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

2013

Department of the Treasury
Internal Revenue Service

- ▶ 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.

For calendar year 2013, or tax year beginning 7/01, 2013, and ending 6/30, 2014

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

A Employer identification number
13-2951469

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

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

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 ☐

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, column (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
▶ \$ 3,810,064. (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) (see instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	62,217.	62,217.	62,217.	
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	207,083.			
	b Gross sales price for all assets on line 6a	540,676.			
	7 Capital gain net income (from Part IV, line 2)		207,083.		
	8 Net short-term capital gain			29,204.	
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
	See Statement 1	12,049.			
12 Total. Add lines 1 through 11		281,349.	269,300.	91,421.	
13 Compensation of officers, directors, trustees, etc.		22,000.	7,333.	7,333.	14,667.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach sch)	See St 2	8,565.	2,855.	2,855.	5,710.
c Other prof fees (attach sch)	See St 3	29,061.	29,061.	29,061.	
17 Interest					
18 Taxes (attach schedule)(see instrs)	See Stm 4	42.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		140.			140.
23 Other expenses (attach schedule)					
	See Statement 5	250.			250.
24 Total operating and administrative expenses. Add lines 13 through 23		60,058.	39,249.	39,249.	20,767.
25 Contributions, gifts, grants paid Part XV		159,500.			159,500.
26 Total expenses and disbursements. Add lines 24 and 25		219,558.	39,249.	39,249.	180,267.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		61,791.			
b Net investment income (if negative, enter -0)			230,051.		
c Adjusted net income (if negative, enter -0)				52,172.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments	10,297.	34,004.	34,004.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	2,784,698.	2,822,782.	3,776,060.	
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,794,995.	2,856,786.	3,810,064.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,794,995.	2,856,786.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	2,794,995.	2,856,786.		
	31	Total liabilities and net assets/fund balances (see instructions)	2,794,995.	2,856,786.		

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	2,794,995.
2	Enter amount from Part I, line 27a	2	61,791.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,856,786.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	2,856,786.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Assets sold at a Gain - See Exhibit	P	Various	Various
b Assets Sold at at Loss - See Exhibit	P	Various	Various
c Capital Gain Distributions	P	Various	Various
d Return of Principal	P	Various	10/02/13

(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 488,534.		310,655.	177,879.
b 18,344.		22,892.	-4,548.
c 33,752.			33,752.
d 46.		46.	0.

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			177,879.
b			-4,548.
c			33,752.
d			0.

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	207,083.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 []	3	29,204.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	193,512.	3,332,581.	0.058067
2011	196,191.	3,182,070.	0.061655
2010	147,096.	2,713,496.	0.054209
2009	164,354.	3,085,846.	0.053261
2008	147,454.	2,868,127.	0.051411

2 Total of line 1, column (d)	2	0.278603
3 Average distribution ratio for the 5-year base period— divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055721
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,630,853.
5 Multiply line 4 by line 3	5	202,315.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,301.
7 Add lines 5 and 6	7	204,616.
8 Enter qualifying distributions from Part XII, line 4	8	180,267.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,601.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,601.
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	4,601.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,459.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,459.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,142.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11		
	Refunded		

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Jennifer D. Port, Esq.</u> Telephone no <u>203-661-6000</u> Located at <u>170 Mason Street Greenwich CT</u> ZIP + 4 <u>06830</u>			
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 <u>15</u>	N/A <input type="checkbox"/> N/A		
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

If 'Yes' to 6b, file Form 8870

6 b X

7 a 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

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jennifer D. Port One Dewart Road Greenwich, CT 06830	Sec/As Neede 0	0.	0.	0.
Jane Laffend 12 Lantern Land Media, PA 19063	Pres/As need 0	0.	0.	0.
Ralph M. Engel 6 Rockwood Drive Larchmont, NY 10580	Treas/As Nee 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part 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	1 a	3,606,831.
b	Average of monthly cash balances	1 b	79,314.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	3,686,145.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,686,145.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	55,292.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,630,853.
6	Minimum investment return. Enter 5% of line 5	6	181,543.

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	181,543.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	4,601.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	4,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	176,942.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	176,942.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	176,942.

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	1 a	180,267.
b	Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,267.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	180,267.

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.

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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				176,942.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	5,886.			
b From 2009	10,764.			
c From 2010				
d From 2011	37,797.			
e From 2012	29,707.			
f Total of lines 3a through e	84,154.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 180,267.				
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				176,942.
e Remaining amount distributed out of corpus	3,325.			
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	87,479.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	5,886.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	81,593.			
10 Analysis of line 9				
a Excess from 2009	10,764.			
b Excess from 2010				
c Excess from 2011	37,797.			
d Excess from 2012	29,707.			
e Excess from 2013	3,325.			

BAA

Form 990-PF (2013)

N/A

(4) Gross investment income

[illegible]

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Rider Attached for details on grants	None		See Rider Attached	159,500.
Total			3 a	159,500.
b Approved for future payment				
Total			3 b	

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 12,049.		
Total	<u>\$ 12,049.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara	\$ 8,565.	\$ 2,855.	\$ 2,855.	\$ 5,710.
Total	<u>\$ 8,565.</u>	<u>\$ 2,855.</u>	<u>\$ 2,855.</u>	<u>\$ 5,710.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BNY Mellon Emerging Markets Fund	\$ -1,486.	\$ -1,486.	\$ -1,486.	
BNY Mellon Intermediate Bond Fund	-1,445.	-1,445.	-1,445.	
BNY Mellon Private Bank-Investment Fee	36,345.	36,345.	36,345.	
BNY Mellon Small/Mid Cap Stock Fund	-2,921.	-2,921.	-2,921.	
Dreyfus Strategic International Stock Fund	-1,432.	-1,432.	-1,432.	
Total	<u>\$ 29,061.</u>	<u>\$ 29,061.</u>	<u>\$ 29,061.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2013 Estimated Tax Payments	\$ 42.			
Total	<u>\$ 42.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NY Attorney Gen - Filing Fee	\$ 250.			\$ 250.
Total	<u>\$ 250.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 250.</u>

The Morris S. and Florence H. Bender Foundation, Inc.

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Part II - Balance Sheet

Part III - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
370 shs., ADT Corp., common	\$ 6,454.82	Sold During Year	Sold During Year
250 shs., Alliance Data Systems Corp., common	14,706.28	14,706.28	70,312.50
490 shs., American Express Company, common	19,907.38	19,907.38	46,486.30
280 shs., Ameriprise Financial, Inc., common	16,977.69	Sold During Year	Sold During Year
260 shs., Amgen, Inc., common	Purchased During Year	29,668.18	30,776.20
360 shs., Apache Corp., common	29,656.80	Sold During Year	Sold During Year
1,190 shs., Apple Computer, Inc., common	26,824.30	26,824.30	110,586.70
Number of shares has been increased due to stock split			
310 shs., Avago Technologies, Ltd., common	Purchased During Year	19,719.19	22,341.70
960 shs., BB&T Corporation, common	30,122.30	Sold During Year	Sold During Year
370 shs., Bristol Myers Squibb Company, common	Purchased During Year	20,231.56	17,948.70
380 shs., Capital One Financial Corp., common	14,898.77	14,898.77	31,388.00
210 shs., Caterpillar, Inc., common	14,747.17	14,747.17	22,820.70

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Part III - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
370 shs., Celanese Corp., Series A, common	Purchased During Year	20,222.72	23,783.60
920 shs., Centerpoint Energy, Inc., common	18,052.33	18,052.33	23,496.80
380 shs., Chubb Corp., common	20,158.43	Sold During Year	Sold During Year
820 shs., Coca Cola Co., common (number of shares doubled due to stock split)	30,024.30	Sold During Year	Sold During Year
1,260 shs., Comcast Corp., Class A common	43,936.07	43,936.07	67,636.80
580 shs., Conocophillips, common	11,083.07	Sold During Year	Sold During Year
590 shs., Covidien PLC, common	30,094.90	Sold During Year	Sold During Year
180 shs., Costco Wholesalers Corp., common	Purchased During Year	20,424.58	20,728.80
740 shs., Danaher Corp., common	19,584.10	19,584.10	58,260.20
420 shs., Walt Disney Company, common	18,055.84	18,055.84	36,010.80
1,771 shs., EMC Corp., common	41,199.88	41,199.88	46,648.14
300 shs., Express Scripts Holdings, Inc., com	17,268.00	Sold During Year	Sold During Year
832 shs., ExxonMobil Corp., common	16,336.74	16,336.74	83,765.76

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Part III - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
1,460 shs., General Electric Co., common	22,511.28	22,511.28	38,368.80
260 shs., Gilead Sciences, Inc., common	Purchased During Year	20,152.57	21,556.60
40 shs., Google, Inc., Class A common	Purchased During Year	20,270.40	23,199.00
1,125 shs., Home Depot, Inc., common	33,024.29	33,024.29	91,080.00
510 shs., Honeywell International, Inc., common	18,389.58	18,389.58	47,404.50
300 shs., Ingersoll-Rand Company, Class A common	Purchased During Year	16,029.36	18,753.00
280 shs., International Business Machines Corp., common	30,427.32	Sold During Year	Sold During Year
610 shs., Invesco, Ltd., common	Purchased During Year	19,891.37	23,027.50
860 shs., JP Morgan Chase Corporation,	22,348.68	22,348.68	49,553.20
540 shs., Johnson Controls, Inc., common	17,387.46	17,387.46	26,962.20
384 shs., McKesson Corporation, common	24,933.12	24,933.12	71,504.64
970 shs., Merck & Co., common	23,658.82	23,658.82	56,114.50
410 shs., Metlife, Inc., common	Purchased During Year	20,273.48	22,779.60

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Part III - Itemized Statement of Securities and All Other Assets	Beginning of Fiscal Year	End of the Fiscal Year	End of the Year Fair Market Value
<u>Asset Description</u>	<u>Book Value</u>	<u>Book Value</u>	<u>Market Value</u>
580 shs., Mondelez International, common	Purchased During Year	19,940.34	21,813.80
280 shs., Monster Beverage Corp., common	Purchased During Year	20,008.74	19,888.40
370 shs., National Oilwell Varco, Inc., common	Purchased During Year	27,444.46	30,469.50
1,220 shs., News Corp., Ltd., common	21,752.39	Sold During Year	Sold During Year
560 shs., Nextera Energy, Inc., common	33,013.70	33,013.70	57,388.80
92 shs., Now, Inc., common	Purchased During Year	2,968.17	3,331.32
200 shs., Occidental Petroleum Corp., common	13,430.00	13,430.00	20,526.00
1,340 shs., Oracle Corp., common	22,726.40	Sold During Year	Sold During Year
470 shs., PNC Financial Services Group, com	30,119.06	30,119.06	41,853.50
490 shs., PepsiCo, Inc., common	21,358.48	21,358.48	43,776.60
2,124 shs., Pfizer, Inc., common	60,365.71	60,365.71	63,040.32
920 shs., Philip Morris International, Inc., common	55,974.16	55,974.16	77,565.20
450 shs., Praxair Inc., common	19,919.00	19,919.00	59,778.00
350 shs., Procter & Gamble Co., common	15,224.75	15,224.75	27,506.50

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Part III - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
610 shs., Qualcomm, Inc., common	24,894.10	24,894.10	48,312.00
560 shs., Sanofi Synthelabo Sponsor ADR	24,903.14	Sold During Year	Sold During Year
240 shs., Schlumberger, Ltd., common	18,112.80	18,112.80	28,308.00
130 shs., Shire PLC., common	Purchased During Year	20,188.99	30,613.70
670 shs., State Street Corp., common	28,227.10	28,227.10	45,064.20
680 shs., Southwestern Energy Co., common	Purchased During Year	24,860.12	30,933.20
430 shs., Teradata Corporation, common	22,891.95	Sold During Year	Sold During Year
1,220 shs., Twenty-First Century Fox, Inc., common	Received in Spin Off	19,193.86	41,760.60
740 shs., Tyco International, Ltd., common	9,787.11	Sold During Year	Sold During Year
890 shs., Unilever PLC ADR	24,356.54	Sold During Year	Sold During Year
260 shs., United Technologies Copr., common	20,229.56	20,229.56	30,017.00
640 shs., Valero Energy Corp., New, common	Purchased During Year	25,203.14	32,064.00
880 shs., Verizon Communications, Inc., common	32,055.76	32,055.76	43,058.40

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Part III - Itemized Statement of Securities and All Other Assets <u>Asset Description</u>	Beginning of Fiscal Year <u>Book Value</u>	End of the Fiscal Year <u>Book Value</u>	End of the Year Fair <u>Market Value</u>
1,200 shs., Wells Fargo & Company, common	28,541.57	28,541.57	63,072.00
510 shs., Yahoo, Inc., common	Purchased During Year	20,078.65	17,916.30
	\$ 1,160,653.00	\$ 1,198,737.72	\$ 2,081,352.58
<u>Common Trust Funds</u>			
20,980.623 units, Dreyfus Strategic International Stock Fund	\$ 298,344.47	\$ 298,344.47	\$ 335,480.16
29,559.068 shs., BNY Mellon Emerging Markets fund	360,997.66	360,997.66	312,734.94
33,068.782 units, BNY Mellon Small/Mid Cap Stock Fund	500,000.00	500,000.00	564,153.42
37,771.267 shs., BNY Mellon Intermediate Bond Fund	464,702.76	464,702.76	482,339.08
	\$ 1,624,044.89	\$ 1,624,044.89	\$ 1,694,707.60

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Schedule of Sales Resulting in a Gain

<u>Assets Sold at a Gain</u> <u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain or Loss</u>
960 shares, BB&T Corporation, common	\$ 33,101.76	\$ 30,122.30	7/8/2013	4/11/2012	\$ 2,979.46
180 shares, Conocophillips, common	11,174.23	3,439.57	7/8/2013	Various	7,734.66
73 shares, Mallinckrodt PLC	3,173.98	2,690.20	7/8/2013	7/1/2013	483.78
740 shares, Tyco International, Ltd., common	25,596.22	9,787.11	7/8/2013	6/3/2009	15,809.11
75 shares, Mallinckrodt PLC	32.69	27.64	7/23/2013	7/1/2013	5.05
370 shares, ADT Corp., common	15,004.28	6,408.57	10/23/2013	10/1/2012	8,595.71
360 shares, Apache Corp., common	32,762.74	29,656.80	10/23/2013	7/16/2007	3,105.94
380 shares, Chubb Corp., common	35,037.29	20,158.43	10/23/2013	2/26/2008	14,878.86
400 shares, Conocophillips, common	29,255.53	7,643.50	10/23/2013	Various	21,612.03

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Schedule of Sales Resulting in a Gain

<u>Assets Sold at a Gain</u> <u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain or Loss</u>
305 shares, News Corporation, common	\$ 5,253.17	\$ 2,558.53	10/23/2013	7/1/2013	2,694.64
560 shares, Sanofi Synthelabo Sponsor ADR	27,988.37	24,903.14	10/23/2013	12/3/2012	3,085.23
890 shares, Unilever PLC ADR	35,599.47	24,356.54	10/23/2013	9/14/2010	11,242.93
100 shares, Allegion PLC, common	5,350.89	4,085.61	3/20/2014	12/2/2013	1,265.28
820 shares, Coca Cola Co., common	31,291.49	30,024.30	3/20/2014	4/11/2012	1,267.19
590 shares, Covidien PLC, common	41,759.34	27,377.06	3/20/2014	8/22/2011	14,382.28
280 shares, International Business Machines Corp., common	51,854.85	30,427.32	3/20/2014	2/26/2008	21,427.53
1,340 shares, Oracle Corp., common	51,415.60	22,726.40	3/20/2014	2/28/2007	28,689.20

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2013 Annual Report of Private Foundation
Schedule of Sales Resulting in a Gain

<u>Assets Sold at a Gain</u>						
<u>Description of Asset</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Gain or Loss</u>	
300 shares, Express Scripts Holding Company, common	\$ 19,871.56	\$ 17,268.00	5/6/2014	4/18/2012	2,603.56	
.5 shares, Now, Inc., common	16.58	16.13	6/13/2014	6/2/2014	0.45	
280 shares, Ameriprise Financial, Inc., common	32,993.97	16,977.69	6/23/2014	1/14/2011	16,016.28	
Total for Assets Sold at a Gain	\$ 488,534.01	\$ 310,654.84			\$ 177,879.17	
<u>Capital Gains Distributions</u>						
BNY Mellon Intermediate Bond Fund	\$ 3,259.66	0.00	12/17/2013	Various	3,259.66	
BNY Mellon Small/Mid Cap Stock Fund	28,690.48	0.00	12/17/2013	Various	28,690.48	
BNY Mellon Small/Mid Cap Stock Fund	1,802.25	0.00	12/17/2013	Various	1,802.25	
	<u>\$ 33,752.39</u>	<u>0.00</u>			<u>\$ 33,752.39</u>	

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Schedule of Sales Resulting in a Loss

<u>Assets Sold at a Loss</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Sales Date</u>	<u>Purchase Date</u>	<u>Loss</u>
<u>Description of Asset</u>					
430 shares, Teradata Corporation, common	\$ 18,344.43	\$ 22,891.95	10/23/2013	5/10/2011	\$ (4,547.52)
<u>Returns of Principal</u>					
ADT Corp., common	\$ 46.25	\$ 46.25	10/23/2013	10/1/2012	0.00

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Grants made During Fiscal Year

Name and Address of <u>Organization receiving Grant</u>	Status of Organization <u>receiving Grant</u>	Purpose of the <u>Grant</u>	Amount of the <u>Grant</u>
American Ballet Theatre 890 Broadway New York, New York 10003	Public Charity	To support the National Training Program	\$15,000.00
Breatcancer.org 7 East Lancaster Avenue, 3rd Floor Ardmore, PA 19003	Public Charity	To provide reliable information about breast cancer and avail- able treatment options	10,000.00
Congregation Beth Israel 542 South New Middletown Road Media, PA 19063	Public Charity	To promote religious education and provide for the purchase of a defibrillator for ill congregants	1,000.00
Consumer Reports Foundation 101 Truman Avenue Yonkers, NY 10703	Public Charity	To promote a fair and just marketplace	1,000.00
Creative Connections 303 West Avenue, Matthews Park Norwalk, Connecticut 06850	Public Charity	To permit students in the US and abroad to interact with each other	5,500.00
Eagle Hill Foundation 45 Glenville Road Greenwich, CT 06831	Public Charity	To education children with learning disabilities	2,500.00
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, Connecticut 06906	Public Charity	To provide food to area residents	4,000.00

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Grants made During Fiscal Year

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2497	Public Charity	To provide funding for breast cancer research	10,000.00
Friends of Larchmont Library 121 Larchmont Avenue Larchmont, New York 10538	Public Charity	To provide funding for educational programs	1,000.00
Greenwich Scholarship Association One Lafayette Court Greenwich, Connecticut 06830	Public Charity	To assist students with dem- onstrated financial need funding to attend college	4,000.00
Hackensack University Medical Center Foundation, Inc. The Alfred N. Sanzari Medical Arts Building 360 Essex Street, Suite 301 Hackensack, NJ 07601	Public Charity	To provide medical care and research	7,500.00
Larchmont Historical Society 740 West Boston Post Road Larchmont, New York 10538	Public Charity	To preserve the historical photos and documents	2,000.00
Larchmont - Mamaroneck Community Counseling Center 234 Stanley Avenue Mamaroneck, New York 10543	<u>Public Charity</u>	To provide quality, affordable, and confidential counseling and psychological services	2,500.00

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Grants made During Fiscal Year

<u>Name and Address of Organization receiving Grant</u>	<u>Status of Organization receiving Grant</u>	<u>Purpose of the Grant</u>	<u>Amount of the Grant</u>
Long Ridge School 478 Erskine Road Stamford, Connecticut 06903	Public Charity	To promote elementary education	3,000.00
New York City Ballet Lincoln Center Plaza New York, New York 10023	Public Charity	To provide scholarships to dancers	12,000.00
The Otolaryngology Fund - Long Island Jewish Hospital - Hillside Medical Center 3 Howard Drive RFD Muttontown, New York	Public Charity	To promote medical research and programs relating to ear, nose and throat issues	15,000.00
Pennsylvania Ballet 1101 South Broad Street Philadelphia, PA 19147	Public Charity	To promote ballet performances	10,000.00
Rye Country Day School Cedar Street Rye, New York 10580-2034	Public Charity	To promote education	5,000.00
The Main Idea 93 Walden Drive Denmark, Maine	Public Charity	To enable inner city and at risk to attend a two week camp	4,000.00

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Grants made During Fiscal Year

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Stoneham Public Schools 149 Franklin Street Stoneham, MA 02180	Public Charity	To promote education	<u>2,000.00</u>
The Legacy Charter School 4217 West 18th Street Chicago, Illinois	Public Charity	To promote education	2,500.00
The School of American Ballet 70 Lincoln Center Plaza New York, New York 10023-6592	Public Charity	To support ballet	15,000.00
Weill Medical Center 445 East 69th Street New York, New York 10021	Public Charity	To support training in reproductive psychiatry through the Payne Whitney Women's Program	10,000.00
Widener University One University Place Chester, Pennsylvania 19013	Public Charity	To promote education	10,000.00
YWCA of Greenwich 259 East Putnam Avenue Greenwich, Connecticut 06830	Public Charity	To support domestic abuse programs and basic services	<u>5,000.00</u>
Total 2013-2014 Contributions			<u>\$ 159,500.00</u>