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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
BENDER FOUNDATION, INC.

A Employer identification number
52-6054193

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1120 CONNECTICUT AVENUE, N.W.

B Telephone number
2028289000

City or town, state, and ZIP code
WASHINGTON, DC 20036

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 53,843,657.

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

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

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).)

	Line	(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	6,119,657.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	58,384.	58,384.		STATEMENT 1
	4 Dividends and interest from securities	1,551,607.	1,551,607.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,424,787.			
	b Gross sales price for all assets on line 6a 5,353,207.				
	7 Capital gain net income (from Part IV, line 2)		2,424,787.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	93,841.	79,408.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	10,248,276.	4,114,186.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	169,000.	42,250.		126,750.
	14 Other employee salaries and wages	31,250.	3,125.		28,125.
	15 Pension plans, employee benefits	94,101.	26,838.		67,263.
	16a Legal fees				
	b Accounting fees STMT 4	16,200.	0.		16,200.
	c Other professional fees STMT 5	138,053.	138,053.		0.
	17 Interest	22.	0.		22.
	18 Taxes STMT 6	23,183.	19,183.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	41,519.	3,551.		37,968.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	513,328.	233,000.		276,328.
	25 Contributions, gifts, grants paid	2,124,600.			2,124,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,637,928.	233,000.		2,400,928.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	7,610,348.			
	b **Net investment income** (if negative, enter -0-)		3,881,186.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11201115 786783 8EL085 2012.04040 BENDER FOUNDATION, INC. 8EL085_1

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing		2,857,579.	11,774.	11,774.
2 Savings and temporary cash investments			10,277,065.	10,277,065.
3 Accounts receivable ▶	609,251.			
Less: allowance for doubtful accounts ▶		533,251.	609,251.	609,251.
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges		41,307.	25,000.	25,000.
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 8	10,660,084.	6,949,632.	6,949,632.
c Investments - corporate bonds	STMT 9	4,459,193.	4,874,679.	4,874,679.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 10	26,636,275.	29,923,202.	29,923,202.
14 Land, buildings, and equipment: basis ▶	34,491.			
Less accumulated depreciation ▶	34,491.			
15 Other assets (describe ▶ STATEMENT 11)		0.	1,173,054.	1,173,054.
16 **Total assets** (to be completed by all filers)		45,187,689.	53,843,657.	53,843,657.
Liabilities				
17 Accounts payable and accrued expenses		40,847.		
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		40,847.	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		0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		45,146,842.	53,843,657.	
30 **Total net assets or fund balances**		45,146,842.	53,843,657.	
31 **Total liabilities and net assets/fund balances**		45,187,689.	53,843,657.	

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	45,146,842.
2 Enter amount from Part I, line 27a	2	7,610,348.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,086,467.
4 Add lines 1, 2, and 3	4	53,843,657.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	53,843,657.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,353,207.		3,854,937.	2,424,787.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				2,424,787.

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 — 2,424,787.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,076,726.	44,423,918.	.046748
2010	2,186,800.	40,421,488.	.054100
2009	995,950.	23,813,653.	.041823
2008	1,075,686.	21,754,762.	.049446
2007	804,331.	21,127,820.	.038070

2	**Total** of line 1, column (d)	2	.230187
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	.046037
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	48,744,260.
5	Multiply line 4 by line 3	5	2,244,039.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,812.
7	Add lines 5 and 6	7	2,282,851.
8	Enter qualifying distributions from Part XII, line 4	8	2,400,928.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	38,812.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	38,812.
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	38,812.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 50,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	54,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	403.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	14,785.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 14,785. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? N/A	4b		
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, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC			
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* SEE STATEMENT 12	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 2012 or the taxable year beginning in 2012 (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)*

		Line	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 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 ▶ JULIE BENDER SILVER,PRESIDENT Telephone no. ▶ 202-828-9000

Located at ▶ CORPORATE ADDRESS, 1120 CONNECTICUT AVENU, DC ZIP+4 ▶ 20036

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

		Line	Yes	No
16	At any time during calendar year 2012, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1b		X
	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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** No: 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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		169,000.	85,846.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
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	42,306,023.
b	Average of monthly cash balances	1b	6,568,934.
c	Fair market value of all other assets	1c	611,601.
d	**Total** (add lines 1a, b, and c)	1d	49,486,558.
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	49,486,558.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	742,298.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,744,260.
6	**Minimum investment return.** Enter 5% of line 5	6	2,437,213.

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	2,437,213.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 38,812.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	38,812.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,398,401.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,398,401.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,398,401.

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	2,400,928.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,400,928.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	38,812.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,362,116.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,398,401.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010 63,539.				
e From 2011				
f Total of lines 3a through e	63,539.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,400,928.				
a Applied to 2011, 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 2012 distributable amount				2,398,401.
e Remaining amount distributed out of corpus	2,527.			
5 Excess distributions carryover applied to 2012 (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	66,066.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	66,066.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 63,539.				
d Excess from 2011				
e Excess from 2012 2,527.				

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 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

HOWARD M.BENDER

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 or e-mail 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 ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,124,600.
Total			▶ 3a	2,124,600.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	58,384.	
4 Dividends and interest from securities			14	1,551,607.	
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	900000	315.	01	93,526.	
8 Gain or (loss) from sales of assets other than inventory			18	2,424,787.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		315.		4,128,304.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	4,128,619.

(See worksheet in line 13 instructions 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).

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/15/13 Title: Treas.

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/15/13		P00639053

Firm's name ▶ RAFFA, PC — Firm's EIN ▶ 52-1511275

Firm's address ▶ 1201 SEVEN LOCKS ROAD ROCKVILLE, MD 20854 — Phone no. (301) 770-3750

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
BENDER FOUNDATION, INC.	52-6054193

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ________

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

Name of organization	Employer identification number
BENDER FOUNDATION, INC.	52-6054193

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE STANLEY S BENDER 2002 TRUST 1120 CONNECTICUT AVENUE WASHINGTON, DC 20036	$ 5,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	HOWARD BENDER 1120 CONNECTICUT AVENUE WASHINGTON, DC 20036	$ 1,119,657.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: BENDER FOUNDATION, INC.

Employer identification number: 52-6054193

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LIFE INSURANCE POLICY INSURED FOR HOWARD M BENDER $1,119,657	$ 1,119,657.	02/22/12
		$	
		$	
		$	
		$	
		$	

Name of organization

BENDER FOUNDATION, INC.

Employer identification number

52-6054193

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MSSB # 133903 500 SHS CONOCOPHILLIPS	P	03/11/11	05/24/12
b	PUBLICLY TRADED SECURITIES- VANGUARD	P		
c	PUBLICLY TRADED SECURITIES- CHEVY CHASE	P		
d	PARTNERSHIP INVESTMENT K-1	P		
e	PUBLICLY TRADED SECURITIES- EXPIRED CALLS	P		
f	PUBLICLY TRADED SECURITIES- MS #40442	P		
g	PUBLICLY TRADED SECURITIES- MS #40442	P		
h	GAINESVILLE NOTE RECEIVABLE	P		
i	CLASS ACTION SUIT	P		
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25,705.		29,939.	-4,234.
b	4,544,012.		3,024,208.	1,519,804.
c	28,863.		19,069.	9,794.
d				923,315.
e				3,202.
f	519,963.		362,773.	157,190.
g	234,651.		246,992.	-12,341.
h			171,956.	-171,956.
i	13.			13.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-4,234.
b				1,519,804.
c				9,794.
d				923,315.
e				3,202.
f				157,190.
g				-12,341.
h				-171,956.
i				13.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,424,787.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BB&T	484.
CAPITAL BANK	56,463.
IRS	10.
PARTNERSHIP INVESTMENT K-1S	965.
VANGUARD	462.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	58,384.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHEVY CHASE BANK	15,194.	0.	15,194.
FIRST EAGLE SOGEN	82,322.	0.	82,322.
HARBOR FUNDS	309,525.	0.	309,525.
LIFE INSURANCE DIVIDENDS	39,005.	0.	39,005.
MATTHEW ASIA G&I	22,354.	0.	22,354.
OAKMARK INT'L	17,474.	0.	17,474.
PARTNERSHIP INVESTMENT K-1S	257,493.	0.	257,493.
PIMCO EMERGING BOND	61,511.	0.	61,511.
PIMCO ST FUND	62,667.	0.	62,667.
PIMCO TOTAL RETURN	257,205.	0.	257,205.
SB CITIGROUP	54,403.	0.	54,403.
SCHWAB FUND	33,082.	0.	33,082.
THIRD AVE. VALUE	36,535.	0.	36,535.
TWEEDY BROWNE GLOBAL	148,059.	0.	148,059.
VANGUARD	24,310.	0.	24,310.
VANGUARD-DANAHER	1,500.	0.	1,500.
VANGUARD-SHORT-TERM INVEST.	83,350.	0.	83,350.
WELLS FARGO	28,309.	0.	28,309.
YACKTMAN	17,309.	0.	17,309.
TOTAL TO FM 990-PF, PART I, LN 4	1,551,607.	0.	1,551,607.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INVESTMENT K-1	92,561.	78,443.	
MISCELLANEOUS	965.	965.	
PARTNERSHIP INVESTMENT K-1-UBI	315.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	93,841.	79,408.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,200.	0.		16,200.
TO FORM 990-PF, PG 1, LN 16B	16,200.	0.		16,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES K-1	138,053.	138,053.		0.
TO FORM 990-PF, PG 1, LN 16C	138,053.	138,053.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	5,006.	5,006.		0.
FEDERAL EXCISE TAXES	4,000.	0.		0.
FOREIGN TAXES PAID K-1	14,177.	14,177.		0.
TO FORM 990-PF, PG 1, LN 18	23,183.	19,183.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	1,525.	0.		1,525.
TRANSPORTATION	12,820.	0.		12,820.
DUES & SUBSCRIPTION	4,585.	0.		4,585.
OFFICE EXPENSE	7,290.	0.		7,290.
BROKERAGE MANAGEMENT FEES	3,551.	3,551.		0.
INSURANCE EXPENSE	11,748.	0.		11,748.
TO FORM 990-PF, PG 1, LN 23	41,519.	3,551.		37,968.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST EAGLE FUNDS	1,967,549.	1,967,549.
SMITH BARNEY CITIGROUP	0.	0.
TWEEDY BROWNE GLOBAL VALUE	1,452,894.	1,452,894.
VANGUARD - SHORT-TERM INVESTMENT	3,079,389.	3,079,389.
WELLS FARGO PFD STK	449,800.	449,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,949,632.	6,949,632.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR BOND FUND	4,874,679.	4,874,679.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,874,679.	4,874,679.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL BANK CONVERTIBLE DEBT	COST	500,004.	500,004.
MASON HILL PARTNERS	COST	9,224,929.	9,224,929.
MATTHEWS ASIA G&I	COST	852,737.	852,737.
OAKMARK INT'L	COST	818,996.	818,996.
PCI MUNITRUST	COST	96,495.	96,495.
PIMCO EMERGING BONDS	COST	1,109,727.	1,109,727.
PIMCO ST. FUND	COST	4,743,392.	4,743,392.
PIMCO TOTAL RETURN FUND	COST	3,501,498.	3,501,498.
PRUDENT CAPITAL EQUITIES I LP	COST	90.	90.
PRUDENT CAPITAL EQUITIES II LP	COST	12,517.	12,517.
PRUDENT CAPITAL EQUITIES III LP	COST	9,687.	9,687.
PRUDENT CAPITAL I LP	COST	20,537.	20,537.
PRUDENT CAPITAL II LP	COST	527,711.	527,711.
SCHWAB CAP FUND	COST	1,533,739.	1,533,739.
SEQUOIA FUND	COST	2,603,738.	2,603,738.
THIRD AVE. VALUE	COST	1,362,047.	1,362,047.
WEST CREEK PARTNERS	COST	649,686.	649,686.
YACHTMAN FUND	COST	871,917.	871,917.
VANGUARD - DANAHER CORP	COST	838,500.	838,500.
CHEVY CHASE	COST	645,255.	645,255.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,923,202.	29,923,202.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICY CSV	0.	1,158,662.	1,158,662.
FEDERAL EXCISE TAX RECEIVABLE	0.	14,392.	14,392.
TO FORM 990-PF, PART II, LINE 15	0.	1,173,054.	1,173,054.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 12

EXPLANATION

DISTRICT OF COLUMBIA NO LONGER REQUIRES A COPY OF THE FEDERAL FORM 990PF.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOWARD M.BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	EXEC. VICE PRES. 5.00	0.	0.	0.
JULIE BENDER SILVER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	PRESIDENT 40.00	125,500.	37,202.	0.
DAVID S. BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	6,000.	0.	0.
BARBARA A. BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	12,000.	22,835.	0.
EILEEN B. GREENBERG 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	6,000.	25,809.	0.
RICHARD GREENBERG 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	6,000.	0.	0.
NANETTE BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	6,000.	0.	0.
DAVID SILVER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	4,500.	0.	0.
JASON BELINKIE 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		169,000.	85,846.	0.

BENDER FOUNDATION GRANTS FY 2012

1. Adoption Exchange
14232 East Evans Avenue
Aurora, CO 80014
$10,000 (Donation Only)

2. Adventure Theater Musical Theater Center
837-D Rockville Pike
Rockville, Maryland 20852
$5,000 (Donation towards Gala)

3. Allied Jewish Federation of Colorado
300 S. Dahlia Street, Suite 300
Denver, Colorado 80246
$10,000 (Towards The Federal Flagship fund)

4. American Heart Association
4217 Park Place Court
Glen Allen, Virginia 23060
$100,000 (Heart Ball/Gala)
$20,450 (Heart Walk)
$4,000 (Pulse Paint the Town Red)

5. American University
4400 Massachusetts Avenue, N.W.
Washington, D.C. 20016
$18,000 (Operations Center for Israel Studies and Sponsorships in Memory of Sondra D. Bender)

7. Anti-Defamation League
1100 Connecticut Avenue, N.W.
Washington, D.C. 20036
$25,000 (Concert Against Hate)
$15,000 (Man of Achievement Award Dinner)
$200,000 (SSB Institute's Programs and Services)

8. The Aspen Institute
1000 North Third Street
Aspen, CO 81611
$3,500 (As a Couple Fellows)

9. Aspen Jewish Community Center
435-West Main Street
Aspen, Colorado 81611
$10,000 (Donation Only)

10. Association for Safe Inter'l Travel
11769 Gainsborough Road
Potomac, Maryland 20854
$5,000 (Donation Only)

Total This Page $425,950.00

11. Association of Small Foundations
1720 N Street, N.W.
Washington, D.C. 20036
$1,000 (Earmarked for Educational Programming)

12. Athletes for Hope
3 Bethesda Metro #450
Bethesda, Maryland 20814
$75,000 (General Support)

13. Athletes United for Social Justice, Inc.
727 15th Street, N.W., Suite 210
Washington, D.C. 20005
$25,000 (Grassroot Project Donation Only)

14. Autism Speaks
1990 K Street, N.W.
Washington D.C. 20006
$1,000 (Donation Only)

15. Babiesnow Foundation
1650 Fillmore Street 1707
Denver, CO 80206
$2,000 (Donation Only)

16. BBYO
6125 Montrose Road
Rockville, Maryland 20852
$5,000.00 (Donation Only)

17. BBYO Colorado
300 S. Dahlia Street, #203
Denver, Colorado 80246
$5,000 (Donation Only)

18. Best Buddies
1020 19th Street, N.W.
Washington, D.C. 20036
$10,000 (Donation Only)

19. Bethesda Chevy Chase Rescue Squad, Inc.
5020 Battery Lane
Bethesda, Maryland 20814
$5,000 (Donation Only)

20. Big Brothers Big Sisters Colorado, Inc.
1391 N. Speer Blvd, #450
Denver, Colorado 80204
$5,000 (Donation Only)

21. Bread for the City
1525 7th Street, N.W.
Washington, D.C. 20001
$1,000 (Donation Only)

Total This Page $135,000.00

22. Bright Beginnings
128 M Street, N.W.
Washington, D.C. 20001
$2,000 (Donation Only)

23. The Center for Adoption Support and Education
4000 Blackburn Lane #260
Burtonsville, Maryland 20866
$5,000 (General Support)

24. Chabad of Potomac
11621 Seven Locks Road
Potomac, Maryland 20854
$2,000.00 (Purim Donation Only)

25. Challenge Aspen
P.O. Box 6639
Snowmass Village Mall #309
Snowmass, CO 81615
$6,000.00 (Donation Only for a Table at Vince Gill/Amy Grant Dinner)

26. Charles E. Smith Jewish Day School
1901 East Jefferson Street
Rockville, Maryland 20852
$9,000 (2011-2012 Educational Support Services)
$5,000 (Scholarship Needs)

27. Children's Inn at NIH
7 West Drive
Bethesda, Maryland 20814
$1,000 (Donation Only)

28. Children's National Medical Center
111 Michigan Avenue, N.W.
Washington, D.C. 20036
$1,000 (Dancing After Dark)
$1,000 (Donation Only Towards Gregory Mark Taubin Memorial Lecture)
$5,000 (Monte Carlo Night)
$1,000 (Heartsongs Luncheon Donation Only)

29. Chris4Life Colon Cancer Foundation
6056 Burnside Landing Drive
Burke, Virginia 22015
$500 (Donation Only towards the Annual Blue Hope Bash)

30. City Dance Essemble, Inc.
5301 Tuckerman Lane
North Bethesda, MD 20852
$10,000 (Earmarked for the Sondra D. Bender Scholarship for 2012-2013)
$20,000 (For After School Arts Education and Youth Development Programs)
$5,000 (For Rob Priore Choregrapher's Fund to Support the City Dance Conservatory)
$10,000 (In Support of City Dance's International Program Brazil)
$7,000 (Scholarship Programs)

Total This Page $90,500.00

31. Colorado University Foundation
1305 University Avenue
Denver, CO 80302
$50,000 (Jewish Studies)
$70,000 (Endowment for the Sondra D. Bender Visiting Scholars Fund for the Jewish Studies Program)
$30,000 (Endowment for the Sondra D. Bender Visiting Scholars Fund for the Jewish Studies Program)

32. Community Foundation of MGCG
8780 Georgia Avenue, #202
Silver Spring, Maryland 20910
$1,000 (Donation Only)

33. Congregation Beth El
8215 Old Georgetown Road
Bethesda, Maryland 20814
$85,000 (Repairing the World by Setting up the Sondra D. Bender Community Service Fund and The Howard M. and Sondra D. Bender Beth El Start up Fund, and Two Benches)

34. CSAAC Foundation
8615 East Village Avenue
Montgomery Village, Maryland 20886
$1,000 (Donation Only)

35. Cystic Fibrosis Foundation
Metropolitan Washington, D.C. Chapter
6917 Arlington Road, Suite 308
Bethesda, Maryland 20814
$5,000 (In Memory of Sondra D. Bender)

36. Cystic Fibrosis Foundation
400 S. Colorado Blvd, #840
Denver, Colorado 80246
$5,000 (Helping People with Disabilities)

37. Denver Health Foundation
655 Broadway #750
Denver, CO 80203
$5,000 (Earmarked for the Newborns in Need Program)

38. Doctors Without Borders
P.O. Box 5022
Hagerstown, Maryland 21741
$1,000 (Donation Only)

39. Every Child Matters
1023 15th Street, N.W., Suite 401
Washington, D.C. 20005
$1,000 (Donation Only)

40. Fairfax County Police Dept.
3911 Woodburn Road
Annandale, Virginia 22003
$5,000 (Donation Only)

Total This Page $259,000.00

41. Food for Friends
58 'L' Street, S.E.
Washington, D.C. 20003-3353
$1,000 (Donation Only Chef's Best)

42. Friends of IDF
P.O. Box 395
Stevenson, Maryland 21153
$3,600 (Donation Only)
$10,000 (Donation Only)

43. Friendship Circle
11621 Seven Locks Road
Potomac, Maryland 20854
$1,000.00 (Run for Friendship Sponsoring Sara Bender-Bier)

44. Hadassah
1220 East West Highway
Silver Spring, MD 20910
$2,000.00 (Special Gifts Donation)

45. Hebrew Education Alliance
3600 Southo Ivanhoe Street
Denver, CO 80237
$15,000.00 (Support of Synagogue)

46. Hebrew Home of Greater Washington
6121 Montrose Road
Rockville, Maryland 20852
$6,000 (Annual Gala)

47. Heros Inc.
1200 29th Street, N.W.
Washington, D.C. 20007
$5,000 (Donation Only)

48. Higher Achievement
317 8th Street, N.E.
Washington, D.C. 20002
$5,000 (Donation Only)

49. Historical Society of Washington, D.C.
801 K Street, N.W.
Washington, D.C. 20001
$2,000 (Donation Only)

50. Holland and Knight Charitable Foundation
201 N. Franklin Street, #1100
Tampa, Florida 33602
$5,000 (Scholarship Guardian Towards the Holocaust Remembrance Project 2012)

Total This Page $55,600.00

51. Holoenergetic Healing Foundation
1939 Tamarack Place
Ashland, OR 97520
$20,000 (Donation Only)

52. Hope and a Home
1349 R Street, N.W.
Washington, D.C. 20009
$25,000 (Higher Education for All Programs)

53. Hope Connections for Cancer Support
5430 Grovsenor Lane, Suite 100
Bethesda, Maryland 20814
$10,000 (In Honor of Sondra D. Bender)

54. House of Ruth
5 Thomas Circle N.W.
Washington, D.C. 20005
$1,500 (Donation Only)

55. Jewish Coalition Against Domestic Abuse
P.O. Box 2266
Rockville, Maryland 20847
$5,000 (Donation Only)

56. Jewish Community Center
6125 Montrose Road
Rockville, Maryland 20852
$25,000 (Debt Fund)
$30,000 (Parenting Center)
$1,000 (Book Fair)
$5,000 (Maccabi Dance Team)
$2,000 (Golf Tournament)
$2,500 (Sports Hall of Fame Dinner donation only)

57. Jewish Community Relations Council
6101 Montrose Road, Suite 205
Rockville, Maryland 20852
$1,000 (Donation Only)

58. Jewish Council for the Aging
11820 Parklawn Drive, Suite 200
Rockville, Maryland 20852
$1,000.00 (Donation Only)

59. Jewish Federation of Greater Washington
6101 Montrose Road
Rockville, Maryland 20852-4816
$50,000 (General Support)
$10,000 (Earmarked for Hurricane Sandy Relief Fund)

Total This Page $189,000.00

60. Jewish Foundation for Group Homes
6010 Executive Blvd., Suite 800
Rockville, Maryland 20852
$1,800 (Janice Goldstein Luncheon)
$10,000 (Annual Scholarship Gala)
$50,000 (Endowment)
$50,000 (Matching Grant)

61. Jewish Historical Society
600 I Street, N.W.
Washington, D.C. 20001
$2,500 (Guardian Benefactor Members Luncheon Donation Only)

62. Jewish Social Services Agency
6123 Montrose Road
Rockville, MD 20852
$100,000.00 (Naming of 3rd Flr Board Room
$10,000.00 (Passion and Purpose Gala)

63. Jewish Women International
2000 'M' Street, N.W., #720
Washington, D.C. 20036
$50,000.00 (Women to Watch Luncheon and $45,000 earmarked for the Sondra D. Bender Leadership Institute)

64. Jubilee Foundation, Inc.
10408 Montgomery Avenue
Kensington, Maryland 20895
$5,000 (Roast of the Honorable Jeffrey Z. Slaving Mayor of Somerset)

65. Juvenile Diabetes
c/o Amy & Alan Meltzer
7 Warrenton Drive
Silver Spring, MD 20904
$5,000 (Let's Pin Diabetes)

66. Kabbalah Experience
3599 S. Ivanhoe Street
Denver, CO 80237
$10,000.00 (General Support)

67. Kaboom
4455 Connecticut Avenue, N.W., Suite B100
Washington, D.C. 20008
$57,750 (Community Build Playground Project)

68. Kids Enjoy Exercise Now
P.O. Box 341590
Bethesda, Maryland 20827
$1,000 (Donation Only)

Total This Page $353,050.00

69. KIPP DC – March Madness
1003 K Street, N.W. #700
Washington, D.C. 20001
$5,000 (As a Sweet Sixteen Sponsor March Madness Event)

70. Knock-Out-Abuse-Against-Women
8133 Leesburg Pike
Suite 410
Vienna, Virginia 22182
$1,200 (General Support)

71. The Learning Source
455 S. Pierce Street
Lakewood, CO 80226
$5,000 (Donation Only)

72. Living Classrooms
515 M Street, S.E., Suite 222
Washington, D.C. 20003
$500.00 (Donation Only)

73. Lombardi Cancer Center
Georgetown University
Box 751404
Washington, D.C. 20057
$1,000 (Donation Only towards the Annual Gala)

74. Martha's Table
2114 14th Street, N.W.
Washington, D.C. 20009
$1,000 (Donation Only)

75. Maryland Racing Media
4405 East West Highway
Bethesda, Maryland 20814
$5,000.00 (Scholarships)

76. Montgomery County Police Foundation
16501 Shady Grove Road
Gaithersburg, Maryland 20898
$10,000 (Donation Only)

77. National Building Museum
401 F Street, N.W.
Washington, D.C. 20001
$12,500.00 (Gala Dinner/BRE)

78. National Center for Children and Families
6301 Greentree Road
Bethesda, Maryland 20817
$3,000.00 (Donation Only)

Total This Page $44,200.00

79. National Multiple Sclerosis Society
1800 M Street, N.W., Suite 750
Washington, D.C. 20036
$3,000 (Donation Only

80. National Museum of Women in the Arts
1250 New York Avenue, N.W.
Washington, D.C. 20005
$1,000.00 (25th Anniversary Gala Donation Only)
$500 (Donation Only Towards the Women Who Rock Event)

81. National Symphony Orchestra Association
The John F. Kennedy Center for the Performing Arts
Washington, D.C 20566
$25,000.00 (General Support)

82. National Theatre Foundation
1321 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
$1,500.00 (Circle Member)

83. Partnership for Jewish Life/Learning
12230 Wilkins Avenue
Rockville, Maryland 20852
$5,000.00 (Donation Only)

84. People Animals Love
731 8th Street, S.E., #301
Washington, D.C. 20003
$1,000 (Donation Only)

85. Ramah in the Rockies
5600 South Quebec Street, #750
Greenwood, CO 80111
$19,000 (Earmarked for the Equestrain Center)
$10,000 (General Support for Camp)

86. Rebuilding Together
3925 Plyers Mill Road, #202
Kensington, Maryland 20895
$1,000 (Donation Only)

87. Rocky Mountain Parents as Teachers
3800 South Pierce Street
Denver, CO 80235
$2,000 (Donation Only)

88. SEEC
8905 Fairview Road #300
Silver Spring, Maryland 20910
$1,000 (Donation Only)

Total This Page $70,000.00

89. Sixth and I Historic Synagogue
600 I Street, N.W.
Washington, D.C. 20001
$1,800 (Donation Only)

90. Socceer Without Borders
25 Thomson Place 1st Floor
Boston, MA 02210
$5,000 (Earmarked for the Sondra D. Bender Girls in the Game Initiative)

91. SOME (So Others Might Eat)
71 O Street, N.W.
Washington, D.C. 20001
$1,000 (Donation Only)

92. St. Coletta of Greater Washington
1901 Independence Avenue, S.E.
Washington, D.C. 20003
$2,000 (Donation Only)

93. Suburban Hospital
8600 Old Georgetown Road
Bethesda, Maryland 20814
$5,000 (Chairmens Circle)
$10,000 (Towards The Key to the Cure)
$25,000 (Earmarked as Seed Money for the Naming of the Emergency Room)
$15,000 (Towards Showcase 2012 at the Bolger Center as a Diamond Level to Benefit Cardiovascular Care Programs and NIH Heart Center

94. Sunflower Bakery
8507 Ziggy Lane
Gaithersburg, Maryland 20877
$5,000 (Donation Only)

95. There With Care
2825 Wilderness Place #100
Boulder, CO 80301
$2,000 (Donation Only)

96. Tikkun Olam Women's Foundation
6101 Montrose Road
Rockville, Maryland 20852
$500 (Donation Only)

97. Ugive
9380 Montgomery Road #207
Cincinnati, OH 45202
$25,000 (Athletes for Hope Escape For Good Event

98. U. S. Holocaust Memorial Museum
100 Wallenberg Place, S.W.
Washington, D.C. 20024
$6,000 (National Tribute Dinner)

Total This Page $103,300.00

99. University of Maryland Foundation, Inc.
2707 Comcast Center
Terrapin Trail
College Park, Maryland 20742
$11,000 (Top Terp)
$5,000 (Earmarked for the Center for Philanthrophy and Nonprofit Leadership)

100. University of Pennsylvania
3451 Walnut Street #641
Phildelphia, PA 19104
$15,000 (To create and Endowed Scholarship Fund Known as the Sondra D. Bender Endowed Scholarship)
$10,000 (To Support the Track Fund

101. University of Wisconsin Foundation
1848 University Avenue
P.O. Box 8860
Madison, Wisconsin 53706-8860
$5,000.00 (School of Human Ecology's Center for
Non-Profits)
$10,000 (Earmarked Center for Non-Profits in Memory of Sondra D. Bender)

101. University of Wisconsin Hillel Foundation
1155 Observatory Drive
Madison, WI 53706
$10,000 (Towards the Legacy Fund and the Fund for the Future)

102. Visionwalk
7168 Columbia Gateway Drive
Columbia, Maryland 21046
$1,000 (For Walkers Glenn and Michelle Burke)

103. Washington Humane Society
4590 MacArthur Blvd, N.W.
Washington, D.C. 20007
$10,000 (Towards the Fashion for Paws donation only)

104. Washington Hospital Center
110 Irving Street, N.W.
Washington, D.C. 20010
$25,000 (Donation Only)

105. Wilmer Ophthalmological Inst. Johns Hopkins Univ. School
600 North Wolfe Street
Baltimore, Maryland 21287-9015
$10,000.00 (General Support)

106. Wisconsin Alumni Association DC Chapter
1067 North Nelson Street
Arlington, Virginia 22201
$50,000 (Earmarked for Enriching Academic Possie Scholars)

Total This Page 162,000.00

107. Wolf Trap
1645 Trap Road
Vienna, Virginia 22182
$5,000 (General Support)

108. Word Dance Theater
7311 University Avenue
Glen Echo, Maryland 20812
$2,000.00 (Donation Only)

Total This Page $7,000.00

Julie Silvers Donor Fund $25,000
David Bender's Donor Fund $50,000
Bender Foundation Donor Fund $150,000
Provision Catering $5,000 (Donation Only)

Grand Total is $2,124,600.00