EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

For calendar year 2014 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 ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 62,759,751.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	5,095,998.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	61,476.	61,476.		STATEMENT 1
	4	Dividends and interest from securities	1,430,527.	1,430,527.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	702,410.			
	b	Gross sales price for all assets on line 6a 2,461,488.				
	7	Capital gain net income (from Part IV, line 2)		702,410.		
	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	37,201.	30,946.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	7,327,612.	2,225,359.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	193,403.	90,899.		102,504.
	14	Other employee salaries and wages	41,700.	4,170.		37,530.
	15	Pension plans, employee benefits	111,967.	52,624.		59,343.
	16a	Legal fees STMT 4	5,166.	0.		5,166.
	b	Accounting fees STMT 5	12,500.	0.		11,000.
	c	Other professional fees STMT 6	163,943.	133,785.		30,158.
	17	Interest	127.	0.		127.
	18	Taxes STMT 7	24,790.	19,236.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	30,288.	5,133.		25,155.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	583,884.	305,847.		270,983.
	25	Contributions, gifts, grants paid	2,749,821.			2,749,821.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,333,705.	305,847.		3,020,804.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	3,993,907.			
	b	**Net investment income** (if negative, enter -0-)		1,919,512.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

17271112 786783 8EL085 2014.05000 BENDER FOUNDATION, INC. 8EL085_1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	92,309.	120,460.	120,460.
	2 Savings and temporary cash investments	6,332,424.	6,589,814.	6,589,814.
	3 Accounts receivable ▶ 685,251.			
	Less: allowance for doubtful accounts ▶	609,251.	685,251.	685,251.
	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	24,444.	28,890.	28,890.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	10,142,943.	12,613,021.	12,613,021.
	c Investments - corporate bonds STMT 10	5,605,092.	6,346,026.	6,346,026.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	35,505,220.	35,043,371.	35,043,281.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	1,197,301.	1,333,008.	1,333,008.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	59,508,984.	62,759,841.	62,759,751.
Liabilities	17 Accounts payable and accrued expenses		84,796.	
	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.	84,796.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	59,508,984.	62,675,045.	
	30 **Total net assets or fund balances**	59,508,984.	62,675,045.	
	31 **Total liabilities and net assets/fund balances**	59,508,984.	62,759,841.	

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	59,508,984.
2	Enter amount from Part I, line 27a	2	3,993,907.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	63,502,891.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	827,846.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,675,045.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,461,488.	34,491.	2,033,188.	702,410.

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				
b				
c				
d				
e				702,410.

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	702,410.
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))
2013	2,693,558.	53,335,018.	.050503
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

2 Total of line 1, column (d)	2	.241633
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	.048327
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	57,754,896.
5 Multiply line 4 by line 3	5	2,791,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,195.
7 Add lines 5 and 6	7	2,810,316.
8 Enter qualifying distributions from Part XII, line 4	8	3,020,804.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	19,195.
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	19,195.
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	19,195.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	19,231.		
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	19,231.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	36.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	36.	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?	4b	X	
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 13	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JULIE BENDER SILVER,PRESIDENT Telephone no. ▶ 202-828-9000
Located at ▶ CORPORATE ADDRESS, 1120 CONNECTICUT AVENU, DC ZIP+4 ▶ 20036

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014.)*	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 2014?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? 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 14		193,403.	102,709.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	53,892,992.
b	Average of monthly cash balances		1b	4,067,505.
c	Fair market value of all other assets		1c	673,915.
d	**Total** (add lines 1a, b, and c)		1d	58,634,412.
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	58,634,412.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	879,516.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	57,754,896.
6	**Minimum investment return.** Enter 5% of line 5		6	2,887,745.

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	2,887,745.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 19,195.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b 563.		
c	Add lines 2a and 2b		2c	19,758.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,867,987.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,867,987.
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	2,867,987.

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	3,020,804.
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	3,020,804.
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	19,195.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,001,609.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,867,987.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010 63,539.				
c From 2011				
d From 2012 2,527.				
e From 2013 51,909.				
f **Total** of lines 3a through e	117,975.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 3,020,804.				
a Applied to 2013, 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 2014 distributable amount				2,867,987.
e Remaining amount distributed out of corpus	152,817.			
5 Excess distributions carryover applied to 2014 (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	270,792.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	270,792.			
10 Analysis of line 9:				
a Excess from 2010 63,539.				
b Excess from 2011				
c Excess from 2012 2,527.				
d Excess from 2013 51,909.				
e Excess from 2014 152,817.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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	2,749,821.
Total			▶ 3a	2,749,821.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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	61,476.	
4 Dividends and interest from securities			14	1,430,527.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	6,255.	01	30,946.	
8 Gain or (loss) from sales of assets other than inventory			18	702,410.	
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)		6,255.		2,225,359.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,231,614.

(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

Julie B Silver | 11/16/15 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/12/15		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** (2014)

423622
11-24-14

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

2014

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

Organization type (check one).

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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).

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 [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	HOWARD BENDER 1120 CONNECTICUT AVENUE WASHINGTON, DC 20036	$ 95,998.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	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
2	TWO JOHN HANCOCK POLICIES OWNED AND PRIMARY BENEFICIARY IS THE FOUNDATION	$ 95,998.	10/28/14

(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: BENDER FOUNDATION, INC.

Employer identification number: 52-6054193

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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 info. once.) ▶ $

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	201,612.903 SHS PIMCO ST TERM I	P	03/09/10	09/24/14
b	PUBLICLY TRADED SECURITIES-CHEVY CHASE	P		
c	SALE OF FIXED ASSET- TOWN AND COUNTRY VAN	P	06/30/01	05/21/14
d	PARTNERSHIP INVESTMENT K-1			
e	GAIN ON FINAL PARTNERSHIP INVESTMENT K-1			
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,000,000.		1,987,566.	12,434.
b	23,739.		11,131.	12,608.
c	2,000.	34,491.	34,491.	2,000.
d				166,249.
e				73,370.
f	435,749.			435,749.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				12,434.
b				12,608.
c				2,000.
d				166,249.
e				73,370.
f				435,749.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	702,410.
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

423591
05-01-14

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	12.	12.	
CAPITAL BANK	6,757.	6,757.	
CAPITAL BANK-CONVERTIBLE NOTES	42,501.	42,501.	
ISRAEL BOND INTEREST	11,650.	11,650.	
PARTNERSHIP INVESTMENT K-1S	275.	275.	
VANGUARD	281.	281.	
TOTAL TO PART I, LINE 3	61,476.	61,476.	

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	8,024.	0.	8,024.	8,024.	
CHEVY CHASE BANK	19,077.	0.	19,077.	19,077.	
DANAHER CORP	4,875.	0.	4,875.	4,875.	
FIRST EAGLE SOGEN	113,343.	0.	113,343.	113,343.	
HARBOR FUNDS	185,545.	37,523.	148,022.	148,022.	
LIFE INSURANCE POLICIES	39,709.	0.	39,709.	39,709.	
MATTHEW ASIA G&I	79,258.	43,807.	35,451.	35,451.	
OAKMARK INT'L	111,319.	63,536.	47,783.	47,783.	
PARTNERSHIP INVESTMENT K-1S	122,207.	0.	122,207.	122,207.	
PIMCO EMERGING BOND	90,574.	20,025.	70,549.	70,549.	
PIMCO ST FUND	70,351.	5,653.	64,698.	64,698.	
PIMCO TOTAL RETURN	193,501.	32,017.	161,484.	161,484.	
SCHWAB FUND	142,976.	39,029.	103,947.	103,947.	
SEQUOIA FUND	71,690.	71,690.	0.	0.	
THIRD AVE. VALUE	93,778.	30,957.	62,821.	62,821.	
TWEEDY BROWNE GLOBAL VALUE	19,165.	9,639.	9,526.	9,526.	
TWEEDY BROWNE WW HI	102,064.	74,375.	27,689.	27,689.	
VANGUARD REIT	27,881.	0.	27,881.	27,881.	
VANGUARD-CONVERTIBE SECURITIES	125,287.	0.	125,287.	125,287.	
VANGUARD-EMERGING MKTS	32,042.	0.	32,042.	32,042.	
VANGUARD-SHORT-TER INVEST.	70,130.	0.	70,130.	70,130.	

VANGUARD-TOTAL STOCK MKT	18,305.	0.	18,305.	18,305.	
WELLS FARGO	24,746.	0.	24,746.	24,746.	
YACKTMAN	100,429.	7,498.	92,931.	92,931.	
TO PART I, LINE 4	1,866,276.	435,749.	1,430,527.	1,430,527.	

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	30,745.	30,745.	
MISCELLANEOUS INCOME	201.	201.	
PARTNERSHIP INVESTMENT K-1 UBI	6,255.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	37,201.	30,946.	

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	5,166.	0.		5,166.
TO FM 990-PF, PG 1, LN 16A	5,166.	0.		5,166.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,500.	0.		11,000.
TO FORM 990-PF, PG 1, LN 16B	12,500.	0.		11,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES K-1	133,785.	133,785.		0.
CONSULTING FEES	30,158.	0.		30,158.
TO FORM 990-PF, PG 1, LN 16C	163,943.	133,785.		30,158.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	11,562.	11,562.		0.
FEDERAL EXCISE TAXES	5,554.	0.		0.
FOREIGN TAXES PAID K-1	7,674.	7,674.		0.
TO FORM 990-PF, PG 1, LN 18	24,790.	19,236.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRANSPORTATION	10,792.	0.		10,792.
DUES & SUBSCRIPTION	725.	0.		725.
OFFICE EXPENSE	8,183.	0.		8,183.
BROKERAGE MANAGEMENT FEES	5,118.	5,118.		0.
INSURANCE EXPENSE	5,455.	0.		5,455.
BANK FEES	15.	15.		0.
TO FORM 990-PF, PG 1, LN 23	30,288.	5,133.		25,155.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST EAGLE FUNDS	2,339,067.	2,339,067.
TWEEDY BROWNE GLOBAL VALUE	2,269,891.	2,269,891.
TWEEDY BROWNE HY DIV	1,293,823.	1,293,823.
VANGUARD EMERGING MKTS	1,030,390.	1,030,390.
VANGUARD TOTAL STK	1,170,661.	1,170,661.
VANGUARD REIT INDEX	900,877.	900,877.
VANGUARD - SHORT-TERM INVESTMENT	3,170,512.	3,170,512.
WELLS FARGO PFD STK	437,800.	437,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,613,021.	12,613,021.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR BOND FUND	5,033,027.	5,033,027.
VANGUARD CONVERTIBLE	1,312,999.	1,312,999.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,346,026.	6,346,026.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

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	6,322,374.	6,322,374.
MATTHEWS ASIA G&I	COST	1,874,578.	1,874,578.
OAKMARK INT'L	COST	1,722,380.	1,722,380.
PCI MUNITRUST	COST	41,211.	41,211.
PIMCO EMERGING BONDS	COST	1,671,283.	1,671,283.
PIMCO ST. FUND	COST	2,835,979.	2,835,979.
PIMCO TOTAL RETURN FUND	COST	4,168,366.	4,168,366.
PRUDENT CAPITAL EQUITIES II LP	COST	0.	0.
PRUDENT CAPITAL I LP	COST	0.	0.
PRUDENT CAPITAL II LP	COST	371,126.	371,126.
SCHWAB CAP FUND	COST	3,479,706.	3,479,706.
SEQUOIA FUND	COST	3,768,679.	3,768,679.
THIRD AVE. VALUE	COST	1,697,767.	1,697,677.

WEST CREEK PARTNERS	COST	689,874.	689,874.
YACHTMAN FUND	COST	2,386,013.	2,386,013.
VANGUARD - DANAHER CORP	COST	1,285,650.	1,285,650.
ALCENTRA EURPEAN DLF GP	COST	780,000.	780,000.
CHEVY CHASE	COST	948,381.	948,381.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,043,371.	35,043,281.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE POLICY CSV	1,197,301.	1,333,008.	1,333,008.
TO FORM 990-PF, PART II, LINE 15	1,197,301.	1,333,008.	1,333,008.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 13

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 14

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. VP (DEC'D OCT 2015)'D 5.00	0.	0.	0.
JULIE BENDER SILVER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	PRESIDENT 40.00	149,403.	26,230.	0.
DAVID S. BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	6,000.	0.	0.
BARBARA A. BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	12,000.	36,785.	0.
EILEEN B. GREENBERG 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	6,000.	39,694.	0.
RICHARD GREENBERG 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	6,000.	0.	0.
NANETTE BENDER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	6,000.	0.	0.
DAVID SILVER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	4,000.	0.	0.
JASON BELINKIE 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		193,403.	102,709.	0.

BENDER FOUNDATION
Transaction Detail By Account
January through December 2014

Type	Date	Num	Name	Memo	Debit	C...	Balance
5000001 · FUND DISBURSEMENTS							
Check	02/03/2014	3064	STATE OF ISRAEL	National Jewish Health	5,000.00		5,000.00
Check	02/12/2014	3067	DENVER CITY LAX	Donation Only	1,500.00		6,500.00
Check	02/12/2014	3068	CYCLEFORSURVIVAL	Donation Towards Cyclist Daniel Silver	500.00		7,000.00
Check	02/13/2014	3066	ATHLETES FOR HOPE	Challenge Match Grant (payment 5of 5) Final	75,000.00		82,000.00
Check	02/18/2014	3069	STATE OF ISRAEL	Jewish Comm Rela Hebrew Home	11,000.00		93,000.00
Check	02/18/2014	3070	HEBREW HOME OF GREATER WASHINGTON	Ad	450.00		93,450.00
Check	02/26/2014	3071	MORGAN STANLEY SMITH BARNEY GIFT, INC.	Eileen and Richard Greenberg Donor Advise Fund	50,000.00		143,450.00
Check	02/25/2014	3072	VANGUARD CHARITABLE ENDOWMENT PROGRAM	Discretionary Fund (Julie Silver)	50,000.00		193,450.00
Check	02/25/2014	3073	BANK OF AMERICA CHARITABLE GIFT FUND	Discretionay Fund (David Bender)	50,000.00		243,450.00
Check	03/07/2014	3076	AMERICAN HEART ASSOCIATION	Heart Ball Payment 4 of 10	100,000.00		343,450.00
Check	03/20/2014	3078	SUBURBAN HOSPITAL	Platinum Sponsor Showcase Event	15,000.00		358,450.00
Check	03/20/2014	3079	CHABAD OF POTOMAC	Purim (Gabriella, Sara, Diana) 2014	2,000.00		360,450.00
Check	03/20/2014	3080	NATIONAL BUILDING MUSEUM	2014 Honor Award Gala	10,000.00		370,450.00
Check	03/20/2014	3081	STATE OF ISRAEL	JCC (Ourisman Award), JCC (Maccabi Dance) JFGH	23,000.00		393,450.00
Check	03/20/2014	3082	HEBREW EDUCATIONAL ALLIANCE	General Support	20,000.00		413,450.00
Check	03/21/2014	3083	DENVER HEALTH FOUNDATION	204 NightShine Gala	5,000.00		418,450.00
Check	04/02/2014	3086	UMCP FOUNDATION	Top Terp (Howard Bender)	11,000.00		429,450.00
Check	04/02/2014	3088	The Leukemia & Lymphoma Society	As a Gold Sponsor Towards Theh 2014 Ball	10,000.00		439,450.00
Check	04/22/2014	3098	VANGUARD CHARITABLE FUND	Barbara Ann Bender Acct #A1052114	19,000.00		458,450.00
Check	04/24/2014	3100	ROSE COMMUNITY FOUNDATION	Eileen's Donor Advised Fund	50,000.00		508,450.00
Check	04/24/2014	3101	VANGUARD CHARITABLE FUND	Barbara Ann Bender Acct #A1052114	50,000.00		558,450.00
Check	04/24/2014	3102	VANGUARD CHARITABLE ENDOWMENT PROGRAM	Discretionary Fund (Julie Silver)	50,000.00		608,450.00
Check	04/24/2014	3103	BANK OF AMERICA CHARITABLE GIFT FUND	Discretionay Fund (David Bender)	50,000.00		658,450.00
Check	04/24/2014	3104	STATE OF ISRAEL	USHMM (National Tribute Dinner)	6,000.00		664,450.00
Check	04/24/2014	3105	CENTER FOR ADOPTION SUPPORT & EDUCATION	As a Vineyard Level May 1, 2014 Event	15,000.00		679,450.00
Check	04/24/2014	3106	ST COLLETTA OF GREATER WASHINGTON, INC	Donation Only	2,000.00		681,450.00
Check	04/24/2014	3107	HOMELESS CHILDREN'S PLAYTIME PROJECT	General Operating Support	25,000.00		706,450.00
Check	04/24/2014	3108	TRUST FOR THE NATIONAL MALL	As a Bronze Sponsor	5,000.00		711,450.00
Check	04/25/2014	3109	BELTWAY BARKS / LISA CARRIER BAKER	Donation Only	1,000.00		712,450.00
Check	04/25/2014	3110	HOLOENERGETIC HEALING FOUNDATION	Donation Only	10,000.00		722,450.00
Check	04/25/2014	3111	OHR KODESH CONGREGATION	For Shoresh Hebrew High School, Inc	10,000.00		732,450.00
Check	04/25/2014	3112	UNIVERSITY OF MARYLAND	School of Dentisty (Donation Only)	10,000.00		742,450.00
Check	05/12/2014	3115	KIPP DC	Sweet Sixteen Sponsor March Madness Event	5,000.00		747,450.00
Check	05/12/2014	3116	MELVIN J BERMAN HEBREW ACADEMY	Towards Renovation of Track	15,000.00		762,450.00
Check	05/12/2014	3117	BIG BROTHERS BIG SISTERS	One-to-One Mentoring (Sports Buddies Program)	10,000.00		772,450.00
Check	05/28/2014	3118	THE NATIONAL KIDNEY FOUNDATION	As a Scorecard Sponsor	4,000.00		776,450.00
Check	05/28/2014	3119	JULIE SILVER	Gift Pledged to Children's Hospital at event	5,000.00		781,450.00
Check	06/05/2014	3120	STATE OF ISRAEL	Washington DCJCC	5,000.00		786,450.00
Check	06/17/2014	3132	ASSOCIATION FOR SAFE INTERN'L ROAD TRAVEL	Donation Only ASIRT Study Abroad Program	5,000.00		791,450.00
Check	06/17/2014	3133	THE NATIONAL THEATRE FOUNDATION	As a Circle Member 2014	1,500.00		792,950.00
Check	06/17/2014	3134	STATE OF ISRAEL	Jewish Council for the Aging	1,000.00		793,950.00
Check	06/24/2014	3135	KABBALAH EXPERIENCE	Donation Only	10,000.00		803,950.00
Check	06/24/2014	3136	STATE OF ISRAEL	Hebrew Educational Alliance	15,000.00		818,950.00
Check	06/24/2014	3138	JEWISH WOMEN INTERNATIONAL	Two tables at JWI Luncheon 2013	10,000.00		828,950.00
Check	06/26/2014	3139	CHILDREN'S HOSPITAL FOUNDATION	As a Silver Sponsor towards February 22nd Event	2,500.00		831,450.00
Check	06/27/2014	3137	JEWISH WOMEN INTERNATIONAL	Sondra D. Bender Leadership Institute	115,650.00		947,100.00
Check	06/30/2014	3142	COLORADO UNIVERSITY FOUNDATION	Program in Jewish Studies (Matching Grant) Paym..	50,000.00		997,100.00
Check	06/30/2014	3143	STATE OF ISRAEL	JSSA (Spring Gala) Sulam (Founder's Gala)	110,000.00		1,107,100.00
Check	06/30/2014	3147	THE CHILDREN'S INN AT NIH	Donation Only	1,000.00		1,108,100.00
Check	06/30/2014	3148	SIBLEY MEMORIAL HOSPITAL FOUNDATION	Benefit for Sibley Hospitals Yound Adults with Can .	1,000.00		1,109,100.00
Check	06/30/2014	3149	AMERICAN HEART ASSOCIATION	Pulse Event Paint the Town Red	4,000.00		1,113,100.00
Check	06/30/2014	3151	ATHLETES UNITED FOR SOCIAL JUSTICE	Donation Only Athletes and kids, together	25,000.00		1,138,100.00
Check	07/17/2014	3153	RAMAH IN THE ROCKIES	Naming of the Equestrain Center (Payment 1 of 5)	50,000.00		1,188,100.00
Check	07/17/2014	3154	HOPE AND A HOME	Higher Education for All Programs	25,000.00		1,213,100.00
Check	07/17/2014	3156	JEWISH COMMUNITY CENTER	The Federation's Israel Emergency Campaign	5,000.00		1,218,100.00
Check	08/11/2014	3157	STATE OF ISRAEL	Jewish Historical, ADL, JCC, JACDA, Sixth and I	349,500.00		1,567,600.00
Check	08/11/2014	3158	JEWISH SOCIAL SERVICE AGENCY	Naming of the 3rd Floor Board Room (Payment 7 of..	50,000.00		1,617,600.00
Check	08/19/2014	3159	BLAKE REAL ESTATE	BRE salaries and Profit Shanng	500.00		1,618,100.00
Check	08/26/2014	3170	AMERICAN HEART ASSOCIATION	Pulse Event Paint the Town Red Ten Extra Tixs	800.00		1,618,900.00
Check	08/27/2014	3171	EAGLEBANK FOUNDATION	October 6, 2014 Event	1,500.00		1,620,400.00
Check	09/11/2014	3172	THE RIDE TO CONQUER CANCER	David Silver #1120450-7	5,000.00		1,625,400.00
Check	09/16/2014	3173	CYSTIC FIBROSIS FOUNDATION	Donation Only (Rachel Greenberg)	5,000.00		1,630,400.00
Check	09/16/2014	3174	THE WILMER OPHTHALMOLOGICAL INSTITUTE	Research of Dr Harry Quigley's Lab Final Payment	10,000.00		1,640,400.00
Check	09/30/2014	3184	GEORGETOWN UNIVERSITY MEDICAL CENTER	Donation Only Towards Lombardi Gala	500.00		1,640,900.00
Check	09/30/2014	3185	REBUILDING TOGETHER	Donation Only	2,000.00		1,642,900.00
Check	09/30/2014	3187	KNOCK-OUT-ABUSE	VOID As a Sapphire Sponsor	0.00		1,642,900.00
Check	09/30/2014	3188	MELVIN J BERMAN HEBREW ACADEMY	Towards Renovations of the Track	83,000.00		1,725,900.00
Check	09/30/2014	3189	STATE OF ISRAEL	Suburban Hospital, JFGH (Endowment), JCC	550,000.00		2,275,900.00
Check	10/10/2014	3191	KNOCK-OUT-ABUSE	As a Sapphire Sponsor	7,500.00		2,283,400.00
Check	10/15/2014	3192	AMERICAN BALLET THEATRE	Patron Tickets for Fall Gala (Nikki Belinkie)	1,500.00		2,284,900.00
Check	11/04/2014	3195	JUVENILE DIABETES FOUNDATION	Donation Only Towards the Hope Gala	5,000.00		2,289,900.00
Check	11/04/2014	3196	MENTAL HEALTH AMERICA OF COLORADO	As a Table Sponsor Towards The Tributre Gala	2,500.00		2,292,400.00
Check	11/04/2014	3197	CYSTIC FIBROSIS FOUNDATION	Donation Only	5,000.00		2,297,400.00
Check	11/04/2014	3198	MARTHA'S TABLE INC.	Donation Only	1,000.00		2,298,400.00
Check	11/04/2014	3199	VISIONWALK	Donation Only	2,500.00		2,300,900.00
Check	11/04/2014	3200	BREAD FOR THE CITY	Donation Only	2,000.00		2,302,900.00
Check	11/04/2014	3201	HIGHER ACHIEVEMENT	As Cum Laude	10,000.00		2,312,900.00
Check	11/04/2014	3202	STATE OF ISRAEL	JCC (Book Fair), AJC	6,000.00		2,318,900.00
Check	11/14/2014	3204	COMMUNITY SERVICES FOR AUTISTIC ADULTS	Donation Only	2,000.00		2,320,900.00
Check	11/14/2014	3205	STATE OF ISRAEL	ADL, CONGREGATION BETH EL, JEWISH FEDE..	175,000.00		2,495,900.00
Check	11/14/2014	3206	JEWISH COLORADO	2014 Campaign	10,000.00		2,505,900.00
Check	12/10/2014	3208	SUSAN G KOMEN 3-DAY FOR THE CURE	Donation Only Honoring the Promise	5,000.00		2,510,900.00
Check	12/10/2014	3210	WISCONSIN ALUMNI ASSOCIATION	Earmarked for Enriching Academic Posse' Scholars	25,000.00		2,535,900.00
Check	12/10/2014	3211	SUBURBAN HOSPITAL FOUNDATION	Earmarked for Paitent Navigator Program	5,000.00		2,540,900.00
Check	12/10/2014	3212	CITYDANCE ESSEMBLE, INC	Earmarked for the Dream Program	10,000.00		2,550,900.00
Check	12/10/2014	3213	STATE OF ISRAEL	Hebrew Home (President's Circle) JFGH (as an An.	16,000.00		2,566,900.00
Check	12/16/2014	3220	AMERICAN HEART ASSOCIATION	Heart Walk Matching Blake Real Estate	55,421.00		2,622,321.00
Check	12/16/2014	3221	FRIENDSHIP CIRCLE	Donation Only	5,000.00		2,627,321.00
Check	12/16/2014	3222	CANINE COMPANIONS FOR INDEPENDENCE	Earmarked for Basic Training of Canines to Adultho .	35,000.00		2,662,321.00
Check	12/16/2014	3223	BBYO	Donation Only	5,000.00		2,667,321.00

BENDER FOUNDATION
Transaction Detail By Account
January through December 2014

Type	Date	Num	Name	Memo	Debit	C...	Balance
Check	12/16/2014	3224	MAURICE B. SCHWYDER CAMP	Donation Only	10,000 00		2,677,321.00
Check	12/16/2014	3225	UNIVERSITY OF WISCONSIN	SoHe Annual Fund	5,000.00		2,682,321 00
Check	12/16/2014	3226	LEVELING THE PLAYING FIELD	Donation Only	10,000 00		2,692,321 00
Check	12/16/2014	3227	KIDS ENJOY EXERCISE NOW	Donation Only	2,500 00		2,694,821 00
Check	12/16/2014	3228	SUNFLOWER BAKERY	Donation Only	2,000 00		2,696,821.00
Check	12/29/2014	3239	CHILDREN'S HOSPITAL FOUNDATION	Donation only	5,000 00		2,701,821 00
Check	12/29/2014	3240	FOOD & FRIENDS	Donation Only	1,000 00		2,702,821 00
Check	12/29/2014	3241	STATE OF ISRAEL	JCC/Parenting Center, Hall of Fame Dinner	20,000.00		2,722,821.00
Check	12/29/2014	3242	JEWISH COMMUNITY CENTER	Final Payment JCC/Parenting Center	15,000 00		2,737,821.00
Check	12/29/2014	3243	NATIONAL BUILDING MUSEUM	Fuller's Geodesic Dome Donation Only	10,000 00		2,747,821.00
Check	12/29/2014	3244	WORD/DANCE THEATER	Donation Only	2,000.00		2,749,821 00
Total 5000001	FUND DISBURSEMENTS				2,749,821 00	****	2,749,821.00
TOTAL					2,749,821.00	****	2,749,821.00