Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning 7/01 , 2009, and ending 6/30 , 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Morris S & Florence H Bender Foundation
170 Mason Street, Attn. J.D. Port
Greenwich, CT 06830

A Employer identification number: 13-2951469

B Telephone number (see the instructions): 203-661-6000

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 ► ☐

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, column (c), line 16*) ► $ 2,896,379.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ______
(*Part I, column (d) must be on cash basis*)

Part I **Analysis of Revenue and Expenses** (*The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions)*)	(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 (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	119.	119.	119.	
4 Dividends and interest from securities	63,906.	63,906.	63,906.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-62,901.			
b Gross sales price for all assets on line 6a 641,866.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	15,577.	896.		
12 **Total.** Add lines 1 through 11	16,701.	64,921.	64,025.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	17,000.	2,500.		5,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	7,930.	1,600.		6,330.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	25,732.	25,732.		
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	386.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	125.			125.
23 Other expenses (attach schedule) See Statement 5	250.			250.
24 **Total operating and administrative expenses.** Add lines 13 through 23	51,423.	29,832.		11,705.
25 Contributions, gifts, grants paid Part XV	153,000.			153,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	204,423.	29,832.	0.	164,705.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-187,722.			
b **Net investment income** (if negative, enter -0-)		35,089.		
c **Adjusted net income** (if negative, enter -0-)			64,025.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	89,971.	19,783.	19,783.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 6	3,150,641.	3,034,014.	2,876,596.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	3,240,612.	3,053,797.	2,896,379.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,240,612.	3,053,797.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	3,240,612.	3,053,797.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	3,240,612.	3,053,797.	

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	3,240,612.
2	Enter amount from Part I, line 27a	2	-187,722.
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	11.
4	Add lines 1, 2, and 3	4	3,052,901.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,052,901.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Exhibit attached for Gains on Sales	P	Various	Various
b	See Exhibit attached for Losses on Sales	P	Various	Various
c	See Exhibit att. for Losses on Exchanges	P	Various	Various
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	238,338.		185,336.	53,002.
b	375,927.		467,572.	-91,645.
c	27,601.		51,859.	-24,258.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				53,002.
b				-91,645.
c				-24,258.
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	-62,901.
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) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-62,901.

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 (column (b) divided by column (c))
2008	147,454.	2,868,127.	0.051411
2007	195,346.	3,949,547.	0.049460
2006	152,788.	3,882,315.	0.039355
2005	192,105.	3,694,521.	0.051997
2004	175,698.	3,531,614.	0.049750

2	**Total** of line 1, column (d)	2	0.241973
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	0.048395
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,085,846.
5	Multiply line 4 by line 3	5	149,340.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	351.
7	Add lines 5 and 6	7	149,691.
8	Enter qualifying distributions from Part XII, line 4	8	164,705.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	351.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	351.
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	351.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a: 2,077.		
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	2,077.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	1,726.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 1,726. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► NY			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Jennifer D. Port, Esq. Telephone no. ► 203-661-6000

Located at ► 170 Mason Street Greenwich CT ZIP + 4 ► 06830

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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
1 a	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 the instructions)?		1b	N/A	
	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 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 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 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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? **7b** 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 (see instructions).

(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
Jennifer D. Port One Dewart Road Greenwich, CT 06830	Sec/As Neede 0	7,000.	0.	0.
Jane Laffend 12 Lantern Land Media, PA 19063	Pres/As need 0	0.	0.	0.
Ralph M. Engel 6 Rockwood Drive Larchmont, NY 10580	Treas/As Nee 0	10,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1– see instructions). 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 – (see instructions). 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 (see instructions)

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	3,129,272.
b	Average of monthly cash balances	1b	3,567.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,132,839.
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	3,132,839.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	46,993.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,085,846.
6	**Minimum investment return.** Enter 5% of line 5	6	154,292.

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	154,292.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 351.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	351.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	153,941.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	153,941.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	153,941.

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	164,705.
b	Program-related investments — total from Part IX-B	1b	
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	164,705.
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 (see instructions)	5	351.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4 .	6	164,354.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					153,941.
2 Undistributed income, if any, as of the end of 2009.					
a Enter amount for 2008 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	2,044.				
b From 2005	53,000.				
c From 2006					
d From 2007	6,215.				
e From 2008	5,886.				
f **Total** of lines 3a through e		67,145.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 164,705.					
a Applied to 2008, 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 2009 distributable amount					153,941.
e Remaining amount distributed out of corpus		10,764.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		77,909.			
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		2,044.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		75,865.			
10 Analysis of line 9					
a Excess from 2005	53,000.				
b Excess from 2006					
c Excess from 2007	6,215.				
d Excess from 2008	5,886.				
e Excess from 2009	10,764.				

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 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 organization 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Rider Attached for details on grants	None		See Rider Attached	153,000.
Total			► 3a	153,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					119.
4 Dividends and interest from securities					63,906.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					15,577.
8 Gain or (loss) from sales of assets other than inventory					-62,901.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Class Action Lawsuits Pro					
b Royalties					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					16,701.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 16,701.

(See worksheet in the instructions for line 13 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► Jennifer D. Port | 5/9/2011 | ► Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature	► Jennifer D Port Jennifer D. Port	Date 5/9/2011	Check if self-employed ► ☐ Preparer's Identifying number (See Signature in the instrs) P00098503
Firm's name (or yours if self-employed), address, and ZIP code	► Ivey, Barnum & O'Mara, LLC 170 Mason Street Greenwich, CT 06830		EIN ► 06-0642300 Phone no ► (203) 661-6000

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 15,577.		
Total	$ 15,577.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara	$ 7,930.	$ 1,600.		$ 6,330.
Total	$ 7,930.	$ 1,600.	$ 0.	$ 6,330.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BNY Mellon Bank	$ 33,378.	$ 33,378.		
BNYMellon Emerging Markets Fund - Refund	-1,383.	-1,383.		
BNYMellon Inter. Bond Fund - Refund fees	-2,279.	-2,279.		
BNYMellon International Fund-Refund fees	-2,166.	-2,166.		
BNYMellon Money Fund - Refund fees	-90.	-90.		
BNYMellon Short Term US Gov Fund -Refund	-96.	-96.		
Dreyfus Midcap Index Fund - Refund fees	-645.	-645.		
Mellon Small Cap Fund-Refund fees	-987.	-987.		
Total	$ 25,732.	$ 25,732.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Withholding Tax.	$ 81.			
IRS - 2008 refund	-1,195.			
IRS - 2009 Estimated Excise tax	1,500.			
Total	$ 386.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS Attorney General - Filing Fee	$ 250.			$ 250.
Total	$ 250.	$ 0.	$ 0.	$ 250.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
	Cost	$ 3,034,014.	$ 2,876,596.
	Cost	0.	0.
	Total	$ 3,034,014.	$ 2,876,596.

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Adjustment for Rounding	$ 11.
Total	$ 11.

Client 15202-02 Morris S & Florence H Bender Foundation 13-2951469

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Other Income Producing Activities
Other investment income [O]

Royalties		$ 15,577.
	Total	$ 15,577.

Other Revenue
Net investment income
Class Action Lawsuits Pro

AIG Class Action		$ 347.
Federal Home Loan Class Action		34.
St Paul's Travelers Class Action		85.
King Pharmaceuticals Class Action		42.
AOL Class Action		388.
	Total	$ 896.

Officers, Directors, Trustees Compen.
Base compensation

		$ 7,000.
	Total	$ 7,000.

Ivey, Barnum & O'Mara, LLC
170 Mason Street
Greenwich, CT 06830
(203) 661-6000

Client 15202-02
May 9, 2011

Morris S & Florence H Bender Foundation
170 Mason Street, Attn. J.D. Port
Greenwich, CT 06830
203-661-6000

FEE SUMMARY

Preparation Fee

Federal Critical Diagnostics

Main Form

- ☐ Net assets or fund balances at end of year Form 990-PF, Part III, line 6 ($3,052,901) does not equal Form 990-PF, Part II, line 30, column b ($3,053,797). A difference of $-896.

Federal Overrides

Screen 4.1

- ☐ An override entry of 1 has been made in Federal "Allow preparer/IRS discussion: 1=yes, 2=no, 3=blank [O]" (Screen 4.1, Code 50).

Screen 15

- ☐ An override entry of 3,270 has been made in Federal "Tentative tax, less nonrefundable credits [O]" (Screen 15, Code 23).
- ☐ An override entry of 3,270 has been made in Federal "Credits and payments [O]" (Screen 15, Code 24).

Screen 18

- ☐ An override entry of 15,577 has been made in Federal "Other investment income [O] - exempt amount" (Screen 18, Code 52).

Screen 36

- ☐ An override entry of 7,000 has been made in Federal "Compensation of officers, etc. [O]" (Screen 36, Code 30).
- ☐ An override entry of 10,000 has been made in Federal "Compensation of officers, etc. [O]" (Screen 36, Code 30).

Screen 50.1

- ☐ An override entry of 3,150,641 has been made in Federal "Corporate stock (Form 990-PF)[O]" (Screen 50.1, Code 124).

Client 15202-02 Morris S & Florence H Bender Foundation 13-2951469

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Forms needed for this return

Tax Rates

Private Foundation	Marginal	Effective
Federal	1.0 %	1.0 %

Undistributed Income Carryovers to 2010

2005 Excess Distributions	53,000.
2007 Excess Distributions	6,215.
2008 Excess Distributions	5,886.
2009 Excess Distributions	10,764.

Federal Estimates

Form 990-PF

	Estimate	Overpayment	Balance
11/15/10	432.	432.	0.
12/15/10	431.	431.	0.
3/15/11	432.	432.	0.
6/15/11	431.	431.	0.
Total	$ 1,726.	$ 1,726.	$ 0.

Morris S. and Florence H. Bender Foundation, Inc.
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Charitable Grants

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
American Ballet Theatre 890 Broadway New York, New York	Public Charity	To support the National Training Program	$15,000.00
Boston Univerisity School School of Social Work 264 Bay State Road Boston, Massacheussets	Public Charity	To support the Herbert S. Strean Memorial Prize Fund	2,000.00
Calvary Fund, Inc. 1740 Eastchester Road Bronx, NY 10461-2300	Public Charity	To provide quality care to advanced cancer patients and their families	1,000.00
Channel 13 - Great Performances 450 West 33rd Street New York, New York 10001-2605	Public Charity	To provide funds for the arts	1,500.00
City Team Ministries 634 Sproul Street Chester, PA 19013	Public Charity	To provide food, shelter and clothings to people in need	1,000.00
Colon & Rectal Research and Education Fund 925 Chestnut Street, Suite 110 Philadelphia PA 19107	Public Charity		2,000.00
Consumer Reports Foundation 101 Truman Avenue Yonkers, NY 10703	Public Charity	To promote a fair and just marketplace	1,000.00

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Congregation Beth Israel 542 South New Middletown Road Media, PA 19063	Public Charity	To promote religious educat-tion	3,000.00
Creative Connections 412 Main Street Ridgefield CT 06877	Public Charity	To permit students in the US and abroad to interact with each other	2,000.00
Domestic Abuse Project of Delaware County 14 West Second Street Media, PA 19063	Public Charity	To educate and assist victims and families	1,000.00
Eagle Hill Foundation 45 Glenville Road Greenwich, CT 06831	Public Charity	To education children with learning disabilities	8,000.00
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, CT 06906	Public Charity	To provide food to individ-uals in need	4,000.00
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2497	Public Charity	To provide funding for breast cancer research	5,000.00
Greenwich Animal Control c\o The Bruce Museum 1 Museum Drive Greenwich, Connecticut 06830	Public Charity	To fund the Shelter Our Strays program and fund the constr-ction of a new animal control facility	1,500.00

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Charitable Grants

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Long Ridge School 478 Erskine Road Stamford, Connecticut	Public Charity	To promote elementary education	4,000.00
Macula Vision Research Foundation One Tower Bridge 100 Front Street, Suite 300 West Conshohocken, PA 19428-2894	Public Charity	To provide programs for people with vision impairment	1,500.00
New York City Ballet Lincoln Center Plaza New York, New York	Public Charity	To provide scholarships to dancers	12,000.00
The Otolaryngology Fund - Long Island Jewish Hospital - Hillside Medical Center 3 Howard Drive RFD Muttontown, New York	Public Charity	To promote medical research and programs relating to ear, nose and throat issues	15,000.00
Pennsylvania Ballet 1101 South Broad Street Philadelphia, PA 19147	Public Charity	To promote ballet performances	5,000.00
Rye Country Day School Cedar Street Rye, New York 10580-2034	Public Charity	To promote education	6,000.00
The Legacy Charter School 4217 West 18th Street Chicago, Illinois	Public Charity	To promote education	2,500.00

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Charitable Grants

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
The School of American Ballet 144 West 66th Street New York, New York	Public Charity	To promote the instruction and performance of ballet	15,000.00
Shore Memorial Hospital Health Foundation One East New York Avenue Somers Point, New Jersey	Public Charity	To support the Stainton Society building project	6,000.00
Stamford Center for the Arts 307 Atlantic Street Stamford, Connecticut 06901	Public Charity	To support the arts	2,500.00
Stoneham Public Schools 149 Franklin Street Stoneham, MA 02180	Public Charity	To promote education	15,000.00
Temple Emanu-El of East Meadow 123 Merrick Avenue East Meadow, New York 11554	Public Charity	To support religios programs	500.00
Tomorrows Children's Fund 30 Prospect Avenue Hackensack, New Jersey 07601	Public Charity	To assist families whose children have cancer	10,000.00
Village of Larchmont Town Hall Larchmont, New York	Public Charity	To enable the Town to have non-denominational holiday decorations	5,000.00

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Charitable Grants

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Widener University One University Place Chester, Pennsylvania 19013	Public Charity	To promote education	5,000.00
Total 2009-2010 Contributions			$153,000.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
Form 990PF for y/e June 30, 2010

Schedule of Capital Gains and Losses

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Wyeth Corp., common that was a distribution in connection with Pfizer	$ 11,880.00	$ -	10/16/2009	6/3/2009	$ 11,880.00
157 shares, Nortel Networks Corp., common	5.97	0.15	7/7/2009	10/8/2008	5.82
380 shares, Best Buy, Inc., common	15,264.92	13,041.59	11/2/2009	6/3/2009	2,223.33
230 shares, Colgate Palmolive Co., common	18,240.53	14,110.47	11/10/2009	11/3/2008	4,130.06
220 shares, Lorillard, Inc., common	17,191.34	13,607.00	11/10/2009	2/26/2009	3,584.34
560 shares, Qualcomm, Inc., common	24,382.61	14,302.93	11/10/2009	10/23/2003 & 8/16/2004	10,079.68
370 shares, Ross Stores, Inc., common	16,750.02	14,212.40	11/10/2009	6/3/09	2,537.62
402.135 shares, Schering Plough Corp.,	9,975.00	8,737.63	11/15/2009	11/15/09	1,237.37
.865 shares, Merck & Co., Inc., common	31.65	13.80	12/9/2009	12/9/09	17.85
.2646 shares, First Horizon National Corp., common	3.45	3.19	1/29/2010	1/4/10	0.26
.0265 shares, First Horizon National Corp.,	0.37	0.32	4/19/2010	4/19/10	0.05
410 shares, Accenture, Ltd., common	17,971.06	11,913.78	5/5/2010	2/26/09	6,057.28
410 shares, Amdocs, Ltd., common	13,107.47	11,996.60	5/5/2010	2/14/05	1,110.87

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
Form 990PF for y/e June 30, 2010

Schedule of Capital Gains and Losses

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
43 shares, AOL, Inc., common	1,005.32	999.64	5/5/2010	12/11/09	5.68
300 shares, Ensco International PLC	13,879.02	12,652.50	5/5/2010	12/29/09	1,226.52
1,256 shares, First Horizon National Corp.,	17,961.75	14,939.66	5/5/2010	11/10/09	3,022.09
690 shares, Juniper Networks, Inc., common	20,162.00	16,952.54	5/5/2010	6/3/09	3,209.46
380 shares, St. Jude Medical Center, Inc.,	15,525.73	13,952.84	5/5/2010	11/3/08	1,572.89
1,942.502 units, Bny Mellon Intermediate Bond Fund	25,000.00	23,898.75	6/11/2010	12/27/06	1,101.25
Total for Assets Sold at a Gain	$ 238,338.21	$ 185,335.79			$ 53,002.42
Assets Sold at a Loss					
670 shares, Circuit City Stores, Inc., common	$ 1.40	$ 19,430.00	9/14/2009	5/23/06	$ (19,428.60)
51 shares, Idearc, Inc., common	0.76	1,283.03	9/14/2009	11/13/06	(1,282.27)
460 shares, American Express Company,	17,154.19	19,734.04	11/10/2009	1/20/04	(2,579.85)
310 shares, Eaton Corp., common	19,950.31	29,654.57	11/10/2009	6/20/08	(9,704.26)
460 shares, Emerson Electric Company, common	18,865.35	22,394.92	11/10/2009	7/16/07	(3,529.57)

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
Form 990PF for y/e June 30, 2010

Schedule of Capital Gains and Losses

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
1,360 shares, Intel Corp., common	25,744.13	30,148.75	11/10/2009	8/4/08	(4,404.62)
310 shares, Johnson & Johnson, common	18,534.82	19,612.86	11/10/2009	2/26/08	(1,078.04)
650 shares, U.S. Bancorp, Del., common	15,424.82	19,987.49	11/10/2009	6/20/08	(4,562.67)
640 shares, Wal Mart Stores, Inc., common	32,698.03	33,776.04	11/10/2009	12/11/2002 through 11/8/2004	(1,078.01)
.6 shares, Pfizer, Inc., common	10.64	17.05	11/13/2009	11/13/09	(6.41)
.6364 shares, AOL, Inc., common	14.68	14.79	12/30/2009	12/29/09	(0.11)
.5237 shares, Host Marriott Corp., common	6.22	9.60	12/30/2009	12/30/09	(3.38)
970 shares, Citigroup, Inc., common	$ 4,316.43	$ 17,951.01	5/5/2010	8/4/08	$ (13,634.58)
650 shares, Corning, Inc., common	12,804.78	18,096.00	5/5/2010	4/6/06	(5,291.22)
290 shares, Gilead Sciences, Inc., common	11,675.84	14,259.30	5/5/2010	2/26/09	(2,583.46)
218 shares, Host Marriott Corp, common	3,592.57	3,997.46	5/5/2010	4/12/06	(404.89)
401 shares, Kraft Foods, Inc., Class A, common	11,966.71	12,373.17	5/5/2010	10/2/03	(406.46)
330 shares, Eli Lilly & Company, common	11,649.69	21,272.34	5/5/2010	2/24/2004 & 11/8/2004	(9,622.65)

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
Form 990PF for y/e June 30, 2010

Schedule of Capital Gains and Losses

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
250 shares, PNC Financial Services Group, common	16,612.31	17,754.98	5/5/2010	8/4/08	(1,142.67)
415 shares, Sanofi Synthelabo Sponsor ADR	14,205.74	19,774.75	5/5/2010	1/17/06	(5,569.01)
510 shares, Sempra Energy, common	25,072.14	29,852.54	5/5/2010	7/16/07	(4,780.40)
360 shares, State Street Corp., common	15,815.36	16,177.57	5/5/2010	6/3/09	(362.21)
5,250.404 shares, BNY Mellon Short Term	65,000.00	65,105.01	5/7/2010	1/29/10	(105.01)
2,814.112 shares, BNY Mellon Short Term U. S. Government Securities Fund	$ 34,810.57	$ 34,894.99	5/14/2010	1/29/10	$ (84.42)
Totals for Assets Sold at a Loss	$ 375,927.49	$ 467,572.26			$ (91,644.77)

Capital Losses on Exchanges

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
360 shares, Wyeth, common for Pfizer, Inc., common	$ 6,210.82	16,012.12	10/16/2009	10/16/09	$ (9,801.30)
547.865 shares Schering Plough, common for Merck & Co., common	8,737.63	11,904.07	11/15/2009	11/15/09	(3,166.44)

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
Form 990PF for y/e June 30, 2010

Schedule of Capital Gains and Losses

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
300 shares, Ensco International, Inc., common for Ensco International PLC	12,652.50	23,942.97	12/29/2009	12/29/09	(11,290.47)
Total	$ 27,600.95	$ 51,859.16			$ (24,258.21)
Total Sales/Exchanges at a Loss					$ (115,902.98)

Morris S. and Florence H. Bender Foundation, Inc.
2009 Annual Report
E.I.N. 13-2951469

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
410 shs., Accenture, Ltd., common	$ 11,913.78	Sold During Year	Sold During Year
250 shs., Alliance Date Systems Corp., common	Not on Hand	$ 14,706.28	$ 14,880.00
410 shs., Amdocs, Ltd., common	11,996.60	Sold During Year	Sold During Year
460 shs., American Express Company, common	19,734.04	Sold During Year	Sold During Year
1,130 shs., American Telephone and Telegraph Company, common	41,945.60	41,945.60	27,334.70
210 shs., Amgen, Inc., common	12,449.12	12,449.12	11,046.00
360 shs., Apache Corp., common	29,656.80	29,656.80	30,308.40
230 shs., Apple Computer, Inc., common	36,291.70	36,291.70	57,851.90
420 shs., Autoliv, Inc., common	Not on Hand	14,820.83	20,097.00
2,093 shs., Bank of America Corp., common (shares and basis have been increased due to the purchase of 1,103 shares of stock)	47,235.61	67,263.88	30,076.41
380 shs., Best Buy, Inc., common	13,041.59	Sold During Year	Sold During Year
70 shs., Blackrock Inc., common	Not on Hand	15,699.60	10,038.00
380 shs., Chubb Corp., common	20,158.43	20,158.43	19,003.80

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Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
670 shs., Circuit City Stores, Inc., common	19,430.00	Sold During Year	Sold During Year
1,210 shs., Cisco Systems, Inc., common	29,670.61	29,670.61	25,785.10
970 shs., Citigroup, Inc., common	29,670.61	Sold During Year	Sold During Year
760 shs., Coca Cola Co., common	Not on Hand	14,993.96	19,653.60
230 shs , Colgate Palmolive Co., common	14,110.47	Sold During Year	Sold During Year
580 shs., Conocophillips, common	14,577.75	14,577.75	28,472.20
650 shs., Corning Inc., common	18,096.00	Sold During Year	Sold During Year
400 shs., Cummins, Inc., common	13,119.40	13,119.40	26,052.00
1,120 shs., CVS Caremark Corp., common	36,375.86	36,375.86	32,838.40
740 shs., Danaher Corp., common (shares and basis have been increased due to a stock split of 370 shares of stock)	19,584.10	19,584.10	27,468.80
310 shs., Eaton Corp., common	29,654.57	Sold During Year	Sold During Year
921 shs., EMC Corp., common	Not on Hand	18,031.43	16,854.30
460 shs., Emerson Electric Company, common	22,394.92	Sold During Year	Sold During Year
300 shs., Ensco International, Inc., common	23,942.97	Sold During Year	Sold During Year

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
570 shs., Exelon Corp., common	15,321.66	15,321.66	21,642.90
1,332.35 shs., ExxonMobil Corp., common (shares and basis have been increased due to the exchange of 750 Xto Energy shares of stock for 532.50 shares of ExxonMobil Corp.)	15,574.97	26,161.37	76,037.21
195 shs., Fedex Corp., common	Not on Hand	18,016.05	13,671.45
310 shs., Franklin Resources, Inc., common	Not on Hand	35,327.27	26,718.90
770 shs., Gap, Inc., common	Not on Hand	19,941.61	14,984.20
1,460 shs., General Electric Co., common	22,511.28	22,511.28	21,053.20
290 shs., Gilead Sciences, Inc., common	14,259.30	Sold During Year	Sold During Year
70 shs., Google, Inc., common	Not on Hand	38,248.70	31,146.50
350 shs., Hess Corp., common	9,315.73	9,315.73	17,619.00
700 shs., Hewlett Packard Co., common	Not on Hand	34,144.95	30,296.00
1,125 shs., Home Depot, Inc., common (shares and basis have been adjusted due to the purchase of 555 shares of stock)	33,024.29	33,024.29	31,578.75
510 shs., Honeywell International, Inc., common	18,389.58	18,389.58	19,905.30
380 shs., Hospira, Inc., common	12,967.90	12,967.90	21,831.00

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
214 shs., Host Marriott Corp., common	4,007.06	Sold During Year	Sold During Year
704 shs., Human Genome Sciences, Inc., common	Not on Hand	19,978.82	15,952.64
51 shs., Idearc, Inc., common	1,283.03	Sold During Year	Sold During Year
1,360 shs., Intel Corp., common	30,148.75	Sold During Year	Sold During Year
280 shs., International Business Machines Corp., common	30,427.32	30,427.32	34,574.40
860 shs., JP Morgan Chase Corporation,	22,348.68	22,348.68	31,484.60
310 shs., Johnson & Johnson, common	19,612.86	Sold During Year	Sold During Year
690 shs., Juniper Networks, Inc., common	Not on Hand	Sold During Year	Sold During Year
640 shs., Kbr, Inc., common	18,592.00	18,592.00	13,017.60
401 shs., Kraft Foods, Inc., Class A common	12,373.17	Sold During Year	Sold During Year
330 shs., Lilly Eli & Company, common	21,272.34	Sold During Year	Sold During Year
1,010 shs., Limited Brands, Inc., common	Not on Hand	17,976.49	22,290.70
220 shs., Lorillard, Inc., common	13,607.00	Sold During Year	Sold During Year
384 shs., McKesson Corporation, common	Not on Hand	24,933.12	25,789.44

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Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
420 shs., Medtronic, Inc., common	21,515.94	21,515.94	15,233.40
970 shs., Merck & Co., common	Not on Hand	23,658.82	33,920.90
1,750 shs., Microsoft Corp., common	47,990.95	47,990.95	40,267.50
600 shs., Morgan Stanley, common	17,994.00	17,994 00	13,926.00
1,220 shs., News Corp., Ltd., common	21,752.39	21,752.39	16,897.00
293 shs., Norfolk Southern Company, common	Not on Hand	17,957.33	15,543.65
157 shs., Nortel Networks Corp., common	0.15	Sold During Year	Sold During Year
200 shs., Occidental Petroleum Corp., common	13,430.00	13,430.00	15,430.00
760 shs., Omnicom Group, Inc., common	40,319.94	40,319.94	26,068.00
1,760 shs., Oracle Corp., common	29,849.60	29,849.60	37,769.60
253 shs., Parker Hannifin Corp., common	Not on Hand	17,943.24	14,031.38
490 shs., Pepsico, Inc., common	21,358.48	21,358.48	29,865.50
2,124 shs., Pfizer, Inc., common (shares and basis have been adjusted due to the due to the exchange of 360 shares of Wyeth Corp. for 354.6 shares of Pfizer, Inc., common	54,171.94	60,365.71	30,288.24
580 shs., Philip Morris International, Inc., common	25,921.97	25,921.97	26,587.20

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
250 shs., PNC Financial Services Group, common	17,754.98	Sold During Year	Sold During Year
450 shs., Praxair Inc., common	19,919.00	19,919.00	34,195.50
350 shs., Procter & Gamble Co., common	15,224.75	15,224.75	20,993.00
560 shs., Qualcomm, Inc., common	14,302.93	Sold During Year	Sold During Year
370 shs., Ross Stores, Inc., common	14,212.40	Sold During Year	Sold During Year
415 shs., Sanofi Synthelabo Sponsor ADR	19,774.75	Sold During Year	Sold During Year
950 shs., Schering Plough Corp., common	20,641.70	Sold During Year	Sold During Year
510 shs., Sempra Energy, common	29,852.54	Sold During Year	Sold During Year
380 shs., St. Jude Medical Center, Inc., common	13,952.84	Sold During Year	Sold During Year
360 shs., State Street Corp., common	16,177.57	Sold During Year	Sold During Year
890 shs., T J X Companies, Inc., common	24,722.51	Sold During Year	Sold During Year
670 shs., Target Corp., common	Not on Hand	33,116.89	32,943.90
520 shs., Textron, Inc., common	24,109.80	24,109.80	8,824.40
610 shs., Thermo Fisher Scientific, Inc., common	35,981.90	35,981.90	29,920.50
480 shs., Time Warner, Inc., common	Not on Hand	13,869.46	13,876.80

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
740 shs., Tyco International, Ltd., common	20,023.59	20,023.59	26,070.20
650 shs., US Bancorp., Del., common	19,987.49	Sold During Year	Sold During Year
750 shs., Vale SA-ADR	8,711.25	8,711.25	18,262.50
530 shs., Vertex Pharmaceuticals, Inc., common	15,221.60	15,221.60	17,437.00
640 shs., Wal Mart Stores, Inc., common	33,776.04	Sold During Year	Sold During Year
440 shs., Walgreen Company, common	18,167.60	Sold During Year	Sold During Year
635 shs., Wells Fargo & Company, common	28,541.57	28,541.57	30,720.00
178 shs., Whirlpool Corp., common	Not on Hand	19,895.04	15,631.96
360 shs., Wyeth Corp., common	16,012.12	Sold During Year	Sold During Year
750 shs., Xto Energy, Inc., common (shares and basis have been adjusted due to a stock split)	10,586.40	Sold During Year	Sold During Year
	$ 1,562,048.14	$ 1,411,645.39	$ 1,432,058.53
Common Trust Funds			
11,522.956 shs., Dreyfus Midcap Index Fund	$ 230,124.17	$ 230,124.17	$ 256,155.31

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
20,882.866 shs., Mellon Emerging Markets fund	269,606.30	269,606.30	196,298.94
42,517.926 shs., Mellon Intermediate Bond Fund (shares and basis have been adjusted due to the sale of units of the funds)	547,000.00	523,101.25	$ 551,882.68
35,970.452 shs., Mellon International Fund, Class M	447,948.77	447,948.77	322,295.25
13,100.641 shs., Mellon Small Cap Stock Fund, Class M	151,588.36	151,588.36	117,905.77
	$ 1,646,267.60	$ 1,622,368.85	$ 1,444,537.95
Part II, Line 10b	$ 3,208,315.74	$ 3,034,014.24	$ 2,876,596.48