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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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)
1120 CONNECTICUT AVENUE, N.W.

Room/suite

B Telephone number
2028289000

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20036

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 59,508,984.

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

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Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received	5,000,000.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	58,475.	58,475.		STATEMENT 1
4	Dividends and interest from securities	933,667.	932,525.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,245,260.			
b	Gross sales price for all assets on line 6a 363,913.				
7	Capital gain net income (from Part IV, line 2)		1,245,260.		
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	67,724.	67,724.		STATEMENT 3
12	**Total.** Add lines 1 through 11	7,305,126.	2,303,984.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	168,500.	42,875.		125,625.
14	Other employee salaries and wages	32,000.	3,200.		28,800.
15	Pension plans, employee benefits	116,124.	29,031.		87,093.
16a	Legal fees STMT 4	1,206.	0.		1,206.
b	Accounting fees				
c	Other professional fees STMT 5	149,381.	149,381.		0.
17	Interest	145.	0.		145.
18	Taxes STMT 6	95,115.	20,167.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	32,275.	4,252.		28,023.
24	**Total operating and administrative expenses.** Add lines 13 through 23	594,746.	248,906.		270,892.
25	Contributions, gifts, grants paid	2,427,217.			2,443,217.
26	**Total expenses and disbursements.** Add lines 24 and 25	3,021,963.	248,906.		2,714,109.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	4,283,163.			
b	**Net investment income** (if negative, enter -0-)		2,055,078.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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		11,774.	92,309.	92,309.
	2	Savings and temporary cash investments		10,277,065.	6,332,424.	6,332,424.
	3	Accounts receivable ▶	609,251.			
		Less: allowance for doubtful accounts ▶		609,251.	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		25,000.	24,444.	24,444.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	6,949,632.	10,142,943.	10,142,943.
	c	Investments - corporate bonds	STMT 9	4,874,679.	5,605,092.	5,605,092.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 10	29,923,202.	35,505,220.	35,505,220.
	14	Land, buildings, and equipment: basis ▶	34,491.			
		Less accumulated depreciation ▶	34,491.			
	15	Other assets (describe ▶ STATEMENT 11)		1,173,054.	1,197,301.	1,197,301.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		53,843,657.	59,508,984.	59,508,984.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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		53,843,657.	59,508,984.	
	30	**Total net assets or fund balances**		53,843,657.	59,508,984.	
	31	**Total liabilities and net assets/fund balances**		53,843,657.	59,508,984.	

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	53,843,657.
2	Enter amount from Part I, line 27a	2	4,283,163.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,382,164.
4	Add lines 1, 2, and 3	4	59,508,984.
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	59,508,984.

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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	PUBLICLY HELD SECURITIES-CHEVY CHASE	P		
b	COUNTRYWIDE FIN. CORP LITIGATION	P		
c	PARTNERSHIP INVESTMENT-K-1S			
d	CAPITAL GAINS DIVIDENDS			
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	38,109.		20,680.	17,429.
b	1,739.			1,739.
c				902,027.
d	324,065.			324,065.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				17,429.
b				1,739.
c				902,027.
d				324,065.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,245,260.
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))
2012	2,362,116.	48,744,260.	.048459
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

2 **Total** of line 1, column (d)	2	.240576
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	.048115
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	53,335,018.
5 Multiply line 4 by line 3	5	2,566,214.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,551.
7 Add lines 5 and 6	7	2,586,765.
8 Enter qualifying distributions from Part XII, line 4	8	2,714,109.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	20,551.
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	20,551.
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	20,551.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	39,785.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	39,785.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	3.
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	19,231.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		19,231. 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 the 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 2013 or the taxable year beginning in 2013 (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)*

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

		Yes	No
16 At any time during calendar year 2013, 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

		Yes	No
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)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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 | | 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		168,500.	80,289.	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

Form **990-PF** (2013)

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10-10-13

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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323561
10-10-13

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	45,153,545.
b	Average of monthly cash balances	1b	8,352,512.
c	Fair market value of all other assets	1c	641,169.
d	**Total** (add lines 1a, b, and c)	1d	54,147,226.
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	54,147,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	812,208.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,335,018.
6	**Minimum investment return.** Enter 5% of line 5	6	2,666,751.

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	2,666,751.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 20,551.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	20,551.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,646,200.
4	Recoveries of amounts treated as qualifying distributions	4	16,000.
5	Add lines 3 and 4	5	2,662,200.
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	2,662,200.

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	2,714,109.
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	2,714,109.
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	20,551.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,693,558.

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.

Form **990-PF** (2013)

323571
10-10-13

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					2,662,200.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010	63,539.				
d From 2011					
e From 2012	2,527.				
f Total of lines 3a through e		66,066.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,714,109.					
a Applied to 2012, 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 2013 distributable amount					2,662,200.
e Remaining amount distributed out of corpus		51,909.			
5 Excess distributions carryover applied to 2013 (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		117,975.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		117,975.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010	63,539.				
c Excess from 2011					
d Excess from 2012	2,527.				
e Excess from 2013	51,909.				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(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 ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,443,217.
Total			▶ 3a	2,443,217.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

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10-10-13

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	58,475.	
4 Dividends and interest from securities			14	933,667.	
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			01	67,724.	
8 Gain or (loss) from sales of assets other than inventory			18	1,245,260.	
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)		0.		2,305,126.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,305,126.

(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

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

▶ 11/17/14 ▶ Tres.

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/17/14		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

Form **990-PF** (2013)

323622
10-10-13

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990 ·

OMB No 1545-0047

2013

Name of the organization

BENDER FOUNDATION, INC.

Employer identification number

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

BENDER FOUNDATION, INC.

Employer identification number

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 ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
BENDER FOUNDATION, INC.	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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
BENDER FOUNDATION, INC.	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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB&T	17.	17.	
CAPITAL BANK	11,801.	11,801.	
CAPITAL BANK-CONVERTIBLE NOTES	42,500.	42,500.	
ISRAEL BOND INTEREST	2,936.	2,936.	
PARTNERSHIP INVESTMENT K-1S	330.	330.	
UNITED STATES TREASURY	10.	10.	
VANGUARD	881.	881.	
TOTAL TO PART I, LINE 3	58,475.	58,475.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CETERA	18,274.	3,281.	14,993.	14,993.	
CHEVY CHASE BANK	15,839.	0.	15,839.	15,839.	
DANAHER CORP	1,125.	0.	1,125.	1,125.	
FIRST EAGLE SOGEN	98,438.	71,875.	26,563.	26,563.	
HARBOR FUNDS	137,573.	0.	137,573.	137,573.	
LIFE INSURANCE DIVIDENDS	38,639.	0.	38,639.	38,639.	
MATTHEW ASIA G&I	37,388.	8,616.	28,772.	28,772.	
OAKMARK INT'L	36,473.	14,314.	22,159.	22,159.	
PARTNERSHIP INVESTMENT K-1S	146,831.	0.	146,831.	146,831.	
PIMCO EMERGING BOND	79,497.	5,580.	73,917.	73,917.	
PIMCO ST FUND	54,199.	3,112.	51,087.	51,087.	
PIMCO TOTAL RETURN	105,426.	18,931.	86,495.	86,495.	
SCHWAB FUND	36,928.	0.	36,928.	36,928.	
SEQUOIA FUND	52,639.	52,639.	0.	0.	
THIRD AVE. VALUE	54,123.	0.	54,123.	54,123.	
TWEEDY BROWNE GLOBAL	11,475.	6,924.	4,551.	4,551.	
TWEEDY BROWNE GLOBAL VALUE	73,645.	53,640.	20,005.	20,005.	
TWEEDY BROWNE WW HI	10,745.	1,500.	9,245.	9,245.	
VANGUARD-CONVERTIBE SECURITIES	67,864.	36,595.	31,269.	31,269.	
VANGUARD-EMERGING MKTS	12,577.	0.	12,577.	12,577.	

VANGUARD-REIT INDEX FUND	3,814.	0.	3,814.	2,672.	
VANGUARD-SHORT-TER INVEST.	70,385.	10,356.	60,029.	60,029.	
VANGUARD-TOTAL STOCK MKT	4,055.	0.	4,055.	4,055.	
WELLS FARGO	30,480.	0.	30,480.	30,480.	
YACKTMAN	59,300.	36,702.	22,598.	22,598.	
TO PART I, LINE 4	1,257,732.	324,065.	933,667.	932,525.	

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	66,396.	66,396.	
MISCELLANEOUS INCOME	1,328.	1,328.	
TOTAL TO FORM 990-PF, PART I, LINE 11	67,724.	67,724.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,206.	0.		1,206.
TO FM 990-PF, PG 1, LN 16A	1,206.	0.		1,206.

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	149,381.	149,381.		0.
TO FORM 990-PF, PG 1, LN 16C	149,381.	149,381.		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	7,061.	7,061.		0.
FEDERAL EXCISE TAXES	74,948.	0.		0.
FOREIGN TAXES PAID K-1	13,106.	13,106.		0.
TO FORM 990-PF, PG 1, LN 18	95,115.	20,167.		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	1,698.	0.		1,698.
TRANSPORTATION	13,039.	0.		13,039.
DUES & SUBSCRIPTION	725.	0.		725.
OFFICE EXPENSE	5,797.	0.		5,797.
BROKERAGE MANAGEMENT FEES	4,252.	4,252.		0.
INSURANCE EXPENSE	6,764.	0.		6,764.
TO FORM 990-PF, PG 1, LN 23	32,275.	4,252.		28,023.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST EAGLE FUNDS	2,272,368.	2,272,368.
TWEEDY BROWNE GLOBAL VALUE	1,988,738.	1,988,738.
TWEEDY BROWNE HY DIV	813,544.	813,544.
VANGUARD EMERGING MKTS	760,704.	760,704.
VANGUARD TOTAL STK	552,679.	552,679.
VANGUARD REIT INDEX	248,236.	248,236.
VANGUARD - SHORT-TERM INVESTMENT	3,112,474.	3,112,474.
WELLS FARGO PFD STK	394,200.	394,200.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,142,943.	10,142,943.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR BOND FUND	4,803,344.	4,803,344.
VANGUARD CONVERTIBLE	801,748.	801,748.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,605,092.	5,605,092.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL BANK CONVERTIBLE DEBT	COST	500,004.	500,004.
ISRAEL BONDS	COST	500,000.	500,000.
MASON HILL PARTNERS	COST	8,550,152.	8,550,152.
MATTHEWS ASIA G&I	COST	1,398,659.	1,398,659.
OAKMARK INT'L	COST	1,320,727.	1,320,727.
PCI MUNITRUST	COST	100,035.	100,035.
PIMCO EMERGING BONDS	COST	1,792,464.	1,792,464.
PIMCO ST. FUND	COST	4,812,306.	4,812,306.
PIMCO TOTAL RETURN FUND	COST	3,991,850.	3,991,850.
PRUDENT CAPITAL EQUITIES I LP	COST	0.	0.
PRUDENT CAPITAL EQUITIES II LP	COST	22,719.	22,719.
PRUDENT CAPITAL EQUITIES III LP	COST	0.	0.
PRUDENT CAPITAL I LP	COST	3,564.	3,564.
PRUDENT CAPITAL II LP	COST	418,818.	418,818.
SCHWAB CAP FUND	COST	2,610,564.	2,610,564.
SEQUOIA FUND	COST	3,504,096.	3,504,096.
THIRD AVE. VALUE	COST	1,618,700.	1,618,700.
WEST CREEK PARTNERS	COST	705,484.	705,484.
YACHTMAN FUND	COST	1,646,591.	1,646,591.
VANGUARD - DANAHER CORP	COST	1,158,000.	1,158,000.
CHEVY CHASE	COST	850,487.	850,487.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,505,220.	35,505,220.

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	1,158,662.	1,197,301.	1,197,301.
FEDERAL EXCISE TAX RECEIVABLE	14,392.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,173,054.	1,197,301.	1,197,301.

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	129,500.	27,931.	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	9,000.	23,658.	0.
EILEEN B. GREENBERG 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	6,000.	28,700.	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	4,500.	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		168,500.	80,289.	0.

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11/11/14

Accrual Basis

BENDER FOUNDATION
Transaction Detail By Account
January through December 2013

Type	Date	Num	Name	Memo	Debit	Credit	Balance
5000001 · FUND DISBURSEMENTS							
Check	1/1/2013	2785	LIVING CLASSROO.	Donation Only (A night at the Yards)	500 00		500.00
Check	1/29/2013	2868	MORGAN STANLEY. .	Eileen and Richard Greenberg Donor Advise Fund	50,000 00		50,500 00
Check	1/30/2013	2869	VANGUARD CHARI ..	Discretionary Fund (Julie Silver)	50,000 00		100,500 00
Check	1/30/2013	2870	BANK OF AMERICA.	Discretionay Fund (David Bender)	50,000 00		150,500 00
Check	2/7/2013	2871	ATHLETES FOR HO	Challenge Match Grant (payment 4 of 5)	75,000 00		225,500.00
Check	2/7/2013	2872	CHILDREN'S HOSPI ..	Heartsongs Luncheon Donation Only	5,000.00		230,500 00
Check	2/7/2013	2875	CHILDREN'S HOSPI .	As a Silver Sponsor Towards February 23, 2012 Event	2,500.00		233,000 00
Check	2/13/2013	2876	The Leukemia & Ly	As a Gold Sponsor Towards Theh 2013 Ball	10,000 00		243,000 00
Check	2/25/2013	2877	CHABAD OF POTO	Purim (Gabriella, Sara, Diana) 2013	2,000 00		245,000 00
Check	2/25/2013	2878	AMERICAN HEART	Heart Gala (Payment 4 of 10)	100,000 00		345,000 00
Check	2/25/2013	2879	JEWISH COMMUNI .	Earmarked for the Maccabi Dance Team 2013	10,000 00		355,000 00
Check	3/5/2013	2880	CHILDRENS MIRAC..	Zoe Kershner (Terp Thon)	600 00		355,600.00
Check	3/13/2013	2881	CITYDANCE ESSE.	International Program Paris	5,000 00		360,600 00
Check	3/13/2013	2882	BELTWAY BARKS, .	VOID Donation Only	0 00		360,600.00
Check	3/15/2013	2883	ADOPT A BOXER R..	VOID: General Support	0 00		360,600 00
Check	3/18/2013	2884	BELTWAY BARKS /	Donation Only	1,200.00		361,800.00
Check	3/20/2013	2886	NARAL FOUNDATION	VOID Donation Only	0 00		361,800 00
Check	3/20/2013	2888	ALZHEIMER'S DRU .	3rd Annual Great Ladies Luncheon Donation Only	5,000 00		366,800 00
Check	3/20/2013	2892	SEEC	Donation Only	2,500 00		369,300 00
Check	3/20/2013	2889	CHARLES E SMITH	Donation Only Towards The Cannon Tribute	1,000 00		370,300.00
Check	3/22/2013	2891	RAMAH IN THE RO.	Naming of the Equestrain Center (Payment 1 of 5)	50,000.00		420,300.00
Check	3/22/2013	2893	STATE OF ISRAEL	United States Holocaust Memorial Museum	25,000 00		445,300.00
Check	3/23/2013	2894	NATIONAL JEWISH	Towards the 2013 Beaux Arts Grant Ball	5,000 00		450,300 00
Check	4/3/2013	2902	PEOPLE ANIMALS	Donation Only	5,000 00		455,300 00
Check	4/11/2013	2906	MENTAL HEALTH A.	Donation Only	1,000 00		456,300 00
Check	4/11/2013	2909	STATE OF ISRAEL	JSSA (Spring Gala) JFGH (Cahl Sponsor)	11,800 00		468,100 00
Check	4/11/2013	2910	NATIONAL BLDG M	VOID. Honor Award Gala (2013)	0 00		468,100 00
Check	4/11/2013	2912	NATIONAL BUILDIN.	VOID 2013 Honor Award Gala	0 00		468,100 00
Check	4/18/2013	2913	HOMELESS CHILD.	Donation Only	10,000 00		478,100.00
Check	5/7/2013	2915	VITAL VOICES	Donation Only	1,000 00		479,100 00
Check	5/7/2013	2916	CENTER FOR ADO.	Towards May 7, 2013 Event	10,000 00		489,100 00
Check	5/7/2013	2917	THE NATIONAL TH.	As a Circle Member 2013	1,500 00		490,600 00
Check	5/7/2013	2918	JEWISH WOMEN IN	Sondra D Bender Leadership Institute starting in 2013	115,650 00		606,250 00
Check	5/7/2013	2919	NATIONAL BUILDIN .	2013 Honor Award Gala	25,000 00		631,250 00
Check	5/7/2013	2920	GAUDENZIA	General Support	7,222 23		638,472 23
Check	5/7/2013	2921	STATE OF ISRAEL	JCC (Centennial Gala), Partnership Jewish Life, Jewish Co.	23,000 00		661,472 23
Check	5/28/2013	2927	CITYDANCE ESSE.	Dream Program for 2013 General Support	10,000 00		671,472 23
Check	5/28/2013	2928	CHARACTER EDUC	Towards the 2013 National Forum Donation Only	5,000 00		676,472.23
Check	5/28/2013	2929	NATIONAL MUSEU .	Donation only towards the Spring Gala 2013	1,000 00		677,472 23
Check	6/7/2013	2941	HOLOENERGETIC .	Donation Only	10,000.00		687,472.23
Check	6/14/2013	2942	KABBALAH EXPERI..	Donation Only	10,000 00		697,472 23
Check	6/14/2013	2943	STATE OF ISRAEL	Hebrew Educational Alliance	15,000 00		712,472 23
Check	6/28/2013	2944	UMCP FOUNDATION	Top Terp (Howard Bender)	11,000 00		723,472 23
Check	7/8/2013	2945	KIDS ENJOY EXER. .	Donation Only	1,000 00		724,472.23
Check	7/9/2013	2946	SAVE A CHILD'S HE .	Donation Only	5,000 00		729,472.23
Check	7/9/2013	2947	DISABILITY RIGHT	Donation Only	5,000 00		734,472.23
Check	7/9/2013	2948	FRIENDSHIP CIRCLE	Donation Only	5,000 00		739,472.23
Check	7/8/2013	2949	ASSOCIATION FOR. .	Donation Only ASIRT Study Abroad Program	5,000 00		744,472.23
Check	7/9/2013	2950	WOLF TRAP FOUN.	Towards the Performing Arts 2013 Season	5,000 00		749,472.23
Check	7/9/2013	2954	CAPITAL CAMPS	Earmarked for Special Needs Donation Only	5,000 00		754,472.23
Check	7/9/2013	2955	THE HUMAN ANIMA. .	Donation Only	10,000 00		764,472.23
Check	7/9/2013	2956	AMERICAN JEWISH	Donation Only	5,000 00		769,472.23
Check	7/8/2013	2957	STATE OF ISRAEL	JSSA, JCC, Hebrew Home	63,500.00		832,972.23
Check	7/26/2013	2959	Doctors Without Bor	Donation Only	1,000 00		833,972.23
Check	7/26/2013	2960	SOCCER WITHOUT .	Earmarked for the Sondra D Bender Girls in the Game Initi..	10,000.00		843,972.23
Check	7/26/2013	2961	COLORADO UNIVE.	Program In Jewish Studies (Matching Grant) Payment #2	50,000 00		893,972.23
Check	8/7/2013	2962	HOPE AND A HOME	Higher Education for All Programs	25,000 00		918,972.23
Check	8/28/2013	2963	ATHLETES UNITED.	Donation Only Athletes and kids, together	25,000 00		943,972.23
Check	9/16/2013	2970	AMERICAN HEART	Pulse Event plus 4 tickets	5,320 00		949,292.23
Check	9/16/2013	2971	SIBLEY MEMORIAL .	Benefit for Sibley Hospitals Yound Adults with Cancer	200 00		949,492.23
Check	10/29/2013	2983	JUVENILE DIABETE.	In Honor of Mark Meltzer	25,000.00		974,492.23
Check	10/29/2013	2986	MARYLAND RACIN	Backstretch Scholarship Programs	5,000 00		979,492.23
Check	10/29/2013	2987	KNOCK OUT ABUS.	Dinner and Auction (3 tickets)	2,000.00		981,492.23
Check	10/29/2013	2988	AUTISM SPEAKS	Donation Only Towards Jack Garchiks Crew	5,000 00		986,492.23
Check	10/29/2013	2989	Israel Bond	Sixth and I Synagogue, Jewish Historical Society	3,600 00		990,092.23
Check	11/1/2013	2990	CYSTIC FIBROSIS ..	Donation Only)	5,000.00		995,092 23
Check	11/18/2013	2993	ASPEN JEWISH CO	To Build Jewish Community Center Honor Harry Feldman	10,000 00		1,005,092 23
Check	11/19/2013	2994	NATIONAL SYMPH .	2013 Annual Fund	25,000 00		1,030,092.23
Check	11/19/2013	2995	BETHESDA CHEVY	Donation Only	5,000 00		1,035,092.23
Check	11/19/2013	2996	MARTHA'S TABLE I	Donation Only	1,000 00		1,036,092.23
Check	11/19/2013	2997	SUBURBAN HOSPI.	Towards the Key to the Cure Event	10,000.00		1,046,092.23
Check	11/19/2013	2998	MACCABI USA / SP	Legends of the Maccabiah From the DC Area	18,000.00		1,064,092 23
Check	11/19/2013	2999	BREAD FOR THE CL	Donation Only	1,000 00		1,065,092.23
Check	11/19/2013	3000	SUBURBAN HOSPI.	Campus Enhancement Proj Fund for Nursing Pay #1	250,000.00		1,315,092 23
Check	11/19/2013	3001	STATE OF ISRAEL	ADL, JFGH, Hadassah,Maccabi, JCC,	158,000 00		1,473,092 23
Check	12/12/2013	3006	RONALD MCDONA..	Donation Only	1,000.00		1,474,092 23
Check	12/16/2013	3011	GEORGETOWN UN	Donation Only Towards Gala	500.00		1,474,592 23
Check	12/16/2013	3013	WISCONSIN ALUM.	Earmarked for Enriching Academic Posse' Scholars	25,000 00		1,499,592 23
Check	12/16/2013	3012	JEWISH COMMUNI	Maccabi Dance Team 2013(Debbie Clark)	1,000.00		1,500,592 23
Check	12/16/2013	3009	THE CHILDREN'S I.	VOID. Donation Only GJE, RGJE created on 12/17/2013	0 00		1,500,592 23
Check	12/16/2013	3010	STATE OF ISRAEL	VOID ADL (SSB Instiute), Jewish Federation, ADL GJE, R. .	0.00		1,500,592 23
Check	12/16/2013	3014	JEWISH COMMUNI	VOID: Maccabi Dance Team 2013(Debbie Clark)	0 00		1,500,592 23
Check	12/16/2013	3015	THE CHILDREN'S I	Donation Only	1,000.00		1,501,592 23
Check	12/16/2013	3016	STATE OF ISRAEL	ADL (SSB Institute) Jewish Federation, ADL	255,000 00		1,756,592.23
Check	12/16/2013	3017	WORD/DANCE THE	Donation Only	2,000 00		1,758,592.23
Check	12/16/2013	3018	JEWISH COALITIO...	Donation Only	5,000.00		1,763,592.23
Check	12/17/2013	3019	wASHINGTON HOS.	Donation Only	25,000 00		1,788,592.23
Check	12/18/2013	3020	THE HISTORICAL S	Donation Only	5,000 00		1,793,592 23
Check	12/18/2013	3021	STATE OF ISRAEL	VOID Jewish Community Relations, Hebrew Home	0 00		1,793,592.23

BENDER FOUNDATION

Transaction Detail By Account

January through December 2013

Type	Date	Num	Name	Memo	Debit	Credit	Balance
Check	12/19/2013	3022	THE ASPEN INSTIT	As a Couple Fellows	3,500.00		1,797,092.23
Check	12/19/2013	3023	VISIONWALK	Donation Only	1,000.00		1,798,092 23
Check	12/19/2013	3031	JULIE SILVER	Children's Hospital Grant	5,000 00		1,803,092.23
Check	12/19/2013	3032	OPERATION EMBR	In Memory of Sondra D Bender Donation Only	1,000 00		1,804,092 23
Check	12/19/2013	3033	CSAAC FOUNDATI .	Donation Only	1,000 00		1,805,092 23
Check	12/20/2013	3034	ARTREACH	Donation Only Matching	5,000 00		1,810,092.23
Check	12/20/2013	3035	HOPE FOR HENRY	Donaton Only	10,000 00		1,820,092 23
Check	12/20/2013	3036	CITYDANCE ESSE	Support Programs and Development	10,000.00		1,830,092.23
Check	12/20/2013	3037	CHARLES E SMITH	Scholarships for the 2014 Senior Trip Israel	20,000 00		1,850,092 23
Check	12/20/2013	3038	CHARLES E SMITH. .	Educational and Support Services Programs	9,000 00		1,859,092 23
Check	12/20/2013	3039	CHARLES E SMITH .	Tuition Assistance	20,000 00		1,879,092 23
Check	12/20/2013	3040	MAURICE B SCHW .	VOID: Donation Only	0 00		1,879,092 23
Check	12/20/2013	3041	BBYO-ROCKY MOU.	Donation Only	5,000 00		1,884,092 23
Check	12/20/2013	3042	LEVELING THE PLA.	Donation Only	10,000.00		1,894,092 23
Check	12/20/2013	3043	JEWISH SOCIAL SE.	Naming of the 3rd Floor Board Room (Payment 6 of 10)	60,000 00		1,944,092 23
Check	12/20/2013	3044	JEWISH COMMUNI	Parenting Center (payment 4 of 5)	15,000 00		1,959,092 23
Check	12/20/2013	3045	AMERICAN HEART	Blake Real Estate Heart Walk Match	52,780.00		2,011,872 23
Check	12/20/2013	3046	JEWISH COMMUNI ..	Earmarked Sondra & Howard Bender ECC) 1 of 7	250,000 00		2,261,872 23
Check	12/20/2013	3047	STATE OF ISRAEL	JCC (parenting Center) JWI, JSAA (Board Room)	115,000 00		2,376,872 23
Check	12/20/2013	3048	SO OTHERS MIGHT .	Donation Only	1,000 00		2,377,872 23
Check	12/20/2013	3049	SO OTHERS MIGHT	Donation Only	1,200 00		2,379,072 23
Check	12/20/2013	3051	UNIVERSITY OF PE.	Sondra D Bender Endowed Scholarship Fund	15,000 00		2,394,072 23
Check	12/20/2013	3050	HIGHER ACHIEVEM.	As Cum Laude	10,000 00		2,404,072 23
Check	12/20/2013	3052	UNIVERSITY OF WI	Earmarked for Center of Non-Profits	2,000 00		2,406,072.23
Check	12/20/2013	3054	THE WILMER OPHT	Research of Dr Harry Quigley's Lab 4 of 5	10,000 00		2,416,072 23
Check	12/20/2013	3053	UNIVERSITY OF WI ..	VOID: Earmarked for Center of Non-Profits	0 00		2,416,072 23
Check	12/20/2013	3055	GRAND SETTLEME .	Field Trip to See Newsies on Broadway	2,145 00		2,418,217.23
Check	12/20/2013	3056	MAURICE B SHWA.	Donation Only	5,000 00		2,423,217 23
Check	12/20/2013	3057	JEWISH FOUNDATI	Bender Home Generator and Windows	20,000 00		2,443,217.23
Total 5000001 FUND DISBURSEMENTS					2,443,217 23	0 00	2,443,217 23
TOTAL					2,443,217.23	0.00	2,443,217.23