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

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012

Morris S & Florence H Bender Foundation  
170 Mason Street, Attn. J.D. Port  
Greenwich, CT 06830A Employer identification number  
13-2951469B Telephone number (see the instructions)  
203-661-6000C If exemption application is pending, check here ► D 1 Foreign organizations, check here ..... ► 2 Foreign organizations meeting the 85% test, check here and attach computation ..... ► E If private foundation status was terminated under section 507(b)(1)(A), check here ..... ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... ► G Check all that apply:  Initial return  Initial Return of a former public charity  
 Final return  Amended return  
 Address change  Name changeH Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method:  Cash  Accrual  
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part II 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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments .....	6.	6.	6.	
	4 Dividends and interest from securities.....	66,664.	66,664.	66,664.	
	5a Gross rents .....				
	b Net rental income or (loss) .....				
	6a Net gain/(loss) from sale of assets not on line 10	-18,112.			
	b Gross sales price for all assets on line 6a .....	544,961.			
	7 Capital gain net income (from Part IV, line 2) .....		0.		
	8 Net short-term capital gain .....			181	0.
	9 Income modifications .....			11 APP	
	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	16,880.	317.	317.	
	12 Total. Add lines 1 through 11. ....	65,438.	66,987.	66,987.	8,000.
	13 Compensation of officers, directors, trustees, etc .....	12,000.	4,000.	4,000.	
	14 Other employee salaries and wages .....				
	15 Pension plans, employee benefits .....				
	16a Legal fees (attach schedule) See St. 2	10,066.	2,400.	2,400.	7,666.
	b Accounting fees (attach sch) .....				
	c Other prof fees (attach sch) See St. 3	25,133.	25,133.	24,953.	
	17 Interest .....				
	18 Taxes (attach schedule)(see instrs) See Stm. 4	493.			
	19 Depreciation (attach sch) and depletion .....				
	20 Occupancy .....				
	21 Travel, conferences, and meetings .....				
	22 Printing and publications .....	130.			130.
	23 Other expenses (attach schedule) See Statement 5	250.			250.
	24 Total operating and administrative expenses. Add lines 13 through 23. ....	48,072.	31,533.	31,353.	16,046.
	25 Contributions, gifts, grants paid Part. XV.	180,500.			180,500.
	26 Total expenses and disbursements. Add lines 24 and 25. ....	228,572.	31,533.	31,353.	196,546.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements .....	-163,134.			
	b Net investment income (if negative, enter -0-) .....		35,454.		
	c Adjusted net income (if negative, enter -0-) .....			35,634.	

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<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>ASSETS</b>	1	Cash – non-interest-bearing . . . . .			
	2	Savings and temporary cash investments. . . . .	42,612.	21,583.	21,583.
	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 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) . . . . .	2,966,727.	2,824,624.	3,206,205.
	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	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I) . . . . .	3,009,339.	2,846,207.	3,227,788.	
<b>LIABILITIES</b>	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. ►) . . . . .			
		<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.	0.	
<b>NET ASSETS</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 . . . . .	3,009,339.	2,846,207.	
	28	Paid-in or capital surplus, or land, building, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,009,339.	2,846,207.	
		<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,009,339.	2,846,207.	

**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	3,009,339.
2	Enter amount from Part I, line 27a . . . . .	2	-163,134.
3	Other increases not included in line 2 (itemize) ► <u>See Statement 6</u> . . . . .	3	2.
4	Add lines 1, 2, and 3 . . . . .	4	2,846,207.
5	Decreases not included in line 2 (itemize) ► . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30 . . . . .	6	2,846,207.

**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)
<b>1a Assets Sold at a Gain</b>			P	Various	Various
<b>b Assets Sold at a Loss</b>			P	Various	Various
<b>c Capital Gain Distributions</b>			P	Various	Various
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>		<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
a 273,769.		242,417.		31,352.	
b 263,356.		320,656.		-57,300.	
c 7,836.				7,836.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
<b>(i) Fair Market Value as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of column (i) over column (j), if any</b>		<b>(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))</b>	
a				31,352.	
b				-57,300.	
c				7,836.	
d					
e					
<b>2 Capital gain net income or (net capital loss).</b>	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	<b>-18,112.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>-18,112.</b>	

**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))
2010			
2009	164,354.	3,085,846.	0.053261
2008	147,454.	2,868,127.	0.051411
2007	195,346.	3,949,547.	0.049460
2006	152,788.	3,882,315.	0.039355

2 Total of line 1, column (d)

2 0.193487

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 0.048372

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 3,182,070.

5 Multiply line 4 by line 3

5 153,923.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 355.

7 Add lines 5 and 6

7 154,278.

8 Enter qualifying distributions from Part XII, line 4

8 196,546.

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)**

1 a Exempt operating foundations described in section 4940(d)(2), check here. ► <input type="checkbox"/> and enter 'N/A' on line 1.	1	355.
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)	2	0.
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	3	355.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	355.
3 Add lines 1 and 2	7	1,726.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	8	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.	9	0.
6 Credits/Payments:	10	1,371.
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,726.
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	11	0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 1,371.   Refunded		

**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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	4b	N/A
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?	5	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	6	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY	7	X
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 2011 or the taxable year beginning in 2011 (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

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**Part VII-A Statements Regarding Activities (continued)**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) . . . . . **11**  **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) . . . . . **12**  **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . **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 . . . . . ► **15**  **N/A**

and enter the amount of tax-exempt interest received or accrued during the year. . . . .

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . **16**  **Yes**  **No**  
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ► **X**

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

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

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? . . . . .  **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 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 2011? . . . . .2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): . . . . .a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .  **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 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 ► 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) . . . . .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 2011? . . . . .

**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)?

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?

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (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	5,000*	0.	0.
<b>*Commissions are paid directly to the Trustees' law firms.</b>				

**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

**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		
<b>Total</b> 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.

1	N/A	Expenses
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

1	N/A	Amount
2		

All other program-related investments. See instructions

3		
Total. Add lines 1 through 3	►	0.

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**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	3,208,897.
b Average of monthly cash balances	1b	21,631.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,230,528.
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	3,230,528.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	48,458.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,182,070.
6 Minimum investment return. Enter 5% of line 5	6	159,104.

**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	159,104.
2a Tax on investment income for 2011 from Part VI, line 5	2a	355.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	355.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	158,749.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	158,749.
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	158,749.

**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	196,546.
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	196,546.
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	355.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	196,191.

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7.. . . . .				158,749.
2 Undistributed income, if any, as of the end of 2011:			0.	
a Enter amount for 2010 only . . . . .		0.		
b Total for prior years: 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 . . . . .				
b From 2007 . . . . .	6,215.			
c From 2008.. . . . .	5,886.			
d From 2009 . . . . .	10,764.			
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	22,865.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 196,546.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions) . . . . .		0.		
c Treated as distributions out of corpus (Election required – see instructions) . . . . .	0.			
d Applied to 2011 distributable amount . . . . .				158,749.
e Remaining amount distributed out of corpus	37,797.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	60,662.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount – see instructions . . . . .		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions . . . . .				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	60,662.			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	6,215.			
b Excess from 2008 . . . . .	5,886.			
c Excess from 2009 . . . . .	10,764.			
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .	37,797.			

BAA

Form 990-PF (2011)

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
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 ►  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
<i>a Paid during the year</i> See Rider Attached for details on grants	None		See Rider Attached	180,500.
<b>Total</b>				► 3a 180,500.
<i>b Approved for future payment</i>				
<b>Total</b>				► 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		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					6.
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					16,880.
<b>8 Gain or (loss) from sales of assets other than inventory</b>					-18,112.
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue:</b>					
a <u>Class Action Lawsuits Pro</u>					
b <u>Royalties</u>					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>					65,438.
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>					13
(See worksheet in line 13 instructions to verify calculations.)					65,438.

**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 instructions.)
N/A	



Client 15202-02

Morris S &amp; Florence H Bender Foundation

13-2951469

**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	\$ 16,880.	\$ 317.	\$ 317.
Total	\$ 16,880.	\$ 317.	\$ 317.

**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	\$ 10,066.	\$ 2,400.	\$ 2,400.	\$ 7,666.
Total	\$ 10,066.	\$ 2,400.	\$ 2,400.	\$ 7,666.

**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 Emerging Markets Fund	\$ -1,794.	\$ -1,794.	\$ -1,974.	
BNY Mellon Intermediate Bond Fund	\$ -2,224.	\$ -2,224.	\$ -2,224.	
BNY Mellon Nat Municipal Money Fund	\$ -19.	\$ -19.	\$ -19.	
BNY Mellon Private Bannk-Investment Fee	\$ 34,477.	\$ 34,477.	\$ 34,477.	
BNY Mellon Short Term US Gov Sec Fund	\$ -34.	\$ -34.	\$ -34.	
BNY Mellon Small/Mid Cap Stock Fund	\$ -3,294.	\$ -3,294.	\$ -3,294.	
Dreyfus Strategic International Stock Fu	\$ -1,979.	\$ -1,979.	\$ -1,979.	
Total	\$ 25,133.	\$ 25,133.	\$ 24,953.	\$ 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
2011 Estimated Tax Payments.....	\$ 2,500.			
Balance of 2010 Excise Tax .....	\$ 550.			
Foreign Withholding Tax .....	\$ 136.			

Client 15202-02

Morris S &amp; Florence H Bender Foundation

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**Statement 4 (continued)**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Refund of 2010 overpayment	\$ -2,693.			
Total	<u>\$ 493.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**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
NY Attorney Gen - Filing Fee	\$ 250.			
Total	<u>\$ 250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 250.</u>

**Statement 6**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

Adjustment for Rounding				
				\$ 2.
			Total	<u>\$ 2.</u>

2011

**Federal Supporting Detail**

**Page 1**

Client 15202-02

**Morris S & Florence H Bender Foundation**

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**Other Income Producing Activities**  
**Other investment income [O]**

Proceeds of Class Action Lawsuits .....	\$ 317.
Royaltys .....	16,563.
<b>Total</b>	<b>\$ 16,880.</b>

**Net Investment Income / Adj. Net Income**  
**Other investment income**

Proceeds of Class Action Lawsuits .....	\$ 317.
<b>Total</b>	<b>\$ 317.</b>

**Net Investment Income / Adj. Net Income**  
**Other investment income**

Proceeds of Class Action Lawsuits .....	\$ 317.
<b>Total</b>	<b>\$ 317.</b>

**Operating & Administrative Exp. (990-PF)**  
**Printing and publications**

ALM Media .....	\$ 130.
<b>Total</b>	<b>\$ 130.</b>

**Operating & Administrative Exp. (990-PF)**  
**Printing and publications**

ALM Media .....	\$ 130.
<b>Total</b>	<b>\$ 130.</b>

The Morris Florence H. Bender Foundation, Inc.  
 E.I.N. 13-2951469  
 2011 Annual Report  
 Schedule of Gains and Losses

**Assets Sold at a Gain**

<b><u>Description of Asset</u></b>	<b><u>Sales Price</u></b>	<b><u>Cost</u></b>	<b><u>Sales Date</u></b>	<b><u>Purchase Date</u></b>	<b><u>Gain or Loss</u></b>
757.576 units, BNY Mellon Intermediate Bond Fund	\$ 10,000.00	\$ 9,320.51	5/15/2012	2/22/2008	\$ 679.49
1,517.451 units, BNY Mellon Intermediate Bond Fund	20,000.00	18,669.31	5/17/2012	2/22/2008	1,330.69
569.044 units, BNY Mellon Intermediate Bond Fund	7,500.00	7,000.99	6/27/2012	2/22/2008	499.01
1,120 shares, CVS Corp., common	38,639.25	36,375.86	8/17/2011	2/23/2009	2,263.39
70 shares, Google, Inc., common	44,611.40	38,248.70	4/10/2012	11/10/2009	6,362.70
350 shares, Hess Corp., common	20,289.93	9,315.73	4/10/2012	5/1/2006	10,974.20
1,140 shares, Lincoln National Corporation, common	29,247.75	25,486.18	4/10/2012	8/22/2011	3,761.57
293 shares, Norfolk Southern Corp., common	19,407.39	17,957.33	4/10/2012	5/6/2010	1,450.06
1,200 shares, Ppl Corp., common	33518.61	33055.68	4/10/2012	5/10/2011	462.93
670 shares, Target Corp., common	33,989.24	33,116.89	8/17/2011	11/5/2009	872.35

The Morris Florence H. Bender Foundation, Inc.  
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 Schedule of Gains and Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain or Loss</u>
480 shares, Time Warner, Inc., common	<u>16,565.92</u>	<u>13,869.46</u>		11/5/09	<u>2,696.46</u>
<b>Total for Assets Sold at a Gain</b>	<b><u>\$ 273,769.49</u></b>	<b><u>\$ 242,416.64</u></b>			<b><u>\$ 31,352.85</u></b>
<b><u>Assets Sold at a Loss</u></b>					
440 shares, BMC Software, Inc., common	\$ 15,613.53	\$ 21,931.36	12/2/2011	3/3/11	\$ (6,317.83)
541.126 units, BNY Mellon Emerging Markets Fund	5,000.00	6,608.64	6/21/2012	12/27/06	(1,608.64)
1,639.344 units, BNY Mellon Short Term U.S. Government Securities Fund	20,000.00	20,065.57	3/21/2012	1/29/10	(65.57)
3,671.114 units, BNY Mellon Short Term U.S. Government Securities Fund	44,934.43	44,934.43	4/19/2012	2/16/12	-
260 shares, Cardinal Health, Inc., common	10,920.57	11,055.10	12/2/2011	3/3/11	(134.53)
390 shares, Comerica, Inc., common	12,531.43	16,020.42	4/10/2012	1/14/11	(3,488.99)
3,566.009 units, Dreyfus Strategic International Stock Fund	47,000.00	50,708.65	5/10/2012	3/4/11	(3,708.65)

The Morris Florence H. Bender Foundation, Inc.  
 E.I.N. 13-2951469

2011 Annual Report  
 Schedule of Gains and Losses

<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain or Loss</u>
769.823 units, Dreyfus Strategic International Stock Fund	\$ 10,000.00	\$ 10,946.88	6/21/2012	3/4/11	\$ (946.88)
704 shares, Human Genome Sciences, Inc., common	5,317.20	19,978.82	12/2/2011	5/3/10	(14,661.62)
600 shares, Morgan Stanley Dean Witter & Co., common	10,385.80	17,994.00	8/17/2011	5/29/09	(7,608.20)
760 shares, Omnicom Group, Inc., common	37,519.83	40,319.94	4/10/2012	2/28/07	(2,800.11)
520 shares, Textron Incorporated, common	10,130.96	24,109.80	12/2/2011	5/18/06	(13,978.84)
610 shares, Thermo Fisher Scientific Inc., common	<u>34,002.29</u>	<u>35,981.90</u>	4/10/2012	6/20/08	<u>(1,979.61)</u>
<b>Totals for Assets Sold at a Loss</b>	<b>\$ 263,356.04</b>	<b>\$ 320,655.51</b>			<b>\$ (57,299.47)</b>

2011 Annual Report  
Contributions and 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
At Home on the Sound, Inc. 20 Wendt Avenue Larchmont, NY 10538-2833	Public Charity	To provide members with the assistance they need to continue to live at home	1,000.00
Breastcancer.org 7 East Lancaster Avenue, 3rd Floor Ardmore, PA 19003	Public Charity	To provide reliable information about breast cancer and available treatment options	2,000.00
ChesPenn Health Services 2600 W. 9th Street 2 North Chester, PA 19013	Public Charity	To provide medical and dental services to residents in Chester, PA & surrounding communities	5,000.00
City Team Ministries 634 Sproul Street Chester, PA 19013	Public Charity	To assist families in becoming financially independent and off of public assistance	1,000.00
Creative Connections 303 West Avenue Norwalk, Connecticut 06850	Public Charity	To permit students in the US and abroad to interact with each other	2,500.00
Crozer-Chester Foundation One Medical Center Boulevard Upland, PA 19013	Public Charity	To support affordable health care	2,500.00
Domestic Abuse Project of Delaware County 14 West Second Street Media, PA 19063	Public Charity	To provide services to victims of domestic abuse	3,000.00

2011 Annual Report  
Contributions and Grants

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2497	Public Charity	To provide funding for breast cancer research	\$ 5,000.00
Greenwich Scholarship Association One Lafayette Court Greenwich, Connecticut	Public Charity	To assist students with demonstrated financial need funding to attend college	4,000.00
Hudson River Museum 511 Warburton Avenue Yonkers, NY 10701	Public Charity	To expose people to the role that art, history and astronomy play in our lives	1,000.00
Living Beyond Breast Cancer 354 West Lancaster Ave., Suite 224 19041	Public Charity	To empower women affected by breast cancer	2,000.00
Long Ridge School 478 Erskine Road Stamford, Connecticut	Public Charity	To promote elementary education	3,000.00
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

2011 Annual Report  
Contributions and Grants

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Reach our and Read 56 Roland Street, Suite 100D Boston, MA 02129-1243	Public Charity	To promote education through reading	\$ 1,000.00
Riddle Health Care Foundation 1068 W. Baltimore Pike Media, PA 19063	Public Charity	To support Riddle Hospital that is an acute-care non-profit facility	2,500.00
Rye Country Day School Cedar Street Rye, New York 10580-2034	Public Charity	To promote education	11,000.00
The Legacy Charter School 4217 West 18th Street Chicago, Illinois	Public Charity	To promote education	2,500.00
The Main Idea 93 Walden Drive Denmark, Maine	Public Charity	To enable inner city and at risk to attend a two week camp	4,000.00
Shore Memorial Hospital Health Foundation One East New York Avenue Somers Point, New Jersey	Public Charity	To support the Stanton Society building project	3,000.00
Temple Emanu-El of East Meadow 123 Merrick Avenue East Meadow, New York 11554	Public Charity	To support religios programs	3,000.00
The School of American Ballet 70 Lincoln Center Plaza New York, New York 10023-6592	Public Charity	To support ballet	30,000.00

2011 Annual Report  
Contributions and Grants

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
The United States Holocaust Memorial Museum 60 E. 42nd Street, Suite 2540 New York, NY 10165-0018	Public Charity	To provide a living memorial to the Holocaust through education and understanding	\$ 1,000.00
Tomorrows Children's Fund 30 Prospect Avenue Hackensack, New Jersey 07601	Public Charity	To assist families whose children have cancer	7,500.00
Tourette Syndrome Association, Inc. 42-40 Bell Boulevard Bayside NY 11361	Public Charity	To provide services to persons with Tourette Syndrome	1,000.00
Village of Larchmont Town Hall Larchmont, New York	Public Charity	To support the Pine Brook Park Playground renovation project	20,000.00
Weill Medical Center 445 East 69th Street New York, New York 10021	Public Charity	To support training in reproductive psychiatry through the Payne Whitney Women's Program	<u>15,000.00</u>
Total 2011-2012 Contributions			\$ <u>180,500.00</u>

<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>Market Value</u>
250 shs., Alliance Date Systems Corp., common	\$ 14,706.28	\$ 14,706.28	\$ 33,750.00
490 shs., American Express Company, common	19,907.38	19,907.38	28,522.90
280 shs., Ameriprise Financial, Inc., common	16,977.69	16,977.69	14,632.80
360 shs., Apache Corp., common	29,656.80	29,656.80	31,640.40
170 shs., Apple Computer, Inc., common	26,824.30	26,824.30	99,280.00
420 shs., Autoliv, Inc., common	14,820.83	14,820.83	22,957.20
310 shs., Baxter International, Inc., common	Purchased During Year	18,364.09	16,476.50
960 shs., BB&T Corporation, common	Purchased During Year	30,122.30	29,616.00
· 440 shares, BMC Software, Inc., common	21,931.36	Sold During the Year	Sold During the Year
· 380 shs., Capital One Financial Corp., common	14,898.77	14,898.77	20,770.80
260 shs., Cardinal Health, Inc., common	11,055.10	Sold During the Year	Sold During the Year
210 shs., Caterpillar, Inc., common	14,747.17	14,747.17	17,831.10
920 shs., Centerpoint Energy, Inc., common	Purchased During Year	18,052.33	19,016.40
380 shs., Chubb Corp., common	20,158.43	20,158.43	27,671.60

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## Balance Sheet

**Part III - Itemized Statement of  
Securities and All Other Assets  
Asset Description**

<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>Market Value</u>
620 shs., Citigroup, Inc., common	\$ 29,078.00	\$ 29,078.00	\$ 16,994.20
410 shs., Coca Cola Co., common	Purchased During Year	30,024.30	32,057.90
390 shs., Comerica, Inc., common	16,020.42	Sold During Year	Sold During Year
580 shs., Conocophillips, common	14,577.75	11,083.07	32,410.40
590 shs., Covidien PLC, common	Purchased During Year	30,094.90	31,565.00
400 shs., Cummins, Inc., common	13,119.40	13,119.40	38,764.00
1,120 shs., CVS Caremark Corp., common	36,375.86	Sold During Year	Sold During Year
740 shs., Danaher Corp., common	19,584.10	19,584.10	38,539.20
420 shs., Walt Disney Company, common	Purchased During Year	18,055.84	20,370.00
1,771 shs., EMC Corp., common	41,199.88	41,199.88	45,390.73
540 shs., Ensco PLC, common	Purchased During Year	24,710.62	25,363.80
300 shs., Express Scripts Holdings, Inc., com	Purchased During Year	17,268.00	16,749.00
832 shs., ExxonMobil Corp., common	16,336.74	16,336.74	71,194.24
1,460 shs., General Electric Co., common	22,511.28	22,511.28	30,426.40

<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
70 shs., Google, Inc., common	\$ 38,248.70	Sold During Year	Sold During Year
350 shs., Hess Corp., common	9,315.73	Sold During Year	Sold During Year
1,125 shs., Home Depot, Inc., common	33,024.29	\$ 33,024.29	\$ 59,613.75
510 shs., Honeywell International, Inc., common	18,389.58	18,389.58	28,478.40
704 shs., Human Genome Sciences, Inc., com	19,978.82	Sold During Year	Sold During Year
280 shs., International Business Machines Corp., common	30,427.32	30,427.32	54,762.40
860 shs., JP Morgan Chase Corporation,	22,348.68	22,348.68	30,727.80
540 shs., Johnson Controls, Inc., common	Purchased During Year	17,387.46	14,963.40
1,010 shs., Limited Brands, Inc., common	17,976.49	17,976.49	42,955.30
384 shs., McKesson Corporation, common	24,933.12	24,933.12	36,000.00
970 shs., Merck & Co., common	23,658.82	23,658.82	40,497.50
600 shs., Morgan Stanley, common	17,994.00	Sold During Year	Sold During Year
1,220 shs., News Corp., Ltd., common	21,752.39	21,752.39	27,474.40

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 2011 Annual Report

Balance Sheet

**Part III - Itemized Statement of  
 Securities and All Other Assets**

**Asset Description**

560 shs., Nextera Energy, Inc., common  
 (shares and basis have been adjusted due  
 to the purchase of additional shares)

	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
293 shs., Norfolk Southern Company, common	17,957.33	Sold During Year	Sold During Year
200 shs., Occidental Petroleum Corp., common	13,430.00	13,430.00	17,154.00
760 shs., Omnicom Group, Inc., common	40,319.94	Sold During Year	Sold During Year
1,340 shs., Oracle Corp., common	22,726.40	22,726.40	39,798.00
470 shs., PNC Financial Services Group, com	Purchased During Year	30,119.06	28,721.70
490 shs., Pepsico, Inc., common	21,358.48	21,358.48	34,623.40
2,124 shs., Pfizer, Inc., common	60,365.71	60,365.71	48,852.00
920 shs., Philip Morris International, Inc., common (shares and basis have been adjusted due to the purchase of additional shares)	25,921.97	55,974.16	80,279.20
290 shs., Phillips 66, common	Purchased During Year	3,494.68	9,639.60
1,200 shs., Ppl Corp., common	33,055.68	Sold During Year	Sold During Year
450 shs., Praxair Inc., common	19,919.00	19,919.00	48,928.50

Balance Sheet

<u>Asset Description</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>Market Value</u>	<u>End of the Year Fair Market Value</u>
350 shs., Procter & Gamble Co., common	\$ 15,224.75	\$ 15,224.75	\$ 21,437.50	
610 shs., Qualcom, Inc., common	24,894.10	24,894.10		33,964.80
340 shs., St. Jude's Medical Center, Inc., com	17,869.38	17,869.38		13,569.40
670 shs., Target Corp., common	33,116.89	Sold During Year		Sold During Year
430 shs., Teradata Corporation, common	22,891.95	22,891.95		30,964.30
520 shs., Textron, Inc., common	24,109.80	Sold During Year		Sold During Year
610 shs., Thermo Fisher Scientific, Inc., common	35,981.90	Sold During Year		Sold During Year
480 shs., Time Warner, Inc., common	13,869.46	Sold During Year		Sold During Year
740 shs., Tyco International, Ltd., common	20,023.59	20,023.59		39,109.00
890 shs., Unilever PLC ADR	24,356.54	24,356.54		30,019.70
750 shs., Vale SA-ADR	8,711.25	8,711.25		14,887.50
880 shs., Verizon Communications, Inc., common	32,055.76	32,055.76		39,107.20
1,200 shs., Wells Fargo & Company, common	\$ 28,541.57	\$ 28,541.57	\$ 40,128.00	\$ 1,177,170.73
	<u>\$ 1,264,019.43</u>	<u>\$ 1,264,019.43</u>	<u>\$ 1,264,019.43</u>	<u>\$ 1,707,180.92</u>

Part III - Itemized Statement of  
Securities and All Other Assets  
Asset Description

<u>Common Trust Funds</u>	<u>Beginning of Fiscal Year Book Value</u>	<u>End of the Fiscal Year Book Value</u>	<u>End of the Year Fair Market Value</u>
<b>20,980.623 units, Dreyfus Strategic International Stock Fund (shares and basis have been adjusted due to sale of shares of units)</b>	\$ 360,000.00	\$ 298,344.47	\$ 275,475.58
<b>20,882.866 shs., BNY Mellon Emerging Markets fund (shares and basis have been adjusted due to the purchase of units of the funds)</b>	319,606.30	360,997.66	271,943.43
<b>33,068.782 units, BNY Mellon Small/Mid Cap Stock Fund</b>	500,000.00	500,000.00	429,894.17
<b>39,673.855 shs., BNY Mellon Intermediate Bond Fund (shares and basis have been adjusted due to the sale of units of the funds)</b>	<u>523,101.25</u>	<u>488,110.44</u>	<u>521,711.19</u>
	<u>\$ 1,702,707.55</u>	<u>\$ 1,647,452.57</u>	<u>\$ 1,499,024.37</u>

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Trans Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only.

*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions <b>Morris S &amp; Florence H Bender Foundation</b>	Employer identification number (EIN) <b>13-2951469</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions <b>170 Mason Street, Attn. J.D. Port</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Greenwich, CT 06830</b>	

Enter the Return code for the return that this application is for (file a separate application for each return).

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Jennifer D. Port, Esq.

Telephone No ► 203-661-6000 FAX No ► 203-661-9462

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)       . If this is for the whole group check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time

until 2/15, 20 13, to file the exempt organization return for the organization named above

The extension is for the organization's return for:

►  calendar year 20        or

►  tax year beginning 7/01, 20 11, and ending 6/30, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return

Final return

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

3a \$

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

3b \$

1,7

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

3c \$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. . . . .
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

**Enter filer's identifying number, see instructions**

<b>Type or print</b>  File by the extended due date for filing the return. See instructions	Name of exempt organization or other filer, see instructions.  <b>Morris S &amp; Florence H Bender Foundation</b>	Employer identification number (EIN) or  <b>X 13-2951469</b>
	Number, street, and room or suite number. If a P.O. box, see instructions  <b>Ivey, Barnum &amp; O'Mara, LLC 170 Mason Street</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>Greenwich, CT 06830</b>	

Enter the Return code for the return that this application is for (file a separate application for each return).

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of ► Jennifer D. Port, Esq. Telephone No. ► 203-661-6000 FAX No ► 203 661-9462
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box.. ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 5/15, 20 13.
- For calendar year       , or other tax year beginning 7/01, 20 11, and ending 6/30, 20 12.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension.. Additional time is needed in order to compile the necessary information to prepare an accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 3
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 1,7
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

 Signature ► Jennifer D. Port Title ► Secretary

 Date ► 2/12/11

BAA

FIFZ0502L 07/29/11

Form 8868 (Rev 1-2012)