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 7/01, 2014, and ending 6/30, 2015

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 instructions): 203-661-6000

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,690,108.

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

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)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► ☒ if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21.	21.	21.	
	4 Dividends and interest from securities	70,103.	70,103.	70,103.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	356,135.			
	b Gross sales price for all assets on line 6a 3,255,676.				
	7 Capital gain net income (from Part IV, line 2)		356,135.		
	8 Net short term capital gain			356,135.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) See Statement 1	12,804.			
	12 **Total.** Add lines 1 through 11	439,063.	426,259.	426,259.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	25,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 2	11,907.	3,969.	3,969.	7,938.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 3	35,299.	35,299.	35,299.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	4,642.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	145.			145.
	23 Other expenses (attach schedule) See Statement 5	250.			250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	77,243.	39,268.	39,268.	8,333.
	25 Contributions, gifts, grants paid Part XV	171,700.			171,700.
	26 **Total expenses and disbursements.** Add lines 24 and 25	248,943.	39,268.	39,268.	180,033.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	190,120.			
	b **Net investment income** (if negative, enter -0-)		386,991.		
	c **Adjusted net income** (if negative, enter -0-)			386,991.	

BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/10/14 Form **990-PF** (2014)

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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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	34,004.	82,157.	82,157.
	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)	2,822,782.	1,795,108.	2,450,190.
	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)		1,169,642.	1,157,761.
	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)	2,856,786.	3,046,907.	3,690,108.
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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,856,786.	3,046,907.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,856,786.	3,046,907.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,856,786.	3,046,907.	

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	2,856,786.
2	Enter amount from Part I, line 27a	2	190,120.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,046,906.
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	3,046,906.

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)
1a	Assets Sold at a Gain - See Exhibit Atta	P	Various	Various
b	Assets Sold at a Loss - See Exhibit Atta	P	Various	Various
c	Capital Gain Distributions	P	Various	Various
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	2,392,277.		1,956,131.	436,146.
b	858,171.		943,410.	-85,239.
c	5,228.			5,228.
d				
e				

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

	(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				436,146.
b				-85,239.
c				5,228.
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 356,135.

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** 356,135.

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))
2013	180,267.	3,630,853.	0.049649
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

2	**Total** of line 1, column (d)	2	0.276841
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	0.055368
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,484,615.
5	Multiply line 4 by line 3	5	192,936.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,870.
7	Add lines 5 and 6	7	196,806.
8	Enter qualifying distributions from Part XII, line 4	8	180,033.

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 ► ☐ 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. ► ☐ and enter 1% of Part I, line 27b			1	7,740.
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	7,740.
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	7,740.
6 Credits/Payments				
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	2,500.		
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	2,500.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	42.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	5,282.
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 2015 estimated tax** ►	Refunded ►		11	

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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		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?	1 c		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?	2		X
If 'Yes,' attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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, column (c), and Part XV*	7	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 *General Instruction G? If 'No,' attach explanation*	8 b	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)*

			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 ► Jennifer D. Port, Esq. Telephone no. ► 203-661-6000

Located at ► 170 Mason Street Greenwich CT ZIP + 4 ► 06830

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 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.				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?	☐ 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)?			1 b	N/A	
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?			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 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 ► 20__ , 20__ , 20__ , 20__ .					
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement– see instructions)			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.					
► 20__ , 20__ , 20__ , 20__					
3 a 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.)*			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 2014?			4 b		X

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 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)? **5 b** N/A

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? **6 b** X

If 'Yes' to 6b, file Form 8870

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
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	3,354,095.
b	Average of monthly cash balances		1b	183,585.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,537,680.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	3,537,680.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	53,065.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,484,615.
6	**Minimum investment return** Enter 5% of line 5		6	174,231.

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	174,231.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 7,740.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,740.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	166,491.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	166,491.
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	166,491.

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	180,033.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	180,033.
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	180,033.

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					166,491.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2014					
a From 2009	10,764.				
b From 2010					
c From 2011	37,797.				
d From 2012	29,707.				
e From 2013	3,325.				
f Total of lines 3a through e		81,593.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► $ 180,033.					
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					166,491.
e Remaining amount distributed out of corpus		13,542.			
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		95,135.			
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 instructions				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 (see instructions)		10,764.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		84,371.			
10 Analysis of line 9:					
a Excess from 2010					
b Excess from 2011	37,797.				
c Excess from 2012	29,707.				
d Excess from 2013	3,325.				
e Excess from 2014	13,542.				

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))

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 Rider Attached for details on grants	None		See Rider Attached	171,700.
Total			► 3a	171,700.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					21.
4 Dividends and interest from securities					70,103.
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					12,414.
8 Gain or (loss) from sales of assets other than inventory					356,135.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Class Action Lawsuits Pro					390.
b Royalties					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					439,063.
13 Total. Add line 12, columns (b), (d), and (e)				13	439,063.

(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) (See instructions)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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

Jennifer D. Port — 11/26/16 — Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jennifer D. Port	Jennifer D. Port	11/26/16		P00098503

Firm's name ► Ivey, Barnum & O'Mara, LLC — Firm's EIN ► 06-0642300

Firm's address ► 170 Mason Street, Greenwich, CT 06830 — Phone no (203) 661-6000

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class Action Lawsuits Pro	$ 390.		
Other Investment Income	12,414.		
Total	$ 12,804.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara, LLC	$ 11,907.	$ 3,969.	$ 3,969.	$ 7,938.
Total	$ 11,907.	$ 3,969.	$ 3,969.	$ 7,938.

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 Private Bannk-Investment Fees	$ 10,514.	$ 10,514.	$ 10,514.	
Northern Trust - Investment Fees	24,785.	24,785.	24,785.	
Total	$ 35,299.	$ 35,299.	$ 35,299.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2014 Excise Tax Payments	$ 2,142.			
2015 Estmated Excise Tax payments	2,500.			
Total	$ 4,642.	$ 0.	$ 0.	$ 0.

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	$ 250.	$ 0.	$ 0.	$ 250.

The Morris S. and Florence H. Bender Foundation, Inc.
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2014 Annual Report of Private Foundaiton
Schedule of Sales Resulting in a Gain

Assets Sold at a Gain Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
788.643 shs., BNY Mellon Intermediate Bond Fund	$ 10,000.00	$ 9,702.73	9/22/2014	Various	$ 297.27
1,183.899 shs., BNY Mellon Intermediate Bond Fund	15,000.00	14,565.60	10/1/2014	Various	434.40
35,798.725 shs., BNY Mellon Intermediate Bond Fund	456,433.74	440,434.43	10/27/2014	Various	15,999.31
33,068.782 shs., BNY Mellon Small/Mid Cap Stock Fund	532,738.07	500,000.00	10/27/2014	3/4/2011	32,738.07
21,207.224 shs., Dreyfus International Stock Fund	314,503.13	298,344.47	10/27/2014	3/4/2011	16,158.66
920 shs., Centerpoint Energy, Inc., common	21,435.52	18,052.33	12/11/2014	4/11/2012	3,383.19
1,460 shs., General Electric Company, common	37,579.56	22,511.28	12/11/2014	Various	15,068.28
20 shs., Google, Inc., Class A, common	10,589.56	10,121.94	12/11/2014	10/24/2013	467.62

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Schedule of Sales Resulting in a Gain

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
20 shs., Google, Inc., Class C, common	$ 10,527.76	$ 10,148.46	12/11/2014	4/3/2014	$ 379.30
250 shs., Home Depot, Inc., common	24,991.94	7,338.73	12/11/2014	6/3/2009	17,653.21
300 shs., Ingersoll-Rand Company, common	18,797.58	16,029.36	12/11/2014	10/24/2013	2,768.22
610 shs., Invesco Ltd., common	25,003.34	19,891.37	12/11/2014	10/24/2013	5,111.97
300 shs., JP Morgan Chase & Co., common	18,743.58	7,796.05	12/11/2014	Various	10,947.53
540 shs., Johnson Controls, Inc., common	26,432.41	17,387.46	12/11/2014	4/18/2012	9,044.95
280 shs., Monster Beverage Corp., common	29,647.73	20,008.74	12/11/2014	3/21/2014	9,638.99
200 shs., Occidental Petroleum Corp., common	15,271.66	12,961.78	12/11/2014	6/3/2009	2,309.88
424 shs., Pfizer, Inc., common	13,542.26	12,050.41	12/11/2014	Various	1,491.85

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Schedule of Sales Resulting in a Gain

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
520 shs., Philip Morris International, Inc., common	$ 45,041.40	$ 31,637.57	12/11/2014	4/11/2012	$ 13,403.83
670 shs., State Street Corp., common	53,299.33	28,227.10	12/11/2014	8/17/2012	25,072.23
640 shs., Valero Energy Corp., New, common	30,840.91	25,203.14	12/11/2014	10/24/2013	5,637.77
510 shs., Yahoo, Inc., common	25,377.03	20,078.65	12/11/2014	3/21/2014	5,298.38
370 shs., Celanese Corp., Series A, common	21,346.34	20,222.72	1/8/2015	3/21/2014	1,123.62
250 shs., Comcast Corp., Class A, common	13,827.19	8,717.47	1/8/2015	8/17/2012	5,109.72
100 shs., Home Depot, Inc., common	10,371.77	2,935.49	1/8/2015	8/3/2009	7,436.28
60 shs., Amgen, Inc., common	9,422.19	6,846.50	1/12/2015	10/24/2013	2,575.69

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Schedule of Sales Resulting in a Gain

Assets Sold at a Gain Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
210 shs., Caterpillar, Inc., common	$ 17,534.67	$ 14,747.17	2/26/2015	9/14/2010	$ 2,787.50
350 shs., Procter & Gamble Co., common	29,819.45	15,224.75	2/26/2015	Various	14,594.70
250 shs., Alliance Data Systems Corp., common	70,310.20	14,706.28	3/12/2015	11/10/2009	55,603.92
1,220 shs., Twenty-First Century Fox, Inc., common	40,979.04	19,193.86	3/12/2015	7/1/2013	21,785.18
200 shs., Altera Corp., common	8,495.84	7,574.72	4/2/2015	12/11/2014	921.12
190 shs., American Express Company, common	14,890.02	7,719.19	4/2/2015	9/14/2010	7,170.83
871 shs., EMC Corp., common	22,106.09	20,262.62	4/2/2015	Various	1,843.47
232 shs., Exxon Mobil Corp., common	19,819.90	4,555.44	4/2/2015	Various	15,264.46

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Schedule of Sales Resulting in a Gain

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
400 shs., Wells Fargo & Company, common	$ 21,919.59	$ 9,513.86	4/2/2015	8/14/2006	$ 12,405.73
9,082.65 shs., Doubleline Core Fixed Income Fund	100,635.78	100,000.00	5/1/2015	11/3/2014	635.78
300 shs., American Express Company, common	23,177.57	12,188.19	5/4/2015	9/14/2010	10,989.38
800 shs., Ishares 1-3 Year Credit Bond ETF	84,372.28	84,239.60	5/4/2015	11/10/2014	132.68
360 shs., Nextera Energy, Inc., common	35,981.33	21,223.09	5/11/2015	9/14/2010	14,758.24
900 shs., EMC Corp., common	23,822.56	20,937.26	6/2/6015	5/10/2011	2,885.30
200 shs., Apple Computer, Inc., common	25,515.53	4,508.29	6/17/2015	8/4/2008	21,007.24
180 shs., Danaher Corp., common	15,249.32	4,763.70	6/17/2015	9/29/2005	10,485.62

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Schedule of Sales Resulting in a Gain

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
140 shs., Home Depot, Inc., common	$ 15,420.72	$ 4,109.69	6/17/2015	Various	$ 11,311.03
100 shs., Honeywell International, Inc., common	10418.81	3605.8	6/17/2015	1/20/2004	6,813.01
90 shs., McKesson Corporation, common	21,044.31	5,843.70	6/17/2015	5/6/2010	15,200.61
Total for Assets Sold at a Gain	$ 2,392,277.01	$ 1,956,130.99			$ 436,146.02

Capital Gains Distributions

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Northern Trust Ultra Short Fixed Income Fund - Short Term Capital Gain	$ 132.54	0.00	12/11/2014	12/4/2014	$ 132.54
DFA Small Cap Portfolio - Long Term Capital Gain	1,285.53	0.00	12/17/2014	11/6/2014	1,285.53
Northern Trust Ultra Short Fixed Income Fund - Long Term Capital Gain	338.02	0.00		12/4/2014	338.02

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Schedule of Sales Resulting in a Gain

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Northern Trust Multi Manager Global Listed Infrastructure Fund - Long Term Capital Gain	$ 1,278.68	0.00	12/19/2014	11/6/2014	$ 1,278.68
Northern Trust Multi Manager Global Listed Infrastructure Fund - Short Term Capital Gain	447.89	0.00	12/19/2014	11/6/2004	447.89
Blackrock Funds High Yield Bond Portfolio Institutional Class - Long Term Capital Gain	1,242.97	0.00	12/23/2014	11/5/2014	1,242.97
Blackrock Funds High Yield Bond Portfolio Institutional Class - Short Term Capital Gain	502.22	0.00	12/23/2014	11/5/2014	502.22
	$ 5,227.85	0.00			$ 5,227.85

The Morris S. and Florence H. Bender Foundation, Inc.
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2014 Annual Report of Private Foundation
Schedule of Sales Resulting in a Loss

Assets Sold at a Loss

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Loss
29,559.068 units, BNY Mellon Emerging Markets Fund	$ 294,112.73	$ 360,997.66	10/27/2014	5/10/2012	$ (66,884.93)
92 shs., Now, Inc., common	2,061.67	2,968.17	12/11/2014	6/2/2014	(906.50)
680 shs., Southwestern Energy Co., common	19,998.35	24,860.12	12/11/2014	10/24/2013	(4,861.77)
80 shs., California Res. Corp., common	366.39	468.22	1/8/2015	11/1/2014	(101.83)
39,246.63 units, Northern Trust Ultra Short Term Fixed Income Fund	400,315.66	400,706.51	2/24/2015	12/4/2014	(390.85)
2,000 shs., Flexshares Trust Morningstar Global Upstream National Residential Index Fund	60,198.89	63,820.00	3/31/2015	2/26/2015	(3,621.11)
200 shs., Union Pacific Corp., common	21,999.59	24,742.00	4/2/2015	12/24/12/29/2013	(2,742.41)
250 shs., Wal-Mart Stores, Inc., common	20,662.11	21,940.00	4/2/2015	2/11/2015	(1,277.89)
300 shs., Baxter International, Inc., common	20,093.63	22,209.99	6/2/2015	12/11/2014	(2,116.36)
200 shs., Norfolk Southern Corp., common	18,361.66	20,697.00	6/4/2015	12/11/2014	(2,335.34)
Total	$ 858,170.68	$ 943,409.67			$ (85,238.99)

The Morris S. and Florence H. Bender Foundation, Inc.
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2014 Annual Report of Private Foundation
Part II - Balance Sheet

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
250 shs., Accenture PLC, Class A common	Purchased During Year	$ 23,469.50	$ 24,195.00
1,500 shs., Activision Blizzard, Inc., common	Purchased During Year	34,170.00	36,315.00
300 shs., Adobe systems, Inc., common	Purchased During Year	23,427.00	24,303.00
250 shs., Alliance Date Systems Corp., common	$ 14,706.28	Sold During Year	Sold During Year
500 shs., Altera Corp., common	Purchased During Year	18,936.80	25,600.00
125 shs., Amazon.com, Inc., common	Purchased During Year	47,168.00	54,261.25
490 shs., American Express Company, common	19,907.38	Sold During Year	Sold During Year
250 shs., American Tower Corp., common	Purchased During Year	24,812.50	23,322.50
500 shs., American Water Works Company, commoı	Purchased During Year	26,810.00	24,315.00
260 shs., Amgen, Inc., common	29,668.18	Sold During Year	Sold During Year
250 shs., Amgen, Inc., common	Purchased During Year	30,994.93	38,380.00
400 shs., Apache Corp., common	Purchased During Year	23,428.00	23,052.00
990 shs., Apple Computer, Inc., common (Number of shares and basis adjusted due to sales)	26,824.30	22,316.01	124,170.75

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
250 shs., Automatic Data Processing, Inc., common	Purchased During Year	$ 21,535.00	$ 20,057.50
310 shs., Avago Technologies, Ltd., common	$ 19,719.19	19,719.19	41,208.30
400 shs., Berkshire Hathaway, Inc., Class B common	Purchased During Year	60,011.00	54,444.00
500 shs., Bristol Myers Squibb Company, common (Number of shares and basis adjusted due to sales and purchases)	20,231.56	28,788.16	33,270.00
380 shs., Capital One Financial Corp., common	14,898.77	14,898.77	33,428.60
400 shs., Cardinal Health, Inc., common	Purchased During Year	35,504.00	33,460.00
210 shs., Caterpillar, Inc., common	14,747.17	Sold During Year	Sold During Year
370 shs., Celanses Corp., Series A, common	20,222.72	Sold During Year	Sold During Year
920 shs., Centerpoint Energy, Inc., common	18,052.33	Sold During Year	Sold During Year
200 shs., Chevron Corp., common	Purchased During Year	21,338.00	19,294.00
350 shs., Cognizant Technology Solutions Corp., common	Purchased During Year	22,588.51	21,381.50
1,010 shs., Comcast Corp., Class A common	43,936.07	35,218.60	60,741.40

The Morris S. and Florence H. Bender Foundation, Inc.
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2014 Annual Report of Private Foundation
Part II - Balance Sheet

Part III - Itemized Statement of Securities and All Other Assets Asset Description (Number of shares and basis adjusted due to sales)	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
180 shs., Costco Wholesalers Corp., common	$ 20,424.58	$ 20,424.58	$ 24,310.80
350 shs., CVS Health Corp., common	Purchased During Year	31,723.51	36,708.00
560 shs., Danaher Corp., common (Number of shares and basis adjusted due to sales)	19,584.10	14,820.40	47,930.40
300 shs., Eaton Corp., PLC common	Purchased During Year	21,495.00	20,247.00
1,771 shs., EMC Corp., common	41,199.88	Sold During Year	Sold During Year
400 shs., Express Scripts Holdings Co., common	Purchased During Year	34,570.50	35,576.00
600 shs., ExxonMobil Corp., common (Number of shares and basis adjusted due to sales)	16,336.74	11,781.30	49,920.00
1,000 shs., General Electric Co., common (Number of shares and basis adjusted due to sales and purchases)	22,511.28	27,419.50	26,570.00
260 shs., Gilead Sciences, Inc., common (Number of shares and basis adjusted due to purchases)	20,152.57	34,142.77	46,832.00
40 shs., Google, Inc., Class A common	20,270.40	Sold During Year	Sold During Year

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
750 shs., Halliburton Co., common	Purchased During Year	$ 32,505.00	$ 32,302.50
635 shs., Home Depot, Inc., common (Number of shares and basis adjusted due to sales)	$ 33,024.29	18,640.38	70,567.55
410 shs., Honeywell International, Inc., common (Number of shares and basis adjusted due to sales)	18,389.58	14,783.78	41,807.70
300 shs., Ingersoll-Rand Company, Class A commor	16,029.36	Sold During Year	Sold During Year
200 shs., Intercontinental Exchange, Inc., common	Purchased During Year	46,834.00	44,722.00
610 shs., Invesco, Ltd., common	19,891.37	Sold During Year	Sold During Year
560 shs., JP Morgan Chase Corporation, (Number of shares and basis adjusted due to sales)	22,348.68	14,552.63	37,945.60
250 shs., Johnson & Johnson, common	Purchased During Year	27,152.50	24,365.00
540 shs., Johnson Controls, Inc., common	17,387.46	Sold During Year	Sold During Year
294 shs., McKesson Corporation, common (Number of shares and basis adjusted due to sales)	24,933.12	19,089.42	66,094.14
970 shs., Merck & Co., common	23,658.82	23,658.82	55,222.10
410 shs., Metlife, Inc., common	20,273.48	20,273.48	22,955.90

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Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
580 shs., Mondelez International, common	$ 19,940.34	$ 19,940.34	$ 23,861.20
280 shs., Monster Beverage Corp., common	20,008.74	Sold During Year	Sold During Year
370 shs., National Oilwell Varco, Inc., common (Number of shares and basis adjusted due to purchases)	27,444.46	37,104.46	25,105.60
200 shs., Nextera Energy, Inc., common (Number of shares and basis adjusted due to sales)	33,013.70	11,790.61	19,606.00
400 shs., Nike, Inc., Class B common	Purchased During Year	38,035.00	43,208.00
400 shs., Novartis ADR	Purchased During Year	39,728.00	39,336.00
92 shs., Now, Inc., common	2,968.17	Sold During Year	Sold During Year
200 shs., Occidental Petroleum Corp., common	13,430.00	Sold During Year	Sold During Year
500 shs., Paychex, Inc., common	Purchased During Year	24,373.00	23,440.00
490 shs., Pepsico, Inc., common	21,358.48	21,358.48	45,736.60
1,700 shs., Pfizer, Inc., common (Number of shares and basis adjusted due to sales)	60,365.71	48,315.30	57,001.00
400 shs., Philip Morris International, Inc., common (Number of shares and basis adjusted due to sales)	55,974.16	24,336.59	32,068.00

Part III - Itemized Statement of Securities and All Other Assets Asset Description	Beginning of Fiscal Year Book Value	End of the Fiscal Year Book Value	End of the Year Fair Market Value
470 shs., PNC Financial Services Group, com	$ 30,119.06	$ 30,119.06	$ 44,955.50
450 shs., Praxair Inc., common	19,919.00	19,919.00	53,797.50
350 shs., Procter & Gamble Co., common	15,224.75	Sold During Year	Sold During Year
610 shs., Qualcom, Inc., common	24,894.10	24,894.10	38,204.30
875 shs, Russell Mid-Cap Ishares	Purchased During Year	146,348.75	149,021.25
500 shs., Salesforce Com, Inc., common	Purchased During Year	33,418.00	34,815.00
465 shs., Schlumberger, Ltd., common (Number of shares and basis adjusted due to purchases)	18,112.80	37,670.80	40,078.35
130 shs., Shire PLC., common	20,188.99	20,188.99	31,393.70
670 shs., State Street Corp., common	28,227.10	Sold During Year	Sold During Year
600 shs., St. Jude Medical Center, Inc., common	Purchased During Year	41,599.01	43,842.00
680 shs., Southwestern Energy Co., common	24,860.12	Sold During Year	Sold During Year
800 shs., Starbucks Corp., common	Purchased During Year	34,596.00	42,892.00
1,220 shs., Twenty-First Century Fox, Inc., common	19,193.86	Sold During Year	Sold During Year

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260 shs, United Technologies Copr., common	$ 20,229.56	$ 20,229.56	$ 28,841.80
175 shs., Unitedhealth Group, Inc., common	Purchased During Year	20,381.25	21,350.00
800 shs., U.S. Bancorp., common	Purchased During Year	35,888.00	34,720.00
640 shs., Valero Energy Corp., New, common	25,203.14	Sold During Year	Sold During Year
880 shs., Verizon Communications, Inc., common	32,055.76	32,055.76	41,016.80
420 shs., Walt Disney Company, common	18,055.84	18,055.84	47,938.80
800 shs., Wells Fargo & Company, common (Number of shares and basis adjusted due to sales)	28,541.57	19,027.71	44,992.00
510 shs., Yahoo, Inc., common	20,078.65	Sold During Year	Sold During Year
400 shs., Zimmer Holdings, Inc., common	Purchased During Year	46,732.50	43,692.00
	$ 1,198,737.72	$ 1,795,107.65	$ 2,450,189.89

Common Trust Funds			
20,980.623 units, Dreyfus Strategic International Stock Fund	$ 298,344.47	Sold During Year	Sold During Year
18,654.62 units, Blackrock Funds High Yield Bond Portfolio Institutional Class	Purchased During Year	$ 151,745.19	$ 146,625.31

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29,559.068 shs., BNY Mellon Emerging Markets fund	$ 360,997.66	Sold During Year	Sold During Year
33,068.782 units, BNY Mellon Small/Mid Cap Stock Fund	500,000.00	Sold During Year	Sold During Year
37,771.267 shs., BNY Mellon Intermediate Bond Fund	464,702.76	Sold During Year	Sold During Year
3,685.85 units, DFA U.S. Small Cap Portfolio	Purchased During Year	$ 116,285.53	$ 119,347.82
6,254.94 units, DFO Investments Dimensions Group, Inc - Emerging Markets Core Equity Portfolio	Purchased During Year	125,000.00	120,657.79
4,965.24 units, Northern Trust Funds Global Real Estate Index Fund	Purchased During Year	50,000.00	48,162.82
52,733.43 units, Northern Trust International Equity Index Fund	Purchased During Year	625,000.00	626,473.14
3,975.42 units, Northern Trust Multi Manager Global Listed Infrastructure Fund	Purchased During Year	51,726.57	46,989.46
500 units, Russell Ishares Trust 1000 Growth ETF	Purchased During Year	49,884.75	49,505.00
	$ 1,624,044.89	$ 1,169,642.04	$ 1,157,761.34

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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
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 available treatment options	10,000.00
City Team Ministries 634 Sproul Street Chester, PA 19013	Public Charity	To assist families in becoming financially independent and off of public assistence	3,500.00
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	4,000.00
Food Bank of Lower Fairfield County 461 Glenbrook Road Stamford, Connecticut 06906	Public Charity	To provide food to area residents	4,000.00
Fox Chase Cancer Center 333 Cottman Avenue Philadelphia, PA 19111-2497	Public Charity	To provide funding for breast cancer research	10,000.00

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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
Greenwich Scholarship Association One Lafayette Court Greenwich, Connecticut 06830	Public Charity	To assist students with demonstrated 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		10,000.00
Larchmont Historical Society 740 West Boston Post Road Larchmont, New York 10538	Public Charity	To preserve the historical photos and documents		1,000.00
Larchmont - Mamaroneck Volunteer Ambulance Corps. 155 Weaver Street Larchmont, New York 10538	Public Charity	To promote health care		1,000.00
The Legacy Charter School 4217 West 18th Street Chicago, Illinois	Public Charity	To promote education		1,500.00
Long Ridge School 478 Erskine Road Stamford, Connecticut 06903	Public Charity	To promote elementary education		3,000.00

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National Association of Women Artists 80 Fifth Avenue, Suite 1405 New York, New York 10011	Public Charity	To promote the arts	$ 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
Stoneham Public Schools 149 Franklin Street Stoneham, MA 02180	Public Charity	To promote education	5,000.00

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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
The School of American Ballet 70 Lincoln Center Plaza New York, New York 10023-6592	Public Charity	To support ballet	$ 15,000.00
Town of Mamaroneck 740 West Boston Post Road Mamaroneck, New York 10543	Public Charity	To support a sidewalk safety improvement program	4,200.00
Tourette Syndrome Association, Inc. 42-40 Bell Boulevard Bayside NY 11361	Public Charity	To provide services to persons with Tourette Syndrome	1,000.00
Village of Larchmont Town Hall Larchmont, New York	Public Charity	To support the replacement of walk light controls at intersections to assist the elderly in crossing	10,000.00
White Plains Hospital 41 East Post Road White Plains, New York 10601	Public Charity	To promote health care	5,000.00
Widener University One University Place Chester, Pennsylvania 19013	Public Charity	To promote education	3,000.00
YWCA of Greenwich 259 East Putnam Avenue Greenwich, Connectiuct 06830	Public Charity	To support domestic abuse programs and basic services	11,500.00
Total 2014-2015 Contributions			$ 171,700.00