26/2010	1,673.25	1,657.02	16.23	0.00
25.0000	071813109	BAXTER INTERNATIONAL INC	04/09/2010	05/05/2010	1,137.85	1,449.55	-311.70	0.00
25.0000	097023105	BOEING CO	11/19/2009	11/10/2010	1,679.47	1,280.73	398.74	0.00
15.0000	25271C102	DIAMOND OFFSHORE DRILLING INC	09/22/2009	09/21/2010	934.55	1,429.61	-495.06	0.00
25.0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/11/2010	09/15/2010	802.48	989.89	-187.41	0.00
100.0000	281020107	EDISON INTERNATIONAL	VARIOUS	01/13/2010	3,536.96	3,284.54	252.41	0.00
0.0040	35906A108	FRONTIER COMMUNICATIONS CORP	01/08/2010	07/02/2010	0.03	0.03	0.00	0.00
24.0000	35906A108	FRONTIER COMMUNICATIONS CORP	01/08/2010	08/26/2010	183.39	195.85	-12.46	0.00
50.0000	478160104	JOHNSON & JOHNSON	05/19/2009	01/13/2010	3,254.95	2,794.82	460.13	0.00
50.0000	58933Y105	MERCK & CO INC	09/10/2010	11/10/2010	1,750.97	1,827.97	-77.00	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Account Number: 70-744000
 Recipient's Tax ID Number: XX-XXX0333

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 C/O NTM, INC
 32 EAST 57TH STREET 10TH FLOOR
 NEW YORK, NY 10022

Corrected 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
25.0000	61166W101	MONSANTO CO NEW COM	11/30/2009	11/10/2010	1,559.22	2,010.60	-451.38	0.00
75.0000	636274300	NATIONAL GRID PLC - SP ADR	06/22/2010		318.98	0.00	318.98	0.00
25.0000	636274300	NATIONAL GRID PLC - SP ADR	11/24/2009	11/10/2010	1,178.23	1,376.21	-197.98	0.00
50.0000	780259206	ROYAL DUTCH SHELL CL A ADR	04/06/2010	05/27/2010	2,588.45	2,967.35	-378.90	0.00
25.0000	780259206	ROYAL DUTCH SHELL CL A ADR	04/06/2010	09/15/2010	1,444.97	1,483.67	-38.70	0.00
50.0000	82481R106	SHIRE PLC ADR	06/04/2009	01/13/2010	3,006.96	2,147.41	859.55	0.00
15.0000	863236105	STRAYER ED INC	02/11/2010	08/27/2010	2,473.05	2,972.06	-499.01	0.00
5.0000	863236105	STRAYER ED INC	02/11/2010	10/08/2010	816.84	990.69	-173.85	0.00
25.0000	H8817H100	TRANSOCEAN LTD	03/24/2010	06/17/2010	1,217.79	2,051.63	-833.84	0.00
50.0000	929160109	VULCAN MATERIALS CO	VARIOUS	10/25/2010	1,856.38	2,273.44	-417.06	0.00
25.0000	931142103	WAL-MART STORES INC	01/13/2010	05/24/2010	1,278.16	1,370.00	-91.84	0.00
50.0000	931142103	WAL-MART STORES INC	01/13/2010	07/30/2010	2,540.70	2,740.00	-199.30	0.00
275.0000	949746101	WELLS FARGO & CO (NEW)	VARIOUS	10/15/2010	6,508.09	7,115.30	-607.21	0.00
Total Short Term Sales					56,290.98	59,711.26	-3,420.29	0.00
Long Term 15% Sales								
25.0000	00846U101	AGILENT TECHNOLOGIES INC	02/21/2008	01/13/2010	764.74	790.50	-25.76	0.00
100.0000	00846U101	AGILENT TECHNOLOGIES INC	VARIOUS	02/12/2010	2,997.44	3,142.99	-145.55	0.00
100.0000	00846U101	AGILENT TECHNOLOGIES INC	VARIOUS	02/16/2010	3,012.28	2,280.97	731.31	0.00
50.0000	009158106	AIR PRODUCTS & CHEMICALS INC	03/10/2004	11/10/2010	4,251.92	2,425.50	1,826.42	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 C/O NTM, INC
 32 EAST 57TH STREET 10TH FLOOR
 NEW YORK, NY 10022

Account Number: 70-744000
 Recipient's Tax ID Number: XX-XXX0333

Corrected 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
50.0000	01741R102	ALLEGHENY TECHNOLOGIES INC	10/10/2007	11/10/2010	2,585.45	5,550.50	-2,965.05	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	04/18/2007	02/16/2010	1,858.86	1,811.32	47.54	0.00
100.0000	030420103	AMERICAN WATER WORKS	08/13/2009	11/12/2010	2,450.48	1,925.00	525.48	0.00
50.0000	05523R107	BAE SYSTEMS PLC SPON ADR	04/04/2006	01/13/2010	1,198.48	1,536.57	-338.09	0.00
25.0000	067901108	BARRICK GOLD CORP US\$	01/20/2006	11/10/2010	1,291.47	756.43	535.04	0.00
75.0000	071813109	BAXTER INTERNATIONAL INC	07/23/2007	05/05/2010	3,413.54	4,238.98	-825.44	0.00
100.0000	071813109	BAXTER INTERNATIONAL INC	VARIOUS	05/06/2010	4,642.28	5,048.31	-406.03	0.00
25.0000	071813109	BAXTER INTERNATIONAL INC	11/29/2005	05/07/2010	1,126.97	982.82	144.15	0.00
25.0000	084670702	BERKSHIRE HATHAWAY INC CL B	10/23/2008	02/19/2010	1,917.04	1,898.94	18.10	0.00
50.0000	084670702	BERKSHIRE HATHAWAY INC CL B	VARIOUS	05/27/2010	3,663.10	3,128.13	534.96	0.00
25.0000	084670702	BERKSHIRE HATHAWAY INC CL B	03/04/2009	07/06/2010	1,958.29	1,229.18	729.11	0.00
25.0000	086516101	BEST BUY INC	10/15/2007	09/15/2010	915.98	1,240.52	-324.54	0.00
25.0000	086516101	BEST BUY INC	10/15/2007	11/10/2010	1,109.23	1,240.52	-131.29	0.00
50.0000	13321L108	CAMECO CORP US\$	04/28/2009	05/04/2010	1,219.34	1,051.75	167.59	0.00
100.0000	13321L108	CAMECO CORP US\$	VARIOUS	11/10/2010	3,624.93	2,091.70	1,533.23	0.00
60.0000	143658300	CARNIVAL CORP COMMON PAIRED STOCK	02/27/2009	10/27/2010	2,521.55	1,187.40	1,334.15	0.00
100.0000	151020104	CELGENE CORP	VARIOUS	05/05/2010	5,993.83	6,600.57	-606.74	0.00
50.0000	156782104	CERNER CORP	06/10/2008	09/15/2010	3,972.93	2,326.08	1,646.85	0.00
50.0000	17275R102	CISCO SYSTEMS INC	12/18/2007	11/10/2010	1,218.47	1,415.28	-196.81	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Account Number: 70-744000
 Recipient's Tax ID Number: XX-XXX0333

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 C/O NTM, INC
 32 EAST 57TH STREET 10TH FLOOR
 NEW YORK, NY 10022

Corrected 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
50.0000	191216100	COCA-COLA CO	VARIOUS	02/08/2010	2,648.06	2,348.92	299.14	0.00
75.0000	191216100	COCA-COLA CO	10/17/2005	05/21/2010	3,832.07	3,162.50	669.57	0.00
25.0000	22160K105	COSTCO WHOLESALE CORP	03/10/2004	04/27/2010	1,487.34	938.88	548.46	0.00
50.0000	235851102	DANAHER CORP	VARIOUS	11/10/2010	2,180.46	1,897.85	282.61	0.00
50.0000	23918K108	DAVITA INC	VARIOUS	05/03/2010	3,150.12	2,286.11	864.01	0.00
25.0000	23918K108	DAVITA INC	05/03/2004	05/25/2010	1,498.12	829.10	669.02	0.00
25.0000	23918K108	DAVITA INC	05/03/2004	10/26/2010	1,781.21	829.10	952.11	0.00
25.0000	278642103	EBAY INC	05/18/2007	11/10/2010	769.23	819.40	-50.17	0.00
50.0000	281020107	EDISON INTERNATIONAL	01/20/2009	04/20/2010	1,701.81	1,629.39	72.42	0.00
50.0000	29266R108	ENERGIZER HOLDINGS INC	VARIOUS	02/12/2010	2,728.17	4,041.71	-1,313.54	0.00
100.0000	369604103	GENERAL ELECTRIC CO (USD)	VARIOUS	01/13/2010	1,680.98	3,138.00	-1,457.04	0.00
75.0000	369604103	GENERAL ELECTRIC CO (USD)	VARIOUS	11/10/2010	1,234.85	2,320.75	-1,085.90	0.00
35.0000	38141G104	GOLDMAN SACHS GROUP INC	03/13/2008	04/16/2010	5,619.22	5,783.27	-164.05	0.00
25.0000	38141G104	GOLDMAN SACHS GROUP INC	VARIOUS	04/19/2010	4,033.20	4,092.44	-59.24	0.00
87.0000	410345102	HANESBRANDS INC	VARIOUS	01/14/2010	2,111.73	1,745.89	365.84	0.00
100.0000	428236103	HEWLETT-PACKARD CO	VARIOUS	01/27/2010	4,881.32	2,715.59	2,165.73	0.00
100.0000	443683107	HUDSON CITY BANCORP INC	02/27/2009	09/22/2010	1,212.66	1,072.00	140.66	0.00
25.0000	459200101	INTERNATIONAL BUSINESS MACHINES CORP	03/31/2009	09/15/2010	3,218.94	2,440.32	778.62	0.00
100.0000	478160104	JOHNSON & JOHNSON	05/18/2009	05/28/2010	5,856.05	5,587.44	268.61	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Account Number: 70-744000
 Recipient's Tax ID Number: XX-XXX0333

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 C/O NTM, INC
 32 EAST 57TH STREET 10TH FLOOR
 NEW YORK, NY 10022

Corrected 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
50.0000	478160104	JOHNSON & JOHNSON	05/19/2009	05/28/2010	2,927.25	2,794.82	132.43	0.00
25.0000	46625H100	JPMORGAN CHASE & CO	VARIOUS	05/27/2010	990.77	1,065.97	-75.20	0.00
100.0000	548661107	LOWES COMPANIES INC	VARIOUS	05/27/2010	2,481.94	2,835.25	-353.31	0.00
25.0000	548661107	LOWES COMPANIES INC	03/10/2004	09/15/2010	534.99	683.63	-148.64	0.00
25.0000	548661107	LOWES COMPANIES INC	03/10/2004	11/10/2010	543.99	683.62	-139.63	0.00
110.0000	580135101	MCDONALDS CORP	03/10/2004	03/03/2010	6,992.26	3,198.80	3,793.46	0.00
50.0000	585055106	MEDTRONIC INC	03/28/2006	09/15/2010	1,669.47	2,585.50	-916.03	0.00
25.0000	585055106	MEDTRONIC INC	03/28/2006	10/26/2010	898.63	1,292.75	-394.12	0.00
50.0000	585055106	MEDTRONIC INC	04/04/2006	11/23/2010	1,701.17	2,572.56	-871.39	0.00
50.0000	58933Y105	MERCK & CO INC	06/03/2009	11/10/2010	1,750.97	1,376.75	374.22	0.00
50.0000	594918104	MICROSOFT CORP	03/10/2004	01/13/2010	1,518.48	1,282.00	236.48	0.00
100.0000	594918104	MICROSOFT CORP	03/10/2004	11/10/2010	2,694.45	2,564.00	130.45	0.00
25.0000	641069406	NESTLE NAM SPON ADR	03/10/2004	05/27/2010	1,120.48	657.35	463.13	0.00
100.0000	654902204	NOKIA CORP SPONSORED ADR	03/28/2006	01/28/2010	1,400.42	2,031.00	-630.58	0.00
100.0000	704326107	PAYCHEX INC	VARIOUS	03/29/2010	3,121.41	3,805.99	-684.58	0.00
100.0000	704326107	PAYCHEX INC	VARIOUS	04/01/2010	3,070.01	3,782.58	-712.57	0.00
25.0000	713448108	PEPSICO INC	VARIOUS	03/17/2010	1,656.56	1,326.09	330.47	0.00
25.0000	73172K104	POLYCOM INC	10/09/2007	05/27/2010	753.98	632.40	121.58	0.00
25.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US\$	02/27/2009	05/27/2010	2,405.70	2,038.25	367.45	0.00

This is important tax information and is being furnished to you.



2010 Tax Information Statement

Account Number: 70-744000
 Recipient's Tax ID Number: XX-XXX0333

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 C/O NTM, INC
 32 EAST 57TH STREET 10TH FLOOR
 NEW YORK, NY 10022

Corrected 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US\$	12/02/2004	08/18/2010	2,210.25	390.76	1,819.49	0.00
20.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US\$	12/02/2004	09/17/2010	2,956.37	521.01	2,435.36	0.00
100.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	09/28/2010	6,057.69	5,311.94	745.75	0.00
50.0000	743315103	PROGRESSIVE CORP OHIO	03/02/2007	11/10/2010	1,079.48	1,143.92	-64.44	0.00
25.0000	803054204	SAP AG SPON ADR	05/18/2005	04/09/2010	1,220.18	1,040.89	179.29	0.00
100.0000	254687106	THE WALT DISNEY CO	01/13/2006	01/08/2010	3,167.19	2,533.19	634.00	0.00
100.0000	254687106	THE WALT DISNEY CO	01/09/2006	01/25/2010	2,993.65	2,454.81	538.84	0.00
100.0000	887317303	TIME WARNER INC	VARIOUS	09/24/2010	3,136.69	2,695.70	440.99	0.00
15.0000	H8817H100	TRANSOCEAN LTD	05/20/2009	06/21/2010	805.36	1,112.78	-307.42	0.00
50.0000	904784709	UNILEVER NV NY SHRS	03/10/2004	02/24/2010	1,525.70	1,191.50	334.20	0.00
25.0000	904784709	UNILEVER NV NY SHRS	03/10/2004	05/27/2010	675.48	595.75	79.73	0.00
100.0000	904784709	UNILEVER NV NY SHRS	03/10/2004	08/12/2010	2,737.94	2,383.00	354.94	0.00
25.0000	904784709	UNILEVER NV NY SHRS	03/10/2004	08/16/2010	677.23	595.75	81.48	0.00
25.0000	911312106	UNITED PARCEL SERVICE INC CL B	04/15/2005	01/04/2010	1,454.31	1,752.86	-298.55	0.00
50.0000	913017109	UNITED TECHNOLOGIES CORP	04/14/2004	11/10/2010	3,803.43	2,189.00	1,614.43	0.00
50.0000	929160109	VULCAN MATERIALS CO	VARIOUS	10/25/2010	1,856.38	2,788.07	-931.70	0.00
50.0000	931422109	WALGREEN CO	06/03/2008	08/06/2010	1,398.15	1,823.07	-424.92	0.00
Total Long Term 15% Sales						185,322.55	169,311.93	0.00

This is important tax information and is being furnished to you.