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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation
THE BILL BERNBACH FOUNDATION
C/O ENGINE USA LLC

Number and street (or P O box number if mail is not delivered to street address)
460 PARK AVENUE SOUTH

Room/suite
7FL

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10016

A Employer identification number
23-7060333

B Telephone number
212.371.0088

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)
\$ 1,156,554. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

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		21,436.	20,642.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		91,125.			
b Gross sales price for all assets on line 6a 310,942.					
7 Capital gain net income (from Part IV, line 2)			91,125.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less return and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		112,561.	111,767.		
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 2		3,500.	0.		3,500.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		1,753.	255.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		9,856.	9,506.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		15,109.	9,761.		3,750.
25 Contributions, gifts, grants paid		140,460.			140,460.
26 Total expenses and disbursements. Add lines 24 and 25		155,569.	9,761.		144,210.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<43,008.>			
b Net investment income (if negative, enter -0-)			102,006.		
c Adjusted net income (if negative, enter -0-)				N/A	

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2

THE BILL BERNBACH FOUNDATION

Form 990-PF (2014)

C/O ENGINE USA LLC

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	15,355.	35,161.	35,161.
	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 5	934,208.	871,394.	1,121,330.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	949,626.	906,618.	1,156,554.	
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	903,917.	860,909.		
30 Total net assets or fund balances	949,626.	906,618.		
31 Total liabilities and net assets/fund balances	949,626.	906,618.		

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	949,626.
2 Enter amount from Part I, line 27a	2	<43,008.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	906,618.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	906,618.

THE BILL BERNBACH FOUNDATION

Form 990-PF (2014)

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 GAIN DISTRIBUTION	P		
b CAPITAL GUARDIAN #70-744000 - SEE ATTACHED	P		
c CAPITAL GUARDIAN #70-744000 - SEE ATTACHED	P		
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 80.			80.
b 31,854.		32,312.	<458.>
c 279,008.		187,505.	91,503.
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			80.
b			<458.>
c			91,503.
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	91,125.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	129,549.	1,207,171.	.107316
2012	72,931.	1,164,350.	.062637
2011	75,904.	1,149,875.	.066011
2010	60,294.	1,142,641.	.052767
2009	57,308.	1,052,302.	.054460

2 Total of line 1, column (d)	2	.343191
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	.068638
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,139,087.
5 Multiply line 4 by line 3	5	78,185.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,020.
7 Add lines 5 and 6	7	79,205.
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	144,210.

THE BILL BERNBACH FOUNDATION

Form 990-PF (2014)

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,020.
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	1,020.
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	1,020.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,120.
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	1,120.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	100.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
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 (2014)

THE BILL BERNBACH FOUNDATION
C/O ENGINE USA LLC

Form 990-PF (2014)

23-7060333

Page 5

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>BAKER TILLY VIRCHOW KRAUSE, LLP</u> Telephone no. ► <u>212-697-6900</u> Located at ► <u>ONE PENN PLAZA - SUITE 3000, NEW YORK, NY</u> ZIP+4 ► <u>10119</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			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X

Form 990-PF (2014)

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

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

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

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

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

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

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 460 PARK AVENUE SOUTH 7TH FLOOR NEW YORK, NY 10016	PRESIDENT 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		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	1,125,759.
b	Average of monthly cash balances	1b	30,674.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,156,433.
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	1,156,433.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,346.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,139,087.
6	Minimum investment return. Enter 5% of line 5	6	56,954.

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	56,954.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,020.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,020.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,934.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	55,934.
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	55,934.

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	144,210.
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	144,210.
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	1,020.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	143,190.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				55,934.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013	71,080.			
f Total of lines 3a through e	71,080.			
4 Qualifying distributions for 2014 from Part XII, line 4- ▶ \$	144,210.			
a Applied to 2013, 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 2014 distributable amount				55,934.
e Remaining amount distributed out of corpus	88,276.			
5 Excess distributions carryover applied to 2014 (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:	159,356.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	159,356.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	71,080.			
e Excess from 2014	88,276.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

THE BILL BERNBACH FOUNDATION

Form 990-PF (2014)

C/O ENGINE USA LLC

23-7060333 Page 11

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				
BROOKLYN MUSEUM 200 EASTERN PARKWAY BROOKLYN, NY 11238	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	10,000.
CASITA MARIA, INC. 39W 32ND STREET, STE 1603 NEW YORK, NY 10001	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	15,000.
DIA ART FOUNDATION 535 WEST 22ND STREET NEW YORK, NY 10011	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	2,000.
MEMORIAL SLOAN-KETTERING CENTER 1275 YORK AVENUE NEW YORK, NY 10021	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	7,500.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	1,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				140,460.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

THE BILL BERNBACH FOUNDATION
C/O ENGINE USA LLC

23-7060333

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
MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	360.
NATIONAL BREAST CANCER COALITION FUND 1101 17TH STREET, NW, SUITE 1300 WASHINGTON, DC 20036	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	14,500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	2,000.
OCEANA 1350 CONNECTICUT AVE., NW 5TH FL WASHINGTON, DC 20036	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	20,000.
SAINT ANN'S SCHOOL 129 PIERREPONT STREET BROOKLYN HEIGHTS, NY 11201	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	50,000.
THE AMERICAN HOSPITAL OF PARIS 575 MADISON AVE NEW YORK, NY 10022	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	2,000.
THE BACHMAN-STRAUSS DYSTONIA FOUNDATION, INC ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	2,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 475 PARK AVE SOUTH NEW YORK, NY 10016	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	7,000.
BALLET IN CLEVELAND 1621 EUCLID AVENUE CLEVELAND, OH 44115	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	1,000.
GLADES ACADEMY FOUNDATION E 7368 SW 15 ST PAHOKEE, FL 33476	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	5,000.
Total from continuation sheets				104,460.

2014 Tax Information Statement

Account Number: 70-744000
Recipient's Tax ID Number: XX-XXX0333
 Corrected 2nd TIN notice

Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 460 PARK AVENUE SOUTH - 7TH FL
 NEW YORK, NY 10016

Account Number: 70-744000
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2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
ACE LTD									
H0023R105	02/26/2014	12/11/2013	1,926.96	2,007.97		0.00	-81.01	0.00	0.00
CDK GLOBAL INC									
12508E101	10/15/2014	03/27/2014	339.87	380.71		0.00	-40.84	0.00	0.00
CENOVUS ENERGY INC US\$									
15135U109	12/16/2014	07/02/2014	1,107.79	2,111.82		0.00	-1,004.03	0.00	0.00
CHEVRON CORP									
166764100	09/25/2014	04/21/2014	604.18	621.42		0.00	-17.24	0.00	0.00
CONOCOPHILLIPS									
20825C104	09/25/2014	05/20/2014	777.58	785.28		0.00	-7.70	0.00	0.00
DAIMLER AG ADR									
233825108	02/26/2014	10/17/2013	919.38	799.81		0.00	119.57	0.00	0.00
DELPHI AUTOMOTIVE PLC									
G27823106	06/10/2014	01/08/2014	3,495.42	3,036.42		0.00	459.00	0.00	0.00
INTERMEDIATE BOND FUND OF AMERICA CL F2									
458809829	06/11/2014	05/30/2014	514.19	516.48		0.00	-2.29	0.00	0.00
IRONWOOD PHARMACEUTICALS INC CL A									
46333X108	03/28/2014	05/20/2013	1,197.12	1,391.52		0.00	-194.40	0.00	0.00

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 NEW YORK, NY 10016

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

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
778296103	06/19/2014	11/04/2013	1,353.85	1,545.29		0.00	-191.44	0.00	0.00	
ROSS STORES INC										
778296103	08/22/2014	Various	3,672.95	3,832.86		0.00	-159.91	0.00	0.00	
ROSS STORES INC										
778296103	10/10/2014	10/25/2013	4,241.96	4,166.04		0.00	75.92	0.00	0.00	
SCRIPPS NETWORKS INTERACTIVE CL A										
811065101	09/25/2014	01/10/2014	1,555.76	1,640.76		0.00	-85.00	0.00	0.00	
SIRIUS XM HOLDINGS INC										
82968B103	02/26/2014	Various	713.48	629.25		0.00	84.23	0.00	0.00	
TEXAS INSTRUMENTS INC										
882508104	02/26/2014	07/11/2013	2,238.71	1,858.22		0.00	380.49	0.00	0.00	
UNILEVER NV NY SHRS										
904784709	03/27/2014	Various	7,194.96	6,988.24		0.00	206.72	0.00	0.00	
Total Short Term Sales			31,854.16	32,312.09		0.00	-457.93	0.00	0.00	
Long Term Sales										

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Description of property

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00287Y109	10/17/2014	07/17/2013	1,869.92	1,538.38		0.00	331.54	0.00	0.00	
ABBVIE INC										
G1151C101	09/25/2014	01/24/2012	1,577.96	1,130.34		0.00	447.62	0.00	0.00	
ACCENTURE PLC US\$										
009158106	04/01/2014	03/10/2004	2,384.75	970.20		0.00	1,414.55	0.00	0.00	
AIR PRODUCTS & CHEMICALS INC										
009158106	09/25/2014	03/10/2004	665.88	242.55		0.00	423.33	0.00	0.00	
AIR PRODUCTS & CHEMICALS INC										
01741R102	02/26/2014	Various	3,145.94	2,931.42		0.00	214.52	0.00	0.00	
ALLEGHENY TECHNOLOGIES INC										
01741R102	07/31/2014	01/07/2009	1,894.56	1,460.40		0.00	434.16	0.00	0.00	
ALLEGHENY TECHNOLOGIES INC										
01741R102	08/08/2014	06/26/2013	3,948.71	2,670.13		0.00	1,278.58	0.00	0.00	
ALLERGAN INC										
018490102	03/28/2014	08/17/2004	7,294.35	2,162.48		0.00	5,131.87	0.00	0.00	
AMERICAN TOWER CORP										
03027X100	08/25/2014	Various	2,466.55	1,049.04		0.00	1,417.51	0.00	0.00	

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 JOHN L BERNBACH, PRESIDENT
 460 PARK AVENUE SOUTH - 7TH FL
 NEW YORK, NY 10016

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

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
037833100	03/27/2014	Various	5,375.18	1,455.12		0.00	3,920.06	0.00	0.00	
APPLE INC										
054937107	03/28/2014	Various	3,997.70	2,829.64		0.00	1,168.06	0.00	0.00	
BB&T CORP										
054937107	04/01/2014	Various	2,822.66	1,917.36		0.00	905.30	0.00	0.00	
BEAM INC										
073730103	01/14/2014	Various	12,070.65	7,863.97		0.00	4,206.68	0.00	0.00	
BLACKROCK INC										
09247X101	04/23/2014	03/22/2012	6,162.05	3,974.61		0.00	2,187.44	0.00	0.00	
BLACKROCK INC										
09247X101	06/27/2014	05/23/2012	3,167.27	1,600.00		0.00	1,567.27	0.00	0.00	
BOEING CO										
097023105	06/10/2014	05/24/2013	1,369.36	994.82		0.00	374.54	0.00	0.00	
BRISTOL-MYERS SQUIBB CO										
110122108	02/26/2014	Various	8,068.35	4,881.28		0.00	3,187.07	0.00	0.00	
BROADCOM CORP										
111320107	06/20/2014	02/19/2009	1,332.75	562.96		0.00	769.79	0.00	0.00	

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 NEW YORK, NY 10016

Account Number: 70-744000

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

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Description of property

Cusp Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
111320107	06/20/2014	06/22/2011	380.79	313.25		0.00	67.54	0.00	0.00	
BROADCOM CORP										
143658300	03/11/2014	Various	1,357.59	1,055.19		0.00	302.40	0.00	0.00	
CARNIVAL CORP COMMON PAIRED STOCK										
143658300	04/22/2014	08/10/2011	2,996.08	2,401.33		0.00	594.75	0.00	0.00	
CARNIVAL CORP COMMON PAIRED STOCK										
149123101	06/10/2014	08/02/2011	1,090.57	995.38		0.00	95.19	0.00	0.00	
CATERPILLAR INC										
12508E101	10/15/2014	Various	679.73	726.02		0.00	-46.29	0.00	0.00	
CDK GLOBAL INC										
15135B101	01/30/2014	05/02/2012	6,107.76	4,033.99		0.00	2,073.77	0.00	0.00	
CENTENE CORP										
15135B101	02/04/2014	10/05/2012	1,459.61	908.63		0.00	550.98	0.00	0.00	
CENTENE CORP										
12572Q105	02/26/2014	10/17/2012	1,438.37	1,154.13		0.00	284.24	0.00	0.00	
CME GROUP INC										
12572Q105	08/28/2014	10/17/2012	2,298.85	1,731.21		0.00	567.64	0.00	0.00	
CME GROUP INC										

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
189754104	05/07/2014	Various	4,199.04	4,962.33		0.00	-763.29	0.00	0.00	
COACH INC										
189754104	05/08/2014	05/04/2010	2,112.15	2,088.75		0.00	23.40	0.00	0.00	
COACH INC										
189754104	05/08/2014	03/26/2013	2,112.15	2,474.09		0.00	-361.94	0.00	0.00	
COACH INC										
189754104	05/09/2014	05/04/2010	1,472.78	1,462.12		0.00	10.66	0.00	0.00	
COBALT INTERNATIONAL ENERGY										
19075F106	04/10/2014	03/05/2012	1,781.46	3,000.77		0.00	-1,219.31	0.00	0.00	
DANAHER CORP										
235851102	06/10/2014	10/14/2009	1,607.76	695.48		0.00	912.28	0.00	0.00	
DARDEN RESTAURANTS INC										
237194105	07/17/2014	04/23/2012	2,626.06	2,971.77		0.00	-345.71	0.00	0.00	
EMERSON ELECTRIC CO										
291011104	03/31/2014	02/27/2009	2,678.26	1,066.00		0.00	1,612.26	0.00	0.00	
ENSCO PLC-CL A										
G3157S106	04/01/2014	Various	2,875.31	3,313.86		0.00	-438.55	0.00	0.00	

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 NEW YORK, NY 10016

Account Number: 70-744000
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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Corrected 2nd TIN notice

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Description of property

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G3157S106	10/16/2014	Various	3,245.99	4,922.16		0.00	-1,676.17	0.00	0.00	
ENSCO PLC-CL A										
26875P101	09/25/2014	09/28/2006	1,007.87	322.48		0.00	685.39	0.00	0.00	
EOG RESOURCES INC										
30219G108	05/08/2014	02/08/2013	2,008.90	1,671.67		0.00	337.23	0.00	0.00	
EXPRESS SCRIPTS HOLDING CO										
GENPACT LTD										
G3922B107	03/13/2014	02/14/2012	1,703.55	1,563.50		0.00	140.05	0.00	0.00	
GENPACT LTD										
G3922B107	03/14/2014	02/15/2012	1,693.29	1,563.50		0.00	129.79	0.00	0.00	
GILEAD SCIENCES INC										
375558103	01/08/2014	Various	7,365.26	2,461.62		0.00	4,903.64	0.00	0.00	
GILEAD SCIENCES INC										
375558103	09/25/2014	02/01/2012	8,583.81	1,964.14		0.00	6,619.67	0.00	0.00	
GOLDMAN SACHS GROUP INC										
38141G104	09/25/2014	Various	1,837.36	1,466.00		0.00	371.36	0.00	0.00	
GOLDMAN SACHS GROUP INC										
38141G104	09/25/2014	Various	1,837.36	1,431.09		0.00	406.27	0.00	0.00	

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406216101	HALLIBURTON CO	02/26/2014	05/21/2010	277.82	133.18	0.00	144.64	0.00	0.00
406216101	HALLIBURTON CO	02/26/2014	Various	3,056.02	1,694.58	0.00	1,361.44	0.00	0.00
406216101	HALLIBURTON CO	06/10/2014	05/21/2010	4,025.31	1,598.13	0.00	2,427.18	0.00	0.00
406216101	HALLIBURTON CO	06/27/2014	Various	3,462.67	1,313.07	0.00	2,149.60	0.00	0.00
406216101	HALLIBURTON CO	06/27/2014	06/26/2013	3,462.66	2,080.69	0.00	1,381.97	0.00	0.00
406216101	HALLIBURTON CO	08/25/2014	07/01/2013	3,083.10	1,912.92	0.00	1,170.18	0.00	0.00
437076102	HOME DEPOT INC	03/28/2014	09/20/2011	3,933.91	1,747.87	0.00	2,186.04	0.00	0.00
437076102	HOME DEPOT INC	05/20/2014	09/20/2011	3,500.92	1,573.07	0.00	1,927.85	0.00	0.00
458809829	INTERMEDIATE BOND FUND OF AMERICA CL F2	02/26/2014	03/12/2004	12,474.00	12,879.66	0.00	-405.66	0.00	0.00

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Capital Guardian Trust Company
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

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Description of property

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458809829	06/11/2014	03/12/2004	8,869.81	9,158.26		0.00	-288.45	0.00	0.00
462846106	02/26/2014	04/14/2011	2,861.95	3,403.64		0.00	-541.69	0.00	0.00
462846106	09/25/2014	Various	1,061.97	983.88		0.00	78.09	0.00	0.00
462846106	11/14/2014	01/23/2012	24.28	20.39		0.00	3.89	0.00	0.00
462846106	12/03/2014	10/20/2008	101.52	60.51		0.00	41.01	0.00	0.00
462846106	12/03/2014	01/23/2012	859.14	710.04		0.00	149.10	0.00	0.00
46333X108	04/01/2014	01/29/2013	1,274.36	1,300.52		0.00	-26.16	0.00	0.00
466313103	03/31/2014	Various	1,795.26	2,202.85		0.00	-407.59	0.00	0.00
466313103	04/01/2014	Various	1,081.09	1,163.87		0.00	-82.78	0.00	0.00

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 Recipient's Name and Address:
 BILL BERNBACH FOUNDATION
 JOHN L BERNBACH, PRESIDENT
 460 PARK AVENUE SOUTH - 7TH FL
 NEW YORK, NY 10016

Corrected 2nd TIN notice

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

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Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld	
426281101	09/25/2014	04/26/2011	1,667.66	1,012.80		0.00	654.86	0.00	0.00	
JACK HENRY & ASSOC INC										
46625H100	02/26/2014	07/28/2005	3,969.63	2,479.19		0.00	1,490.44	0.00	0.00	
JPMORGAN CHASE & CO										
594918104	09/25/2014	03/10/2005	691.63	380.01		0.00	311.62	0.00	0.00	
MICROSOFT CORP										
61166W101	06/10/2014	05/18/2011	1,213.97	647.19		0.00	566.78	0.00	0.00	
MONSANTO CO NEW COM										
61945C103	10/28/2014	10/19/2012	1,940.68	2,435.74		0.00	-495.06	0.00	0.00	
MOSAIC CO/THE										
641069406	05/12/2014	04/14/2004	1,180.01	383.91		0.00	796.10	0.00	0.00	
NESTLE NAM SPON ADR										
641069406	05/12/2014	06/04/2012	786.67	564.90		0.00	221.77	0.00	0.00	
NESTLE NAM SPON ADR										
651229106	06/10/2014	Various	1,567.46	1,139.85		0.00	427.61	0.00	0.00	
NEWELL RUBBERMAID INC										
651229106	02/26/2014	08/09/2011	1,388.97	798.61		0.00	590.36	0.00	0.00	
NIELSEN NV US\$										

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NIELSEN NV US\$									
N63218106	06/10/2014	Various	1,184.22	662.15		0.00	522.07	0.00	0.00
NIKE INC CL B									
654106103	09/25/2014	02/12/2013	1,196.37	826.08		0.00	370.29	0.00	0.00
NOBLE ENERGY INC									
655044105	09/25/2014	09/07/2010	1,038.58	552.39		0.00	486.19	0.00	0.00
NOBLE ENERGY INC									
655044105	09/25/2014	06/07/2013	1,038.58	873.61		0.00	164.97	0.00	0.00
NORFOLK SOUTHERN CORP									
655844108	05/12/2014	Various	3,857.82	2,733.95		0.00	1,123.87	0.00	0.00
NOVO NORDISK A/S CL B ADR									
670100205	02/26/2014	02/18/2010	2,363.95	723.01		0.00	1,640.94	0.00	0.00
NUCOR CORP									
670346105	07/01/2014	Various	1,732.50	1,165.87		0.00	566.63	0.00	0.00
NUCOR CORP									
670346105	07/17/2014	11/06/2008	1,251.10	825.53		0.00	425.57	0.00	0.00
ORACLE CORP									
68389X105	02/26/2014	09/22/2010	2,701.25	1,898.67		0.00	802.58	0.00	0.00

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743315103	07/16/2014	10/17/2008	1,830.23	1,036.88		0.00	793.35	0.00	0.00
747525103	02/26/2014	Various	6,017.09	3,364.92		0.00	2,652.17	0.00	0.00
778296103	12/18/2014	10/25/2013	2,310.20	1,893.66		0.00	416.54	0.00	0.00
806857108	02/26/2014	02/12/2013	933.18	785.81		0.00	147.37	0.00	0.00
806857108	06/10/2014	02/12/2013	1,065.47	785.80		0.00	279.67	0.00	0.00
806857108	09/25/2014	02/27/2009	1,012.27	370.50		0.00	641.77	0.00	0.00
808513105	04/16/2014	Various	4,904.31	2,649.06		0.00	1,355.25	0.00	0.00
812578102	02/26/2014	Various	2,689.95	1,024.72		0.00	1,665.23	0.00	0.00
812578102	04/22/2014	Various	4,124.06	1,980.49		0.00	2,143.57	0.00	0.00

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812578102	04/23/2014	06/10/2011	200.92	97.54		0.00	103.38	0.00	0.00
	SEATTLE GENETICS INC								
812578102	12/29/2014	06/10/2011	1,449.72	877.82		0.00	571.90	0.00	0.00
	SEATTLE GENETICS INC								
G81276100	02/07/2014	Various	7,153.57	3,541.73		0.00	3,611.84	0.00	0.00
	SIGNET JEWELERS LTD								
82968B103	06/10/2014	04/29/2013	334.99	314.28		0.00	20.71	0.00	0.00
	SIRIUS XM HOLDINGS INC								
87612E106	05/23/2014	Various	4,740.17	3,289.91		0.00	1,450.26	0.00	0.00
	TARGET CORP								
H84989104	09/24/2014	Various	5,066.66	1,517.35		0.00	3,549.31	0.00	0.00
	TE CONNECTIVITY LTD US\$								
886547108	01/23/2014	08/11/2010	2,577.09	1,277.08		0.00	1,300.01	0.00	0.00
	TIFFANY & CO NEW								
886547108	04/01/2014	02/12/2013	3,478.48	2,537.87		0.00	940.61	0.00	0.00
	TIFFANY & CO NEW								
886547108	06/26/2014	08/13/2010	3,489.49	1,480.65		0.00	2,008.84	0.00	0.00
	TIFFANY & CO NEW								

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913017109	06/10/2014	Various	2,380.74	1,682.74		0.00	698.00	0.00	0.00
Total Long Term Sales			279,007.73	187,504.56		0.00	91,503.17	0.00	0.00

UNITED TECHNOLOGIES CORP

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GUARDIAN TRUST COMPANY - 70-744000	21,436.	0.	21,436.	20,642.	
TO PART I, LINE 4	21,436.	0.	21,436.	20,642.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	0.		3,500.
TO FORM 990-PF, PG 1, LN 16B	3,500.	0.		3,500.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,498.	0.		0.
FOREIGN TAX	255.	255.		0.
TO FORM 990-PF, PG 1, LN 18	1,753.	255.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INTEREST EXPENSE	9,506.	9,506.		0.
NY FILING FEE	250.	0.		250.
NON-DEDUCTIBLE EXPENSE	100.	0.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	9,856.	9,506.		250.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL GUARDIAN - EQUITY	COST	457,506.	715,109.
CAPITAL GUARDIAN - FIXED INCOME ASSETS	COST	413,888.	406,221.
TOTAL TO FORM 990-PF, PART II, LINE 13		871,394.	1,121,330.