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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](http://www.irs.gov/form990pf)

For calendar year 2016 or tax year beginning , and ending

Name of foundation <b>THE BILL BERNBACH FOUNDATION</b>		A Employer identification number <b>23-7060333</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O JOHN BERNBACH, 54 SPRINGHURST ROAD</b>		B Telephone number <b>917.767.8800</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BEDFORD HILLS, NY 10507</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>937,072.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
Revenue	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	19,973.	19,277.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,754.			STATEMENT 1
	b Gross sales price for all assets on line 6a	301,892.			
	7 Capital gain net income (from Part IV, line 2)		35,783.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	55,727.	55,060.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,600.			3,600.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,049.			0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	7,800.	7,700.		100.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,449.	7,887.		3,700.
	25 Contributions, gifts, grants paid	103,060.			103,060.
26 Total expenses and disbursements. Add lines 24 and 25	115,509.	7,887.		106,760.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<59,782.>				
b Net investment income (if negative, enter -0-)		47,173.			
c Adjusted net income (if negative, enter -0-)			N/A		

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	34,777.	25,287.	25,287.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 5,063.			
	Less: allowance for doubtful accounts ▶	63.	5,063.	5,063.
	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 <b>STMT 6</b>	783,324.	728,032.	906,722.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	818,164.	758,382.	937,072.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	772,455.	712,673.		
30 <b>Total net assets or fund balances</b>	818,164.	758,382.		
31 <b>Total liabilities and net assets/fund balances</b>	818,164.	758,382.		

**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	818,164.
2 Enter amount from Part I, line 27a	2	<59,782.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	758,382.
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	758,382.

**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.)
<b>1a CAPITAL GAIN DISTRIBUTION</b>		P		
<b>b CAPITAL GUARDIAN #70-744000 - SEE ATTACHED</b>		P		
<b>c CAPITAL GUARDIAN #70-744000 - SEE ATTACHED</b>		P		
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 631.			631.	
b 45,676.		47,630.	<1,954.>	
c 255,585.		218,479.	37,106.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			631.	
b			<1,954.>	
c			37,106.	
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 35,783.
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))
2015	181,864.	1,017,431.	.178748
2014	143,190.	1,139,087.	.125706
2013	129,549.	1,207,171.	.107316
2012	72,931.	1,164,350.	.062637
2011	75,904.	1,149,875.	.066011
2 Total of line 1, column (d)			2 .540418
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 .108084
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 946,403.
5 Multiply line 4 by line 3			5 102,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 472.
7 Add lines 5 and 6			7 102,763.
8 Enter qualifying distributions from Part XII, line 4			8 106,760.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
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	472.
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	472.
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	472.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	236.
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	236.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	236.
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 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation.  \$ 0. (2) On foundation managers.  \$ 0.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers.  \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
If "Yes," attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions)  NY

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BAKER TILLY VIRCHOW KRAUSE, LLP Telephone no. 212-697-6900 Located at ONE PENN PLAZA - SUITE 3000, NEW YORK, NY ZIP+4 10119
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)
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?
b If "Yes," did it have excess business holdings in 2016 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 2016)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN BERNBACH 54 SPRINGHURST ROAD BEDFORD HILLS, NY 10507	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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

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	933,198.
b	Average of monthly cash balances	1b	27,617.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	960,815.
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	960,815.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,412.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	946,403.
6	Minimum investment return. Enter 5% of line 5	6	47,320.

**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	47,320.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	472.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	472.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,848.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	46,848.
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	46,848.

**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	106,760.
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	106,760.
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	472.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,288.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				46,848.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013	71,080.			
d From 2014	88,276.			
e From 2015	132,884.			
f Total of lines 3a through e	292,240.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 106,760.				
a Applied to 2015, 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 2016 distributable amount				46,848.
e Remaining amount distributed out of corpus	59,912.			
5 Excess distributions carryover applied to 2016 (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:	352,152.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	352,152.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	71,080.			
c Excess from 2014	88,276.			
d Excess from 2015	132,884.			
e Excess from 2016	59,912.			

**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 2016, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

---

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

---

- c** Any submission deadlines:

---

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
BEDFORD PLAYHOUSE, INC. PO BOX 777 BEDFORD, NY 10506	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	1,000.
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.
MEMORIAL SLOAN-KETTERING CENTER 1275 YORK AVENUE NEW YORK, NY 10021	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	10,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	600.
<b>Total SEE CONTINUATION SHEET(S)</b>				<b>103,060.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>				<b>0.</b>





THE BILL BERNBACH FOUNDATION

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	6,500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	1,500.
OCEANA, INC. 1350 CONNECTICUT AVE., NW 5TH FL WASHINGTON, DC 20036	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	30,000.
SAINT ANN'S SCHOOL 129 PIERREPONT STREET BROOKLYN HEIGHTS, NY 11201	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	15,000.
THE AMERICAN HOSPITAL OF PARIS 575 MADISON AVE NEW YORK, NY 10022	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	2,500.
NEW YORK SCHOOL OF INTERIOR DESIGN 170 E 70TH STREET NEW YORK, NY 10021	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	3,000.
FOREIGN POLICY ASSOCIATION 470 PARK AVE NEW YORK, NY 10022	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	1,000.
THE SCHWARTZ CENTER 100 CAMBRIDGE ST., STE. 2100 BOSTON, MA 02114	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	5,000.
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVE BROOKLYN, NY 11217	NONE	501(C)(3)	ACHIEVE CHARITABLE PURPOSE	1,500.
<b>Total from continuation sheets</b>				<b>66,460.</b>



FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
CAPITAL GAIN DISTRIBUTION				PURCHASED			
	631.	0.	0.		0.		631.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
CAPITAL GUARDIAN #70-744000 - SEE ATTACHED				PURCHASED			
	45,676.	47,630.	0.		0.		<1,954.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD	(F) GAIN OR LOSS
CAPITAL GUARDIAN #70-744000 - SEE ATTACHED				PURCHASED			
	255,585.	218,508.	0.		0.		37,077.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<u>35,754.</u>



FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CAPITAL GUARDIAN - EQUITY	COST	437,619.	623,393.
CAPITAL GUARDIAN - FIXED INCOME ASSETS	COST	290,413.	283,329.
TOTAL TO FORM 990-PF, PART II, LINE 13		728,032.	906,722.

## 2016 Tax Information Statement

CAPITAL BANK & TRUST  
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2E  
IRVINE, CA 92618

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

Recipient's Name and Address  
BILL BERNBACH FOUNDATION  
JOHN L BERNBACH, PRESIDENT  
54 SPRINGHURST ROAD  
BEDFORD HILLS, NY 10507

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Corrected     FATCA     2nd TIN notice

### 2016 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	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld	
<b>Short Term Sales</b>											
50.0											
046353108	10/17/2016	10/19/2015	1,515.81	1,611.95			-96.14		0.00	0.00	
20.0											
111320107	02/03/2016	02/12/2015	413.70	905.96			-492.26		0.00	0.00	
0.085											
13057Q107	03/24/2016	09/29/2015	0.08	0.02			0.06		0.00	0.00	
6.0											
13057Q107	03/29/2016	Various	6.19	1.77			4.42		0.00	0.00	
225.0											
198280109	05/20/2016	Various	5,735.12	4,585.70			1,149.42		0.00	0.00	
40.0											
198280109	06/02/2016	12/10/2015	1,019.97	775.20			244.77		0.00	0.00	
125.0											
198280109	07/01/2016	Various	3,187.50	2,234.50			953.00		0.00	0.00	
25.0											
126650100	10/17/2016	11/05/2015	2,174.04	2,489.25			-315.21		0.00	0.00	
85.997											
458809829	05/20/2016	Various	1,166.12	1,171.07			-4.95		0.00	0.00	

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 Corrected     FATCA     2nd TIN notice

Recipient's Name and Address:  
BILL BERNBACH FOUNDATION  
JOHN L BERNBACH, PRESIDENT  
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BEDFORD HILLS, NY 10507

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Description of property											
Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld	
218 689	INTERMEDIATE BOND FUND OF AMERICA CL F2										
458809829	11/18/2016	Various	2,941.37	2,975.82			-34.45		0.00	0.00	
10 0	INTERNATIONAL BUSINESS MACHINES CORP										
459200101	11/28/2016	Various	1,643.06	1,533.06			110.00		0.00	0.00	
100 0	JABIL CIRCUIT INC										
466313103	01/26/2016	02/03/2015	1,948.20	2,088.00			-139.80		0.00	0.00	
100.0	KINDER MORGAN INC										
494568101	03/17/2016	Various	1,888.84	3,481.12			-1,592.28		0.00	0.00	
60 0	KINDER MORGAN INC										
494568101	03/17/2016	Various	1,137.11	1,866.69			-729.58		0.00	0.00	
25 0	LILLY ELI & COMPANY COMMON STOCK										
532457108	07/21/2016	Various	2,006.02	2,024.99			-18.97		0.00	0.00	
20 0	MICROSOFT CORPORATION COMMON STOCK										
594918104	05/20/2016	01/06/2016	1,017.57	1,083.75			-66.18		0.00	0.00	
45.0	OCCIDENTAL PETROLEUM CORP										
674599105	12/13/2016	Various	3,260.61	3,389.24			-128.63		0.00	0.00	
50 0	ROCHE HLDG LTD-SPONSORED ADR										
771195104	12/21/2016	01/20/2016	1,410.34	1,592.99			-182.65		0.00	0.00	

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Description of property											
Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld	
10.0	TIME WARNER CABLE INC										
88732J207	01/06/2016	05/06/2015	1,815.05	1,567.35			247.70		0.00	0.00	
20.0	TOWERS WATSON & COMPANY CL A										
891894107	01/11/2016	01/30/2015	2,468.60	2,377.36			91.24		0.00	0.00	
60.0	WILLIS TOWERS WATSON PLC										
G96629103	01/20/2016	01/05/2016	6,570.81	7,405.80			-834.99		0.00	0.00	
20.0	WILLIS TOWERS WATSON PLC										
G96629103	03/29/2016	01/05/2016	2,349.57	2,468.60			-119.03		0.00	0.00	
<b>Total Short Term Sales</b>			<b>45,675.68</b>	<b>47,630.19</b>	<b>0.00</b>	<b>0.00</b>	<b>-1,954.51</b>		<b>0.00</b>	<b>0.00</b>	
<b>Long Term Sales</b>											
10.0	ACCENTURE PLC US\$										
G1151C101	05/20/2016	01/24/2012	1,166.97	565.17			601.80		0.00	0.00	
25.0	ACCENTURE PLC US\$										
G1151C101	10/17/2016	Various	2,937.28	1,383.48			1,553.80		0.00	0.00	
4.0	ALPHABET INC CL A										
02079K305	01/08/2016	11/24/2008	2,992.72	509.78			2,482.94		0.00	0.00	

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## 2016 Tax Information Statement

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Recipient's Tax ID Number: XX-XXX0333

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Description of property			Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Cusip Number	Date Sold or Disposed	Date Acquired							
3 0	ALPHABET INC CL C								
02079K107	06/03/2016	Various	2,167.75	684.94			1,482.81	0.00	0.00
10.0	AMERICAN TOWER CORP								
03027X100	05/20/2016	04/02/2008	1,040.47	403.87			636.60	0.00	0.00
20.0	AMERISOURCEBERGEN CORP								
03073E105	05/23/2016	09/25/2014	1,483.81	1,552.38			-68.57	0.00	0.00
10.0	AMERISOURCEBERGEN CORP								
03073E105	06/02/2016	09/25/2014	770.58	776.19			-5.61	0.00	0.00
10.0	AMERISOURCEBERGEN CORP								
03073E105	11/10/2016	09/25/2014	784.62	776.19			8.43	0.00	0.00
20.0	AMERISOURCEBERGEN CORP								
03073E105	12/08/2016	05/08/2014	1,538.02	1,300.46			237.56	0.00	0.00
10.0	AON PLC								
G0408V102	11/21/2016	04/01/2014	1,126.77	845.72			281.05	0.00	0.00
95.0	ASTRAZENECA PLC ADR								
046353108	10/17/2016	08/26/2014	2,880.05	3,508.53			-628.48	0.00	0.00
55.0	ASTRAZENECA PLC ADR								
046353108	11/11/2016	Various	1,544.49	2,017.31			-472.82	0.00	0.00

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Account Number **70-744000**  
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Description of property												
Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld		
30 0	AUTOMATIC DATA PROCESSING INC COMMON STOCK											
053015103	09/30/2016	Various	2,649.98	2,267.17			382.81		0.00	0.00		
30 0	BOEING CO											
097023105	03/10/2016	Various	3,669.52	3,829.14			-159.63		0.00	0.00		
15 0	BOEING CO											
097023105	03/17/2016	06/10/2013	1,962.27	1,535.26			427.01		0.00	0.00		
90 0	BROADCOM CORP											
111320107	02/03/2016	Various	1,861.66	1,369.39			492.26		0.00	0.00		
0 158	BROADCOM LTD											
Y09827109	02/02/2016	10/21/2013	19.23	7.38			11.85		0.00	0.00		
10 0	BROADCOM LTD											
Y09827109	03/29/2016	Various	1,534.17	953.34			580.83		0.00	0.00		
10,0	BROADCOM LTD											
Y09827109	05/20/2016	10/21/2013	1,465.06	456.29			1,008.77		0.00	0.00		
5 0	BROADCOM LTD											
Y09827109	06/02/2016	10/21/2013	771.68	228.14			543.54		0.00	0.00		
25 0	CATERPILLAR INC											
149123101	03/17/2016	Various	1,883.94	2,165.89			-281.95		0.00	0.00		

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Corrected     FATCA     2nd TIN notice

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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	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld	
30.0	CATERPILLAR INC										
149123101	10/17/2016	Various	2,614.62	2,476.06			138.56		0.00	0.00	
0.689	CHARTER COMMUNICATIONS INC CL A										
16119P108	05/18/2016	04/20/2015	154.74	140.61			14.13		0.00	0.00	
10.0	CME GROUP INC										
12572Q105	05/20/2016	10/09/2012	964.67	568.96			395.71		0.00	0.00	
15.0	COMCAST CORP CL A (NEW)										
20030N101	05/20/2016	09/27/2010	923.52	275.86			647.66		0.00	0.00	
30.0	COMCAST CORP CL A (NEW)										
20030N101	06/02/2016	09/27/2010	1,908.55	551.72			1,356.83		0.00	0.00	
90.0	CONOCOPHILLIPS										
20825C104	07/29/2016	Various	3,662.89	5,795.96			-2,133.07		0.00	0.00	
10.0	DANAHER CORP										
235851102	05/20/2016	10/14/2009	989.67	347.74			641.93		0.00	0.00	
25.0	DANAHER CORP										
235851102	11/22/2016	08/23/2005	1,974.95	510.13			1,464.82		0.00	0.00	
35.0	DELPHI AUTOMOTIVE PLC										
G27823106	03/16/2016	07/05/2013	2,524.49	1,824.35			700.14		0.00	0.00	

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## 2016 Tax Information Statement

CAPITAL BANK & TRUST  
C/O PCS TAX, 6455 IRVINE CENTER DR, C-2E  
IRVINE, CA 92618

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

Recipient's Name and Address  
BILL BERNBACH FOUNDATION  
JOHN L. BERNBACH, PRESIDENT  
54 SPRINGHURST ROAD  
BEDFORD HILLS, NY 10507

Corrected     FATCA     2nd TIN notice

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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	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld	
80.0	DISCOVER FINANCIAL SERVICES										
254709108	10/04/2016	02/24/2015	3,411.79	3,645.21			-233.42		0.00	0.00	
80.0	DISCOVER FINANCIAL SERVICES										
254709108	10/18/2016	Various	4,384.73	4,673.61			-288.87		0.00	0.00	
55.0	DOW CHEMICAL CO										
260543103	10/17/2016	01/03/2012	2,924.53	1,640.06			1,284.47		0.00	0.00	
35.0	EATON CORP PLC										
G29183103	09/27/2016	12/03/2012	2,215.38	1,622.36			593.02		0.00	0.00	
40.0	EATON CORP PLC										
G29183103	10/17/2016	12/03/2012	2,484.54	1,854.12			630.42		0.00	0.00	
50.0	FORTIVE CORPORATION										
34959J108	07/08/2016	08/23/2005	2,423.70	664.48			1,759.22		0.00	0.00	
10.0	GILEAD SCIENCES INC										
375558103	06/02/2016	03/13/2012	863.78	233.81			629.97		0.00	0.00	
5.0	GOLDMAN SACHS GROUP INC										
38141G104	06/13/2016	04/14/2009	743.86	615.00			128.86		0.00	0.00	
14.0	GOLDMAN SACHS GROUP INC										
38141G104	10/17/2016	Various	2,367.58	1,710.02			657.56		0.00	0.00	

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**2016 Tax Information Statement**

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Corrected  FATCA  2nd TIN notice

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Description of property	Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
55.0 HEXCEL CORP	428291108	10/18/2016	10/22/2013	2,321.49	2,234.64			86.85		0.00	0.00
5.0 HOME DEPOT INC	437076102	05/20/2016	09/14/2011	661.73	167.54			494.19		0.00	0.00
5.0 HOME DEPOT INC	437076102	06/02/2016	09/14/2011	662.03	167.53			494.50		0.00	0.00
15.0 HOME DEPOT INC	437076102	07/22/2016	09/14/2011	2,043.24	502.61			1,540.63		0.00	0.00
10.0 ILLUMINA INC	452327109	11/15/2016	Various	1,355.96	1,951.22			-595.27		0.00	0.00
15.0 INCYTE CORP	45337C102	01/07/2016	12/23/2014	1,449.72	1,072.16			377.56		0.00	0.00
1910.8602 INTERMEDIATE BOND FUND OF AMERICA CL F2	458809829	05/20/2016	03/12/2004	25,911.26	26,694.71			-783.45		0.00	0.00
34.8538 INTERMEDIATE BOND FUND OF AMERICA CL F2	458809829	05/20/2016	03/12/2004	472.62	486.91		14.29	0.00		0.00	0.00
1240.2609 INTERMEDIATE BOND FUND OF AMERICA CL F2	458809829	11/18/2016	Various	16,681.51	17,326.45			-644.94		0.00	0.00

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C/O PCS TAX, 6455 IRVINE CENTER DR, C-2E  
IRVINE, CA 92618

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

Recipient's Name and Address  
BILL BERNBACH FOUNDATION  
JOHN L BERNBACH, PRESIDENT  
54 SPRINGHURST ROAD  
BEDFORD HILLS, NY 10507

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28 0391	INTERMEDIATE BOND FUND OF AMERICA CL F2											
458809829	11/18/2016	03/12/2004	377.12	391.70		14.58	0.00		0.00	0.00		
20 0	INTERNATIONAL BUSINESS MACHINES CORP											
459200101	11/28/2016	11/27/2015	3,286.11	2,772.29			513.82		0.00	0.00		
20 0	IRON MOUNTAIN INCORPORATED											
46284V101	05/20/2016	11/04/2014	723.58	682.63			40.95		0.00	0.00		
100.0	IRON MOUNTAIN INCORPORATED											
46284V101	10/19/2016	Various	3,402.84	2,747.76			655.08		0.00	0.00		
50 0	JABIL CIRCUIT INC											
466313103	02/16/2016	Various	1,003.10	975.73			27.37		0.00	0.00		
45 0	JABIL CIRCUIT INC											
466313103	03/18/2016	Various	866.01	739.07			126.94		0.00	0.00		
15.0	JACK HENRY & ASSOC INC											
426281101	02/18/2016	04/26/2011	1,216.46	506.40			710.06		0.00	0.00		
10.0	JACK HENRY & ASSOC INC											
426281101	05/20/2016	04/26/2011	830.68	337.60			493.08		0.00	0.00		
25.0	JACK HENRY & ASSOC INC											
426281101	06/02/2016	04/26/2011	2,120.45	844.00			1,276.45		0.00	0.00		

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105.0	KINDER MORGAN INC											
49456B101	03/17/2016	02/03/2015	1,989.95	4,370.62			-2,380.67		0.00	0.00		
65.0	LAS VEGAS SANDS CORP											
517834107	10/17/2016	Various	3,724.92	3,590.80			134.12		0.00	0.00		
70.0	LILLY ELI & COMPANY COMMON STOCK											
532457108	12/14/2016	Various	4,768.22	5,980.08			-1,211.86		0.00	0.00		
15.0	MARSH & MCLENNAN COMPANIES INC COMMON STOCK											
571748102	05/20/2016	03/31/2014	965.52	738.64			226.88		0.00	0.00		
35.0	MARSH & MCLENNAN COMPANIES INC COMMON STOCK											
571748102	06/02/2016	03/31/2014	2,315.54	1,723.49			592.05		0.00	0.00		
17.0	MEAD JOHNSON NUTRITION CO - A											
582839106	06/24/2016	02/05/2015	1,488.05	1,695.39			-207.34		0.00	0.00		
10.0	MEDTRONIC PLC											
G5960L103	05/20/2016	02/03/2015	804.58	729.73			74.85		0.00	0.00		
10.0	NATIONAL GRID PLC - SP ADR											
636274300	05/20/2016	11/24/2009	723.98	550.48			173.50		0.00	0.00		
40.0	NATIONAL GRID PLC - SP ADR											
636274300	10/18/2016	11/24/2009	2,620.83	2,201.94			418.89		0.00	0.00		

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<b>NEWELL RUBBERMAID INC COMMON STOCK</b>										
	651229106	05/20/2016	01/07/2013	945.17	443.38			501.79	0.00	0.00
<b>NEWELL RUBBERMAID INC COMMON STOCK</b>										
	651229106	06/02/2016	01/07/2013	1,433.36	665.07			768.29	0.00	0.00
<b>NIELSEN HOLDINGS PLC</b>										
	G6518L108	01/07/2016	Various	5,207.76	3,210.17			1,997.59	0.00	0.00
<b>NORFOLK SOUTHERN CORPORATION COMMON STOCK</b>										
	655844108	10/18/2016	Various	2,855.05	1,686.94			1,168.11	0.00	0.00
<b>NORWEGIAN CRUISE LINE HOLDINGS LTD</b>										
	G66721104	01/08/2016	03/07/2014	1,686.72	1,004.55			682.17	0.00	0.00
<b>NOVO NORDISK A/S CL B ADR</b>										
	670100205	10/17/2016	02/18/2010	1,809.38	650.71			1,158.67	0.00	0.00
<b>ORACLE CORP</b>										
	68389X105	01/05/2016	09/15/2010	1,246.74	889.34			357.40	0.00	0.00
<b>PACWEST BANCORP</b>										
	695263103	10/19/2016	03/16/2015	2,719.31	3,046.50			-327.19	0.00	0.00
<b>PHILIP MORRIS INTERNATIONAL INC</b>										
	718172109	05/20/2016	07/16/2012	981.07	909.81			71.26	0.00	0.00

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30.0 PNC FINANCIAL SERVICES GROUP INC	693475105	03/16/2016	09/29/2014	2,546.06	2,567.90			-21.84	0.00	0.00
15.0 PNC FINANCIAL SERVICES GROUP INC	693475105	09/27/2016	Various	1,306.25	1,279.52			26.73	0.00	0.00
10.0 PRAXAIR INC	74005P104	09/27/2016	08/25/2014	1,170.03	1,315.38			-145.35	0.00	0.00
15.0 PRAXAIR INC	74005P104	11/10/2016	09/29/2014	1,807.04	1,964.11			-157.07	0.00	0.00
15.0 SCHLUMBERGER LTD	806857108	01/08/2016	02/27/2009	984.58	555.75			428.83	0.00	0.00
25.0 SCHLUMBERGER LTD	806857108	10/18/2016	02/27/2009	2,030.33	926.25			1,104.08	0.00	0.00
25.0 SIEMENS AG ADR	826197501	10/18/2016	07/22/2013	2,895.62	2,755.19			140.43	0.00	0.00
51.0 SIRIUS XM HOLDINGS INC	82968B103	01/07/2016	Various	1,958.41	1,602.54			355.87	0.00	0.00
100.0 SIRIUS XM HOLDINGS INC	82968B103	09/27/2016	04/26/2013	416.84	314.02			102.82	0.00	0.00

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100.0	SIRIUS XM HOLDINGS INC										
82968B103	09/29/2016	Various	415.24	314.01			101.23		0.00	0.00	
100.0	SIRIUS XM HOLDINGS INC										
82968B103	10/03/2016	04/25/2013	418.89	313.87			105.02		0.00	0.00	
90.0	SIRIUS XM HOLDINGS INC										
82968B103	10/13/2016	04/25/2013	368.72	282.48			86.24		0.00	0.00	
100.0	SIRIUS XM HOLDINGS INC										
82968B103	10/19/2016	04/25/2013	413.10	313.87			99.23		0.00	0.00	
100.0	SIRIUS XM HOLDINGS INC										
82968B103	10/24/2016	04/25/2013	413.99	313.87			100.12		0.00	0.00	
100.0	SIRIUS XM HOLDINGS INC										
82968B103	10/26/2016	04/25/2013	418.07	313.87			104.20		0.00	0.00	
100.0	ST JUDE MEDICAL										
790849103	03/16/2016	Various	5,433.48	6,592.63			-1,159.15		0.00	0.00	
15.0	ST JUDE MEDICAL										
790849103	03/16/2016	09/29/2014	817.35	916.30			-98.95		0.00	0.00	
40.0	ST JUDE MEDICAL										
790849103	04/22/2016	09/29/2014	2,426.66	2,443.47			-16.81		0.00	0.00	

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10 0	STARBUCKS CORP										
855244109	01/07/2016	05/12/2014	567.87	355.71			212.16		0.00	0.00	
15 0	STARBUCKS CORP										
855244109	03/17/2016	01/28/2015	895.20	667.24			227.96		0.00	0.00	
15 0	TEXAS INSTRUMENTS INC COMMON STOCK										
882508104	05/20/2016	03/18/2013	880.18	523.58			356.60		0.00	0.00	
60 0	TOWERS WATSON & COMPANY CL A										
891894107	01/11/2016	Various	7,405.80	6,682.96			722.84		0.00	0.00	
25 0	UNILEVER PLC ADR AMER SHS SPON										
904767704	05/20/2016	03/27/2014	1,116.72	1,037.37			79.35		0.00	0.00	
40.0	UNILEVER PLC ADR AMER SHS SPON										
904767704	09/27/2016	03/27/2014	1,889.80	1,659.78			230.02		0.00	0.00	
60.0	UNITED TECHNOLOGIES CORPORATION COMMON STOCK										
913017109	01/06/2016	Various	5,585.03	4,685.28			899.75		0.00	0.00	
35.0	UNITED TECHNOLOGIES CORPORATION COMMON STOCK										
913017109	01/13/2016	Various	3,132.94	1,847.84			1,285.10		0.00	0.00	
5.0	UNITEDHEALTH GROUP INC COMMON STOCK										
91324P102	05/20/2016	11/04/2009	653.58	140.38			513.20		0.00	0.00	

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15 0 VERISIGN INC	92343E102	01/07/2016	04/24/2014	1,193.46	740.86			452.60		0.00	0.00
35 0 VERISIGN INC	92343E102	07/20/2016	Various	2,939.15	1,646.89			1,292.26		0.00	0.00
15 0 VERISIGN INC	92343E102	08/30/2016	02/19/2013	1,115.77	691.79			423.98		0.00	0.00
15 0 VERIZON COMMUNICATIONS COMMON STOCK	92343V104	05/20/2016	10/28/2013	743.16	757.69			-14.53		0.00	0.00
60 0 VIACOM INC CLASS B	92553P201	03/23/2016	Various	2,381.70	4,359.45			-1,977.75		0.00	0.00
35 0 VIACOM INC CLASS B	92553P201	09/26/2016	Various	1,221.83	2,309.55			-1,087.72		0.00	0.00
20 0 VISA INC CL A	92826C839	05/20/2016	02/03/2015	1,554.76	1,287.05			267.71		0.00	0.00
35 0 WASTE CONNECTIONS INC (OLD)	941053100	05/20/2016	Various	2,455.54	1,547.69			907.85		0.00	0.00
180.0 WASTE CONNECTIONS INC (OLD)	941053100	06/06/2016	Various	11,790.00	7,404.65			4,385.35		0.00	0.00

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Cusip Number	Date Sold or Disposed	Date Acquired							
50.0	YUM BRANDS INC								
988498101	10/17/2016	Various	4,361.16	4,102.53			258.63	0.00	0.00
<b>Total Long Term Sales</b>			<b>255,585.40</b>	<b>218,507.99</b>	<b>0.00</b>	<b>28.87</b>	<b>37,106.26</b>	<b>0.00</b>	<b>0.00</b>

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