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

2011

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

For calendar year 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

Name of foundation: **THE NEUBERGER BERMAN FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **605 THIRD AVENUE**

City or town, state, and ZIP code: **NEW YORK, NY 10158**

Room/suite: _____

A Employer identification number: **31-1736689**

B Telephone number: **212-476-5779**

C If exemption application is pending, check here

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

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

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change 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): **\$ 10,823,130.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(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		183,380.		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		176,838.	176,838.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		306,308.			STATEMENT 1
b Gross sales price for all assets on line 6a 11,798,466.					
7 Capital gain net income (from Part IV, line 2)			379,286.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances APR 22 2013					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income OGDEN, UT					
12 Total. Add lines 1 through 11		666,526.	556,124.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		17,850.	0.		2,601.
b Accounting fees STMT 4		107,576.	53,788.		58,742.
c Other professional fees STMT 5		5,505.	5,505.		0.
17 Interest					
18 Taxes STMT 6		8,236.	236.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,156.	5.		1,020.
24 Total operating and administrative expenses. Add lines 13 through 23		140,323.	59,534.		62,363.
25 Contributions, gifts, grants paid		1,145,500.			1,469,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,285,823.	59,534.		1,531,863.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<619,297.>			
b Net investment income (if negative, enter -0-)			496,590.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	1,052,049.	1,395,086.	1,395,086.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable		33,740.	33,740.	
	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	5,000.	500.	500.	
	10a	Investments - U.S. and state government obligations STMT 8	0.	3,370,236.	3,370,236.	
	b	Investments - corporate stock STMT 9	164,889.	553,456.	553,456.	
	c	Investments - corporate bonds STMT 10	6,409,104.	1,499,029.	1,499,029.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11	3,896,361.	3,964,563.	3,964,563.		
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 12)	26,097.	6,520.	6,520.		
16	Total assets (to be completed by all filers)	11,553,500.	10,823,130.	10,823,130.		
Liabilities	17	Accounts payable and accrued expenses	147,602.	154,055.		
	18	Grants payable	324,000.	0.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 13)	5,000.	66,048.		
	23	Total liabilities (add lines 17 through 22)	476,602.	220,103.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	11,076,898.	10,524,287.		
	25	Temporarily restricted		78,740.		
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	11,076,898.	10,603,027.			
31	Total liabilities and net assets/fund balances	11,553,500.	10,823,130.			

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	11,076,898.
2	Enter amount from Part I, line 27a	2	<619,297.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	148,426.
4	Add lines 1, 2, and 3	4	10,606,027.
5	Decreases not included in line 2 (itemize) ▶ DEFERRED EXCISE TAX	5	3,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,603,027.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 11,798,466.		11,419,180.	379,286.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			379,286.

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	379,286.
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))
2010	2,521,823.	12,578,689.	.200484
2009	3,940,867.	14,976,371.	.263139
2008	6,495,296.	20,842,971.	.311630
2007	3,491,975.	23,905,356.	.146075
2006	12,480,475.	22,617,491.	.551806

2 Total of line 1, column (d)	2	1.473134
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	.294627
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,760,358.
5 Multiply line 4 by line 3	5	3,170,292.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,966.
7 Add lines 5 and 6	7	3,175,258.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,531,863.

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	9,932.
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	9,932.
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	9,932.
6 Credits/Payments:		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,939.
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	8,939.
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	993.
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ NY, DE		
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? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ELIZABETH CRIBBS, PRESIDENT Telephone no. ► 212-476-5779 Located at ► 605 THIRD AVENUE, NEW YORK, NY ZIP+4 ► 10158			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) N/A	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 2011 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 2011) N/A	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 2011?	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)?

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? **SEE STATEMENT 15** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

5b		X
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		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
MARCUM, LLP 10 MELVILLE PARK ROAD, MELVILLE, NY 11747	ACCOUNTING	87,985.

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	
3 All other program-related investments. See instructions.	
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	6,514,985.
b	Average of monthly cash balances	1b	4,409,236.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,924,221.
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	10,924,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,863.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,760,358.
6	Minimum investment return. Enter 5% of line 5	6	538,018.

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	538,018.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,932.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,932.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	528,086.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	528,086.
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	528,086.

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	1,531,863.
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	1,531,863.
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	1,531,863.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				528,086.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	12,480,475.			
b From 2007	3,491,975.			
c From 2008	5,457,445.			
d From 2009	3,213,429.			
e From 2010	1,896,069.			
f Total of lines 3a through e	26,539,393.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,531,863.				
a Applied to 2010, 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 2011 distributable amount				528,086.
e Remaining amount distributed out of corpus	1,003,777.			
5 Excess distributions carryover applied to 2011 (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	27,543,170.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	12,480,475.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	15,062,695.			
10 Analysis of line 9:				
a Excess from 2007	3,491,975.			
b Excess from 2008	5,457,445.			
c Excess from 2009	3,213,429.			
d Excess from 2010	1,896,069.			
e Excess from 2011	1,003,777.			

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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:

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
a Paid during the year				
AMERICAN RED CROSS 520 WEST 49TH STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	HURRICANE SANDY DISASTER RELIEF	50,000.
ARMORY TRACK AND FIELD FOUNDATION 216 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE	PUBLIC CHARITY	COLLEGE PREP PROGRAM	10,000.
ARTSCONNECTION 520 EIGHTH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	THE YOUNG TALENT PROGRAM	10,000.
ASSOCIATION TO BENEFIT CHILDREN 419 EAST 86TH STREET NEW YORK, NY 10028	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
BABY BUGGY INC. 306 WEST 37TH STREET, 8TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	PROGRAMS AT HEAD START AND EARLY HEAD START SITES	15,000.
Total SEE CONTINUATION SHEET(S)				3a 1,469,500.
b Approved for future payment				
NONE				
Total				3b 0.

THE NEUBERGER BERMAN FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
AMERICAN BALLET THEATRE 890 BROADWAY, 3RD FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	10,000.
BARUCH COLLEGE FUND ONE BERNARD BARUCH WAY BOX A-1603 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	ACADEMIC PROMISE PROGRAM	25,000.
BEGINNING WITH CHILDREN FOUNDATION 575 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	NONE	PUBLIC CHARITY	ALUMNI PROGRAM	15,000.
BLYTHEDALE CHILDREN'S HOSPITAL 95 BRADHURST AVENUE NEW YORK, NY 10595	NONE	PUBLIC CHARITY	EARLY CHILDHOOD CENTER	10,000.
BRONXWORKS 60 EAST TREMONT AVENUE BRONX, NY 10453	NONE	PUBLIC CHARITY	SAFE PASSAGE PROGRAM	10,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 WEST 57TH STREET, SUITE 2015 NEW YORK, NY 10107	NONE	PUBLIC CHARITY	COOKING PROGRAM FOR DISADVANTAGED YOUTH AND COLLEGE/WORKFORCE PREPARATION	10,000.
CHILDREN'S AID SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC CHARITY	COMMUNITY SCHOOLS PROGRAM AT P.S. 5	10,000.
CITIZENS' COMMITTEE FOR CHILDREN OF NEW YORK 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
CITY GATEWAY 28 ENSIGN STREET E1 8ND LONDON, UNITED KINGDOM	NONE	EXPENDITURE RESPONSIBILITY	YOUTH TRAINING AND EMPLOYMENT PROGRAM	12,000.
COMUNILIFE 214 WEST 29TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	THE LIFE IS PRECIOUS PROGRAM FOR SUICIDAL SUPPORT	10,000.
Total from continuation sheets				1,184,500.

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
DONORSCHOOSE 213 WEST 35TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	SERVICE THAT ALLOWS DONORS TO PROVIDE PUBLIC SCHOOL TEACHERS WITH SUPPLIES	15,000.
EDUCATIONAL ALLIANCE 197 EAST BROADWAY NEW YORK, NY 10002	NONE	PUBLIC CHARITY	AFTER SCHOOL PROGRAM AT P.S. 142	10,000.
ENACT, INC. 630 NINTH AVENUE, SUITE 301 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	SCHOOL PARTNERSHIP PROGRAMMING	10,000.
EVERYBODY WINS 50 BROAD STREET, SUIRE 1720 NEW YORK, NY 10004	NONE	PUBLIC CHARITY	THE POWER LUNCH PROGRAM- BUILD LITERACY SKILLS DURING LUNCH	10,000.
FEGS 315 HUDSON STREET NEW YORK, NY 10013	NONE	PUBLIC CHARITY	ACADEMY PROGRAM	15,000.
FIVER CHILDREN'S FOUNDATION 519 8TH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	HIGH SCHOOL PROGRAMS	10,000.
GO PROJECT 86 4TH AVENUE NEW YORK, NY 10003	NONE	PUBLIC CHARITY	ENRICHMENT PROGRAMS FOR UNDERSERVED FIRST AND SECOND GRADERS	15,000.
GRAND STREET SETTLEMENT 80 PITT STREET NEW YORK, NY 10002	NONE	PUBLIC CHARITY	PROJECT COOL	10,000.
HARLEM CHILDREN'S ZONE 35 EAST 125TH STREET NEW YORK, NY 10035	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
HIGHBRIDGE VOICES CORPORATION 1360 MERRIAM AVENUE BRONX, NY 10452	NONE	PUBLIC CHARITY	ACADEMIC SUPPORT PROGRAMS	10,000.
Total from continuation sheets				

THE NEUBERGER BERMAN FOUNDATION

31-1736689

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
IMENTOR, INC. 40 EXCHANGE PLACE, SUITE 401 NEW YORK, NY 10005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
JEWISH BOARD OF FAMILY & CHILDREN'S SERVICES 135 WEST 50TH STREET NEW YORK, NY 10020	NONE	PUBLIC CHARITY	THOMAS ASKIN YOUTH PROGRAMS	10,000.
LAWRENCE HALL YOUTH SERVICES 4833 N FRANCISCO AVENUE CHICAGO, IL 60625	NONE	PUBLIC CHARITY	THERAPEUTIC DAY SCHOOL	15,000.
LEDA 56 EAST 41ST STREET, 4TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE	PUBLIC CHARITY	EDUCATIONAL ADVOCACY PROJECT	10,000.
MAYOR'S FUND TO ADVANCE NEW YORK CITY ONE CENTRE STREET NEW YORK, NY 10007	NONE	PUBLIC CHARITY	SUMMER OF SERVICE	40,000.
MILLENNIUM PROMISE 432 PARK AVENUE SOUTH NEW YORK, NY 10016	NONE	PUBLIC CHARITY	SUPPORT FOR THE MBAMA, TANZANIA MILLENNIUM VILLAGE	300,000.
MOUNT SINAI MEDICAL CENTER ONE GUSTAVE L. LEVY PLACE BOX 1049 NEW YORK, NY 10029	NONE	PUBLIC CHARITY	MENTAL HEALTH/COUNSELING SERVICES	15,000.
MS SWAMINATHAN RESEARCH FOUNDATION THIRD CROSS STREET TARAMANI INSTITUTIONAL AREA TARAMANI CHENNAI, INDIA 600 133	NONE	US EQUIVALENCY DETERMINATION	CREATION OF THREE VILLAGE KNOWLEDGE CENTERS	8,000.
FRIENDS OF THE NEUBERGER MUSEUM PURCHASE COLLEGE STATE UNIVERSITY OF NEW YORK 735 ANDERSON HILL ROAD PURCHASE, NY 10577	NONE	PUBLIC CHARITY	EDUCATION AND OUTREACH FOR UNDERSERVED YOUTH	20,000.
Total from continuation sheets				

THE NEUBERGER BERMAN FOUNDATION

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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
NEW YORK CITY MISSION SOCIETY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE	PUBLIC CHARITY	LEARNING-TO-WORK PROGRAM	10,000.
NEW YORK FOUNDLING 590 AVENUE OF THE AMERICAS NEW YORK, NY 10011	NONE	PUBLIC CHARITY	AFTER-SCHOOL PROGRAM AT HAVEN ACADEMY CHARTER SCHOOL	15,000.
NEW YORKERS FOR CHILDREN 450 SEVENTH AVENUE, SUITE 403 NEW YORK, NY 10123	NONE	PUBLIC CHARITY	ANNUAL EDUCATIONAL CONFERENCE	10,000.
NORTHERN MANHATTAN IMPROVEMENT CORPORATION 76 WADSWORTH AVE NEW YORK, NY 10033	NONE	PUBLIC CHARITY	FAMILY LITERACY PROGRAM	10,000.
NORTHSIDE CENTER FOR CHILD DEVELOPMENT 1301 FIFTH AVENUE NEW YORK, NY 10029	NONE	PUBLIC CHARITY	EDUCATION AND EDUCATIONAL ENRICHMENT PROGRAMS	15,000.
OPPORTUNITIES FOR A BETTER TOMORROW 783 FOURTH AVENUE BROOKLYN, NY 11232	NONE	PUBLIC CHARITY	YOUTH EDUCATION, TRAINING AND EMPLOYMENT PROGRAM	15,000.
PER SCHOLAS 804 E. 138TH STREET BRONX, NY 10454	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	15,000.
POSSE FOUNDATION, INC., THE 14 WALL STREET, 7TH FLOOR NEW YORK, NY 10005	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NY CHAPTER	10,000.
PUBLICOLOR, INC. 149 MADISON AVENUE, SUITE 1201 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	NEXT STEPS PROGRAM	20,000.
REACH OUT AND READ OF GREATER NEW YORK 30 EAST 33RD STREET, 6TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

THE NEUBERGER BERMAN FOUNDATION

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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
READ ALLIANCE 80 MAIDEN LANE, 11TH FLOOR NEW YORK, NY 10038	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
ROUNABOUT THEATRE COMPANY 231 WEST 39TH STREET NEW YORK, NY 10018	NONE	PUBLIC CHARITY	SCHOOL PARTNERSHIPS FOR UNDERSERVED YOUTH	10,000.
SCAN 207 EAST 27TH STREET NEW YORK, NY 10016	NONE	PUBLIC CHARITY	REACH FOR THE STARS PROGRAM- CAREER AND COLLEGE READINESS PROGRAMS	10,000.
STAMFORD FAMILY YMCA 909 WASHINGTON BLVD. STAMFORD, CT 06901	NONE	PUBLIC CHARITY	AFTER SCHOOL ENRICHMENT PROGRAM	10,000.
STREET SQUASH 40 WEST 116TH STREET NEW YORK, NY 10026	NONE	PUBLIC CHARITY	COLLEGE READINESS AND SUCCESS PROGRAMS	10,000.
TEEN LIVING PROGRAMS 162 W HUBBARD STREET, SUITE 400 CHICAGO, IL 60654	NONE	PUBLIC CHARITY	COMPREHENSIVE SUPPORT SERVICES FOR EDUCATION AND EMP	10,000.
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET, 6TH FLOOR NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT FOR NEW YORK PROGRAMS	15,000.
UMOJA STUDENT DEVELOPMENT CORPORATION 2935 WEST POLK STREET, ROOM 116 CHICAGO, IL 60612	NONE	PUBLIC CHARITY	UMOJA U SCHOOL PARTNERSHIP PROGRAM	10,000.
UNION SETTLEMENT ASSOCIATION 237 EAST 104TH STREET NEW YORK, NY 10029	NONE	PUBLIC CHARITY	COLLEGE READINESS PROGRAM	25,000.
VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262 DALLAS, TX 75231	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				

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.

OMB No 1545-0047

2011

Name of the organization

THE NEUBERGER BERMAN FOUNDATION

Employer identification number

31-1736689

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
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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	JUDY VALE 605 THIRD AVENUE NEW YORK, NY 10158	\$ 104,640.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	NICK HOAR JARDIN HOUSE, SUITE 2010-2020 HONG KONG	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	THE DONNA AND MARVIN SCHWARTZ FNDN. 605 THIRD AVENUE NEW YORK, NY 10158	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ROBERT D'ALELIO 605 THIRD AVENUE NEW YORK, NY 10158	\$ 5,679.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
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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
1	STOCK _____ _____ _____	\$ 104,640.	11/02/12
4	STOCK _____ _____ _____	\$ 5,688.	11/30/12
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization THE NEUBERGER BERMAN FOUNDATION	Employer identification number 31-1736689
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

THE NEUBERGER BERMAN 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 INVESTMENT IN LB DIV. ARB - SPV	P	VARIOUS	VARIOUS
b INVESTMENT IN MARKETABLE SECURITIES	P	VARIOUS	VARIOUS
c INVESTMENT IN MUTUAL FUNDS	P	VARIOUS	VARIOUS
d INVESTMENT IN FIXED INCOME	P	VARIOUS	VARIOUS
e INVESTMENT IN CORPORATE BONDS	P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,380.		3,625.	755.
b 152,797.		87,704.	65,093.
c 1,770,939.		1,468,588.	302,351.
d 1,356,221.		1,343,374.	12,847.
e 8,462,464.		8,515,889.	<53,425.>
f 51,665.			51,665.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			755.
b			65,093.
c			302,351.
d			12,847.
e			<53,425.>
f			51,665.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	379,286.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT IN LB DIV. ARB - SPV			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,380.	3,625.	0.	0.	755.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT IN MARKETABLE SECURITIES			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
152,797.	160,682.	0.	0.	<7,885.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT IN MUTUAL FUNDS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,770,939.	1,468,588.	0.	0.	302,351.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT IN FIXED INCOME			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	1,356,221.	1,343,374.	0.	0.	12,847.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESTMENT IN CORPORATE BONDS			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	8,462,464.	8,515,889.	0.	0.	<53,425.>

CAPITAL GAINS DIVIDENDS FROM PART IV					51,665.
TOTAL TO FORM 990-PF, PART I, LINE 6A					306,308.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAINS DIVIDENDS	51,665.	51,665.	0.
DIVIDENDS AND INTEREST FROM INVESTMENTS	176,838.	0.	176,838.
TOTAL TO FM 990-PF, PART I, LN 4	228,503.	51,665.	176,838.

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	17,850.	0.		2,601.
TO FM 990-PF, PG 1, LN 16A	17,850.	0.		2,601.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	107,576.	53,788.		58,742.
TO FORM 990-PF, PG 1, LN 16B	107,576.	53,788.		58,742.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,505.	5,505.		0.
TO FORM 990-PF, PG 1, LN 16C	5,505.	5,505.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	236.	236.		0.
FEDERAL EXCISE TAXES	8,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,236.	236.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK FILING FEES	760.	0.		760.
PORTFOLIO DEDUCTIONS	5.	5.		0.
REGISTERED AGENT FEE	131.	0.		0.
PUBLICATION	260.	0.		260.
TO FORM 990-PF, PG 1, LN 23	1,156.	5.		1,020.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY OBLIGATIONS	X		3,370,236.	3,370,236.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,370,236.	3,370,236.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,370,236.	3,370,236.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	553,456.	553,456.
TOTAL TO FORM 990-PF, PART II, LINE 10B	553,456.	553,456.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,499,029.	1,499,029.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,499,029.	1,499,029.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	3,950,188.	3,950,188.
ALTERNATIVE INVESTMENTS	FMV	14,375.	14,375.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,964,563.	3,964,563.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	26,097.	6,520.	6,520.
TO FORM 990-PF, PART II, LINE 15	26,097.	6,520.	6,520.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX PAYABLE	5,000.	8,000.
DUE TO BROKER	0.	58,048.
TOTAL TO FORM 990-PF, PART II, LINE 22	5,000.	66,048.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANCINE S. KITTREDGE 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 10.00	0.	0.	0.
ELIZABETH R. CRIBBS 605 THIRD AVENUE NEW YORK, NY 10158	PRESIDENT 20.00	0.	0.	0.
KYLE Y. RIDAUGHT 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
INGRID S. DYOTT 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
THEODORE P. JANULIS, RESIGNED 6/28/12 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 0.50	0.	0.	0.
DAVID PEDOWITZ 605 THIRD AVENUE NEW YORK, NY 10158	TREASURER 1.00	0.	0.	0.
JUDITH M. VALE 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 1.00	0.	0.	0.
MELISSA PAPINI 605 THIRD AVENUE NEW YORK, NY 10158	ASST. PRESIDENT/SECRETARY 20.00	0.	0.	0.
HEATHER P. ZUCKERMAN 605 THIRD AVENUE NEW YORK, NY 10158	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

CITY GATEWAY

GRANTEE'S ADDRESS

28 ENSIGN STREET E1 8ND
, LONDON, UNITED KINGDOM

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
12,000.	02/14/12	12,000.	02/17/13

PURPOSE OF GRANT

YOUTH TRAINING AND EMPLOYMENT PROGRAM

DATES OF REPORTS BY GRANTEE

02/17/2013

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

TEACH FIRST

GRANTEE'S ADDRESS

4 MORE LONDON RIVERSIDE
, LONDON, UNITED KINGDOM

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
16,000.	01/13/12	16,000.	01/07/12

PURPOSE OF GRANT

TEACHER RECRUITMENT, TRAINING AND DEVELOPMENT

DATES OF REPORTS BY GRANTEE

01/7/2012

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

GRANTEE'S NAME

TEACH FIRST

GRANTEE'S ADDRESS

4 MORE LONDON RIVERSIDE
, LONDON, UNITED KINGDOM

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
16,000.	11/23/12	16,000.

PURPOSE OF GRANT

TEACHER RECRUITMENT, TRAINING AND DEVELOPMENT

DATES OF REPORTS BY GRANTEE

N/A-REPORT NOT YET SUBMITTED

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

THE NEUBERGER BERMAN FOUNDATION

BOARD RESOLUTION

RESOLVED.

FIRST: That the Neuberger Berman Foundation (herein called the "Company") is, authorized and empowered to establish and maintain one or more Discretionary Investment Management accounts with Neuberger Berman Trust Company N.A. ("NBTCNA") as Discretionary Investment Manager

SECOND: That NBTCNA may deal with any and all the persons directly or indirectly by the foregoing resolution empowered, as though they were dealing with the Company directly

THIRD: That the Secretary of the Corporation be and is hereby authorized, empowered and directed to certify, under the seal of the Corporation, or otherwise, to NBTCNA:

- (a) a true copy of these resolutions,
- (b) specimen signatures of each and every person by these resolutions empowered.

FOURTH: That NBTCNA may rely upon any certification given in accordance with these resolutions, as continuing fully effective unless and until NBTCNA shall receive due written notice of a change in or the rescission of the authority so evidenced, and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision, nor shall the fact that any person hereby empowered ceases to be an officer of the Corporation or becomes an officer under some other title, in any way affect the powers hereby conferred. The failure to supply any specimen signature shall not invalidate any transaction if the transaction is in accordance with authority actually granted

FIFTH: That in the event of any change in the office or powers hereby empowered, the Secretary shall certify such changes to NBTCNA in writing in the manner herein above provided, which notification, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons thereby substituted.

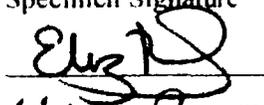
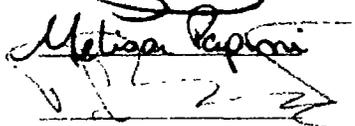
SIXTH: That the foregoing resolution and the certificates actually furnished to NBTCNA by the Secretary of the Corporation pursuant thereto, be and they hereby are made irrevocable until written notice of the revocation thereof shall have been received by NBTCNA.

THE NEUBERGER BERMAN FOUNDATION

SECRETARY'S CERTIFICATE

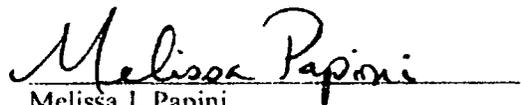
I, Melissa J. Papini, being the Secretary of The Neuberger Berman Foundation, hereby certify that the foregoing resolutions were duly adopted at a meeting of the Board of Directors of said Corporation held on the 26th day of May, 2010 at which a quorum of said Board of Directors was present and acting throughout and that no action has been taken to rescind or amend said resolutions and that the same are now in full force and effect.

I further certify that each of the following has been duly elected on July 10, 2012, is now legally holding the office set opposite his or her name and has subscribed his or her signature hereto.

Title	Name	Specimen Signature
President	Elizabeth R. Cribbs	
Vice-President and Secretary	Melissa J. Papini	
Treasurer	David Pedowitz	

I further certify that the Corporation is duly organized and existing under the laws of the State of Delaware and has the power to take action called for by the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto affixed my hand this 24th day of July, 2012.


Melissa J. Papini
Secretary
The Neuberger Berman Foundation

**The Neuberger Berman Foundation
Minutes of the Board of Directors
July 10, 2012**

A meeting of the Board of Directors of the Neuberger Berman Foundation (the "Foundation") was held in a conference room on the 19th floor of 605 Third Avenue, New York, NY, on July 10, at 2:30 p.m. pursuant to written notice.

PRESENT – BOARD MEMBERS

Ms. Francine S. Kittredge
Elizabeth Rabii Cribbs
Ingrid Dyott (joined while the meeting was in progress)
Judith Vale
Heather Zuckerman (by phone)
Messrs. David Pedowitz
Kyle Y. Ridaught

ALSO PRESENT BY INVITATION

Ms. Melissa J. Papini

ABSENT– BOARD MEMBERS

None

APPROVAL OF MINUTES

The first order of business was the approval of the Minutes of the Board of Directors meeting held on April 18, 2012. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the Minutes of the meeting of the Board of Directors held on April 18, 2012 are hereby approved by the Board of Directors, and that a copy of such Minutes be placed in the appropriate Minute Book of the Foundation.

NEW BUSINESS

Ms. Kittredge introduced a newly appointed Board Member, Heather Zuckerman, who joined the meeting by phone.

Ms. Kittredge introduced a discussion on the proposed slate of Foundation Officers. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the individuals listed below be elected as officers of the Corporation in the capacity indicated to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors or action in lieu thereof, or until the election and qualification of his or her successor or their earlier death, resignation or removal:

Elizabeth Rabii Cribbs, President
Melissa J. Papini, Vice President and Secretary
David Pedowitz, Treasurer

The Board thanked Ms. Kittredge for her past service as President of the Foundation and for the numerous contributions she has made to Neuberger Berman and the nonprofits that the Foundation supports.

Ms. Cribbs then took charge of the meeting.

Ms. Cribbs informed the Board that the Foundation now has the proper procedures and systems in place to accept contributions.

Ms. Cribbs gave the Treasurer's Report, noting that the Foundation's assets on hand as of June 30, 2012 were \$10.56 million.

Ms. Papini gave an update on the grants budget, noting that as of June 29, 2012, there is \$343,000 remaining for grants in FY12.

Ms. Cribbs gave an update on the Foundation's Investment Portfolio.

Ms. Dyott joined the meeting.

Ms. Papini made a presentation to the Board on the results of a recent survey of Neuberger Berman employees on various Corporate Social Responsibility initiatives.

Ms. Cribbs summarized the remaining portions of the board book, including the discretionary grant list, press section and the appendix.

There being no further business, the meeting was, upon motion duly made and seconded, adjourned.

Respectfully submitted,

Melissa J. Papini
Secretary