EXTENDED TO NOVEMBER 15, 2016

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

2015

Open to Public Inspection

For calendar year 2015 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) ▶$ 135,253,474.

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).)

		(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	77,519,289.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	96,266.	96,266.		STATEMENT 1
	4 Dividends and interest from securities	1,395,089.	1,395,089.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,058,598.			
	b Gross sales price for all assets on line 6a 2,315,417.				
	7 Capital gain net income (from Part IV, line 2)		1,058,598.		
	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	646,409.	-306.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	80,715,651.	2,549,647.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	193,864.	87,239.		106,625.
	14 Other employee salaries and wages	57,860.	5,786.		52,074.
	15 Pension plans, employee benefits	143,382.	64,522.		118,136.
	16a Legal fees STMT 4	2,269.	0.		2,269.
	b Accounting fees STMT 5	5,500.	0.		4,000.
	c Other professional fees STMT 6	174,489.	87,676.		86,813.
	17 Interest				
	18 Taxes STMT 7	73,303.	22,816.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,429.	0.		4,429.
	22 Printing and publications				
	23 Other expenses STMT 8	26,015.	5,410.		20,605.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	681,111.	273,449.		394,951.
	25 Contributions, gifts, grants paid	3,028,075.			3,028,075.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,709,186.	273,449.		3,423,026.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	77,006,465.			
	b **Net investment income** (if negative, enter -0-)		2,276,198.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2015)

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	120,460.	507,325.	507,325.
	2 Savings and temporary cash investments	6,589,814.	27,488,028.	27,488,028.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 20,393,805.			
	Less: allowance for doubtful accounts ▶		20,393,805.	20,393,805.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 35,135,974.			
	Less: allowance for doubtful accounts ▶ 0.	0.	35,135,974.	35,135,974.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	28,890.	51,312.	51,312.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	12,613,021.	15,207,063.	15,207,063.
	c Investments - corporate bonds STMT 10	6,346,026.	7,061,941.	7,061,941.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	35,043,371.	28,684,775.	28,684,775.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	2,018,259.	723,251.	723,251.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	62,759,841.	135,253,474.	135,253,474.
Liabilities	17 Accounts payable and accrued expenses	84,796.	75,956.	
	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)	84,796.	75,956.	
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	62,675,045.	135,177,518.	
	30 **Total net assets or fund balances**	62,675,045.	135,177,518.	
	31 **Total liabilities and net assets/fund balances**	62,759,841.	135,253,474.	

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	62,675,045.
2 Enter amount from Part I, line 27a	2	77,006,465.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	139,681,510.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	4,503,992.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	135,177,518.

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	2,315,417.		1,256,819.	1,058,598.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				1,058,598.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,058,598.
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))
2014	3,001,609.	57,754,896.	.051972
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

2 **Total** of line 1, column (d)	2	.251782
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	.050356
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	59,468,717.
5 Multiply line 4 by line 3	5	2,994,607.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,762.
7 Add lines 5 and 6	7	3,017,369.
8 Enter qualifying distributions from Part XII, line 4	8	3,423,026.

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	22,762.
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	22,762.
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	22,762.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 21,036.		
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	21,036.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	209.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,935.
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 2016 estimated tax** ▶	Refunded ▶	11	

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 2015 or the taxable year beginning in 2015 (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 ▶ JULIE BENDER SILVER,PRESIDENT Telephone no. ▶202-828-9000

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

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

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

			Yes	No
16	At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	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 | No: X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		193,864.	133,919.	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	53,204,449.
b	Average of monthly cash balances	1b	4,987,188.
c	Fair market value of all other assets	1c	2,182,695.
d	**Total** (add lines 1a, b, and c)	1d	60,374,332.
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	60,374,332.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	905,615.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,468,717.
6	**Minimum investment return.** Enter 5% of line 5	6	2,973,436.

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	2,973,436.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 22,762.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	22,762.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,950,674.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,950,674.
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	2,950,674.

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	3,423,026.
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	3,423,026.
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	22,762.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,400,264.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,950,674.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010 63,539.				
b From 2011				
c From 2012 2,527.				
d From 2013 51,909.				
e From 2014 152,817.				
f **Total** of lines 3a through e	270,792.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 3,423,026.				
a Applied to 2014, 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 2015 distributable amount				2,950,674.
e Remaining amount distributed out of corpus	472,352.			
5 Excess distributions carryover applied to 2015 (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	743,144.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	63,539.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	679,605.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012 2,527.				
c Excess from 2013 51,909.				
d Excess from 2014 152,817.				
e Excess from 2015 472,352.				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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	3,028,075.
Total			▶ 3a	3,028,075.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2015)

523611
11-24-15

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	96,266.	
4 Dividends and interest from securities			14	1,395,089.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	646,409.	
8 Gain or (loss) from sales of assets other than inventory			18	1,058,598.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,196,362.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,196,362.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 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	11/14/16		P00639053
Firm's name ▶ RAFFA, PC			Firm's EIN ▶ 52-1511275	
Firm's address ▶ 1445 RESEARCH BOULEVARD ROCKVILLE, MD 20850			Phone no. (301) 770-3750	

Form **990-PF** (2015)

523622
11-24-15

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	102669.405 SHS PIMCO SHORT TEM	P	03/09/10	10/09/15
b	.0549 SHS GOOGLE INC	P	02/10/10	05/19/15
c	25 SHS LOCKHEED MARTIN CORP	P	11/05/09	03/25/15
d	50 SHS MARRIOTT INTL	P	11/23/09	03/25/15
e	.0595 SHS SYNCHRONY FINANCIAL	P	11/05/09	12/07/15
f	25 SHS WALT DISNEY CO	P	11/23/09	03/25/15
g	VANGUARD ST CORP BOND	P	04/01/09	01/14/15
h	CAPITAL GAINS DIVIDENDS			
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	1,000,000.		1,012,149.	-12,149.
b	30.		15.	15.
c	4,998.		1,818.	3,180.
d	3,994.		1,238.	2,756.
e	2.		1.	1.
f	2,630.		763.	1,867.
g	250,000.		240,835.	9,165.
h	1,053,763.			1,053,763.
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

	(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-12,149.
b				15.
c				3,180.
d				2,756.
e				1.
f				1,867.
g				9,165.
h				1,053,763.
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	1,058,598.
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

523591
04-01-15

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 **2015**

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	Employer identification number
BENDER FOUNDATION, INC.	52-6054193

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE STANLEY S BENDER 2002 TRUST 1120 CONNECTICUT AVENUE WASHINGTON, DC 20036	$ 77,519,289.	Person [X] 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.)
		$	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
		$	

(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

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
CAPITAL BANK	32,714.	32,714.	
CAPITAL BANK-CONVERTIBLE NOTES	42,500.	42,500.	
ISRAEL BOND INTEREST	11,650.	11,650.	
JOHN HANCOCK LIFE INS.	415.	415.	
MASSACHUSETTS MUTUAL LIFE INS.	8,564.	8,564.	
PARTNERSHIP INVESTMENT K-1S	11.	11.	
VANGUARD	412.	412.	
TOTAL TO PART I, LINE 3	96,266.	96,266.	

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
ALCENTRA	40,915.	0.	40,915.	40,915.	
CHEVY CHASE BANK	21,625.	0.	21,625.	21,625.	
DANAHER CORP	7,578.	0.	7,578.	7,578.	
FIRST EAGLE SOGEN	26,629.	0.	26,629.	26,629.	
HARBOR FUNDS	262,064.	0.	262,064.	262,064.	
MATTHEW ASIA G&I	127,700.	78,450.	49,250.	49,250.	
OAKMARK INT'L	40,101.	0.	40,101.	40,101.	
PARTNERSHIP INVESTMENT K-1S	203,873.	135,268.	68,605.	68,605.	
PIMCO EMERGING BOND	57,250.	0.	57,250.	57,250.	
PIMCO ST FUND	37,705.	0.	37,705.	37,705.	
PIMCO TOTAL RETURN	198,539.	93,416.	105,123.	105,123.	
SCHWAB FUND	220,914.	71,234.	149,680.	149,680.	
SEQUOIA FUND	178,187.	178,187.	0.	0.	
THIRD AVE. VALUE	121,216.	100,877.	20,339.	20,339.	
TWEEDY BROWNE GLOBAL VALUE	173,533.	15,304.	158,229.	158,229.	
TWEEDY BROWNE WW HI	142,462.	107,188.	35,274.	35,274.	
VANGUARD REIT	44,416.	0.	44,416.	44,416.	
VANGUARD- EQUITY INCOME	20,934.	13,163.	7,771.	7,771.	
VANGUARD- EUROPEAN STOCK	13,348.	0.	13,348.	13,348.	
VANGUARD-CONVERTIBE SECURITIES	60,044.	22,672.	37,372.	37,372.	

VANGUARD-EMERGING MKTS	37,479.	0.	37,479.	37,479.	
VANGUARD-HIGH YIELD CORP	23,476.	2,718.	20,758.	20,758.	
VANGUARD-SHORT-TER INVEST.	61,179.	0.	61,179.	61,179.	
VANGUARD-TOTAL STOCK MKT	32,986.	0.	32,986.	32,986.	
WELLS FARGO	23,908.	0.	23,908.	23,908.	
YACKTMAN	270,791.	235,286.	35,505.	35,505.	
TO PART I, LINE 4	2,448,852.	1,053,763.	1,395,089.	1,395,089.	

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	-1,342.	-1,342.	
MISCELLANEOUS INCOME	1,036.	1,036.	
LIFE INSURANCE PROCEEDS	646,715.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	646,409.	-306.	

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	2,269.	0.		2,269.
TO FM 990-PF, PG 1, LN 16A	2,269.	0.		2,269.

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	5,500.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	5,500.	0.		4,000.

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	87,676.	87,676.		0.
CONSULTING FEES	86,813.	0.		86,813.
TO FORM 990-PF, PG 1, LN 16C	174,489.	87,676.		86,813.

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	15,524.	15,524.		0.
FEDERAL EXCISE TAXES	50,487.	0.		0.
FOREIGN TAXES PAID K-1	7,292.	7,292.		0.
TO FORM 990-PF, PG 1, LN 18	73,303.	22,816.		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	13,556.	0.		13,556.
DUES & SUBSCRIPTION	750.	0.		750.
OFFICE EXPENSE	1,015.	0.		1,015.
BROKERAGE MANAGEMENT FEES	5,332.	5,332.		0.
INSURANCE EXPENSE	5,284.	0.		5,284.
BANK FEES	78.	78.		0.
TO FORM 990-PF, PG 1, LN 23	26,015.	5,410.		20,605.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST EAGLE FUNDS	2,317,255.	2,317,255.
TWEEDY BROWNE GLOBAL VALUE	2,196,186.	2,196,186.
TWEEDY BROWNE HY DIV	1,196,676.	1,196,676.
VANGUARD EMERGING MKTS	1,075,759.	1,075,759.
VANGUARD EQUITY INCOME FUND	506,971.	506,971.
VANGUARD EUROPEAN STOCK	698,920.	698,920.
VANGUARD HIGH YIELD CORP	723,574.	723,574.
VANGUARD TOTAL STK	1,927,389.	1,927,389.
VANGUARD REIT INDEX	1,162,620.	1,162,620.
VANGUARD - SHORT-TERM INVESTMENT	2,954,863.	2,954,863.
WELLS FARGO PFD STK	446,850.	446,850.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,207,063.	15,207,063.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR BOND FUND	5,044,485.	5,044,485.
VANGUARD CONVERTIBLE	2,017,456.	2,017,456.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,061,941.	7,061,941.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALCENTRA EUROPEAN DLF	FMV	987,182.	987,182.
BLUESTONE INVESTMENT PARTNERS	FMV	202,500.	202,500.
CAPITAL BANK CONVERTIBLE DEBT	FMV	500,004.	500,004.
ISRAEL BONDS	FMV	500,000.	500,000.
MASON HILL PARTNERS	FMV	1,681,867.	1,681,867.
MATTHEWS ASIA G&I	FMV	1,790,209.	1,790,209.
OAKMARK INT'L	FMV	1,656,482.	1,656,482.
PCI MUNITRUST	FMV	18,279.	18,279.
PIMCO EMERGING BONDS	FMV	1,401,067.	1,401,067.
PIMCO ST. FUND	FMV	1,868,048.	1,868,048.
PIMCO TOTAL RETURN FUND	FMV	2,707,486.	2,707,486.
PRUDENT CAPITAL II LP	FMV	742,255.	742,255.
SCHWAB CAP FUND	FMV	4,115,573.	4,115,573.
SEQUOIA FUND	FMV	3,721,081.	3,721,081.
THIRD AVE. VALUE	FMV	1,555,622.	1,555,622.
WEST CREEK PARTNERS	FMV	675,739.	675,739.
YACHTMAN FUND	FMV	2,251,572.	2,251,572.
VANGUARD - DANAHER CORP	FMV	1,397,271.	1,397,271.
CHEVY CHASE	FMV	912,538.	912,538.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,684,775.	28,684,775.

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	1,333,008.	0.	0.
LIFE INSURANCE RECEIVABLE	685,251.	723,251.	723,251.
TO FORM 990-PF, PART II, LINE 15	2,018,259.	723,251.	723,251.

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)' 5.00	0.	0.	0.
JULIE BENDER SILVER 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	PRESIDENT 40.00	148,364.	41,725.	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.	39,511.	0.
EILEEN B. GREENBERG 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	VICE PRESIDENT 5.00	6,000.	52,683.	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	2,500.	0.	0.
JASON BELINKIE 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	4,000.	0.	0.
JENA RILEY 1120 CONNECTICUT AVENUE, N.W. WASHINGTON, DC 20036	DIRECTOR 5.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		193,864.	133,919.	0.

Bender Foundation, Inc.

Form 990-PF, Part XV- Contributions paid during the year

Year Ended December 31, 2015 52-6054193

Type	Date	Num	Name	Memo			
FUND DISBURSEMENTS							
Check	01/30/2015	3247	STATE OF ISRAEL		50,000 00		50 000 00
Check	02/18/2015	3248	STATE OF ISRAEL	National Jewish Health (CO)	~~5,000 00~~		~~55,000 00~~
Check	03/18/2015	3258	KIPP DC	Sweet Sixteen Sponsor March Madness Event	10,000 00		65,000 00
Check	03/18/2015	3259	CHABAD OF POTOMAC	Purim (Gabriella, Sara, Diana) 2015	2,000 00		67 000 00
Check	03/18/2015	3260	SEEC	Donation Only	2,500 00		69 500 00
Check	03/18/2015	3261	MAKE-A-WISH-FOUNDATION OF THE MID-ATLANTI	Donation Only for Young Professional Council	2,000 00		71,500 00
Check	03/18/2015	3262	DENVER CITY LAX	Donation Only	1 500 00		73,000 00
Check	03/18/2015	3263	CAMP KESEM EMORY	Donation Only Costs for one child s full year	1,000 00		74 000 00
Check	03/18/2015	3264	GIVE N GO	Donation Only	5,000 00		79,000 00
Check	03/23/2015	3272	AMERICAN CANCER SOCIETY	Diana Bender Bier's Team Alabama Hall	700 00		79 700 00
Check	04/03/2015	3274	HEBREW EDUCATIONAL ALLIANCE	General Support	15 000 00		94 700 00
Check	04/03/2015	3275	AVON BREAST CANCER 3-DAY	VOID USHMM, Jewish Colorado, JCC (Macabbi Dance Tea	0 00		94,700 00
Check	04/03/2015	3276	JEWISH COLORADO	YAD Family Shabbat	10,000 00		104,700 00
Check	04/03/2015	3277	STATE OF ISRAEL	JCC (Maccabi Dance 2015), Jewish Colorado, USHMM	50,000 00		154,700 00
Check	04/03/2015	3281	KABBALAH EXPERIENCE	Donation Only	15 000 00		169,700 00
Check	04/03/2015	3282	BIG BROTHERS BIG SISTERS	One-to-One Mentoring (Mataching Grant)	10,000 00		179,700 00
Check	04/03/2015	3283	JEWISH FAMILY SERVICE OF COLORADO	Sponsor the Executive Luncheon	10,000 00		189,700 00
Check	04/03/2015	3284	ROSE COMMUNITY FOUNDATION	Eileen's Donor Advised Fund	125,000 00		314,700 00
Check	04/03/2015	3278	VANGUARD CHARITABLE ENDOWMENT PROGRAM	Discretionary Fund (Julie Silver)	125 000 00		439 700 00
Check	04/03/2015	3279	BANK OF AMERICA CHARITABLE GIFT FUND	Discretionay Fund (David Bender)	125 000 00		564,700 00
Check	04/03/2015	3280	VANGUARD CHARITABLE FUND	Barbara Ann Bender Acct #A1052114	125 000 00		689 700 00
Check	04/13/2015	3285	JEWISH COALITION AGAINST DOMESTIC ABUSE	Donation Only	5,000 00		694 700 00
Check	04/13/2015	3286	SASHA BRUCE YOUTHWORK	As a Bronze Sponsor Donation Only	5,000 00		699,700 00
Check	04/13/2015	3287	CENTER FOR ADOPTION SUPPORT & EDUCATION	Donation Only Towards Branching Out Gala	15,000 00		714,700 00
Check	04/13/2015	3293	CHILDREN'S HOSPITAL FOUNDATION	Donation only Towards Heartsongs Luncheon	5 000 00		719,700 00
Check	04/13/2015	3294	CROHN'S AND COLITIS FOUNDATION OF AMERICA	Participant #1086825 Team Challenge 2015	2 500 00		722,200 00
Check	04/13/2015	3295	STATE OF ISRAEL	JFGH (Goldsten Awards Luncheon) Jewish Council	8,500 00		730,700 00
Check	04/13/2015	3296	NATIONAL KIDNEY FOUNDATION	As a Golfer Gift Sponsor	5,000 00		735 700 00
Check	04/13/2015	3297	UMB FOUNDATION INC	For Team Landon Sneade Walk/Run	1 000 00		736 700 00
Check	04/13/2015	3298	The Leukemia & Lymphoma Society	As a Gold Sponsor Towards The 2015 Ball	10 000 00		746 700 00
Check	05/05/2015	3299	AMERICAN HEART ASSOCIATION	2015 Heart Ball	100 000 00		846 700 00
Check	05/11/2015	3300	WOUNDED WARRIOR PROJECT INC	Donation Only	2,000 00		848,700 00
Check	05/11/2015	3301	WASHINGTON TEENIS & EDUCATION FOUNDATION	(Donation Only) towards the Tennis Ball	1,000 00		849,700 00
Check	05/11/2015	3302	STATE OF ISRAEL	American Friends AFHU, JSSA , Congregatin Bethel	45 000 00		894,700 00
Check	05/28/2015	3306	UNIVERSITY OF PENNSYLVANIA	Sondra D Bender Endowed Scholarship Fund	15 000 00		909,700 00
Check	06/16/2015	3323	ERIC MONDAY MEMORIAL WRESTLING FOUNDATION	As a Silver Sponsor Towards the June 20, 2015 Event	1 500 00		911,200 00
Check	07/08/2015	3324	MACCABI USA	Sponsor Joshua Hart 2015 Maccabi Games	3 000 00		914,200 00
Check	07/08/2015	3325	ATHLETES FOR HOPE	General Support	75 000 00		989 200 00
Check	07/08/2015	3326	AMERICAN HEART ASSOCIATION	6th Annual Paint the Town Red	5,000 00		994 200 00
Check	07/08/2015	3327	SIBLEY MEMORIAL HOSPITAL FOUNDATION	Benefit for Sibley Hospitals Yound Adults with Cancer	1 000 00		995 200 00
Check	07/08/2015	3328	UNIVERSITY OF COLORADO FOUNDATION	Matching Grant Final Payment Jewish Studies	50,000 00		1,045 200 00
Check	07/08/2015	3329	JEWISH WOMEN INTERNATIONAL	Expansion of the Young Women's Leadership Network	75 000 00		1,120 200 00
Check	07/08/2015	3330	KABOOM	Community-led Playground Build	43 365 00		1 163,565 00
Check	07/08/2015	3331	WOLF TRAP FOUNDATION	General Operating Support	7 500 00		1,171,065 00
Check	07/08/2015	3332	HOPE AND A HOME	Higher Education for All Programs	25 000 00		1 196 065 00
Check	07/14/2015	3333	JEWISH WOMEN INTERNATIONAL	Sondra D Bender Community Leadership Inst	116,500 00		1,312,565 00
Check	08/04/2015	3334	BUILDING BRIDGES ACROSS THE RIVER	Donation only - donating table back	5,000 00		1,317 565 00
Check	08/05/2015	3336	AJC	As a Sponsor towards the October 27, 2015 Event	10 000 00		1,327,565 00
Check	09/01/2015	3341	ATHLETES UNITED FOR SOCIAL JUSTICE	Donation Only Athletes and kids, together	25 000 00		1,352,565 00
Check	09/15/2015	3345	AMERICAN HEART ASSOCIATION	VOID Six Extra Tickets Paint the Town Red Gala	0 00		1,352 565 00
Check	09/15/2015	3346	AMERICAN HEART ASSOCIATION	Six Extra Tickets to Paint the Town Red Gala	510 00		1,353,075 00
Check	09/17/2015	3347	COLORADO STATE UNIVERSITY	VOID Temple Grandin Equine Center Capital Campaign	0 00		1,353,075 00
Check	09/17/2015	3348	RAMAH IN THE ROCKIES	Naming of the Equestrain Center (Payment 2 of 5)	50 000 00		1,403,075 00
Check	09/18/2015	3349	COLORADO STATE UNIVERSITY FOUNDATION	Temple Grandin Equine Center Capital Campaign	50 000 00		1,453,075 00
Check	09/21/2015	3350	ANTI-DEFAMATION LEAGUE	VOID Howard M Bender/Stanley S Bender Institute 2 of 3	0 00		1,453,075 00
Check	09/22/2015	3351	STATE OF ISRAEL	VOID ADL,JCC,JSSA	0 00		1,453 075 00
Check	09/22/2015	3352	STATE OF ISRAEL	Suburban Hospital	250 000 00		1,703,075 00
Check	10/08/2015	3355	ALZHEIMER'S ASSOCIATION	Team Sandy Ryzoff's for Walker Jason and Nikki Cole	5,000 00		1,708,075 00
Check	10/08/2015	3356	SUBURBAN HOSPITAL	VOID Ride for the Cure (David Silver was rider)	0 00		1,708,075 00
Check	10/08/2015	3358	ASSOCIATION FOR SAFE INTERN'L ROAD TRAVEL	Donation Only ASIRT Study Abroad Program	5 000 00		1,713 075 00
Check	10/08/2015	3359	JUVENILE DIABETES FOUNDATION	Towards the Hope Gala	25 000 00		1,738,075 00
Check	10/08/2015	3360	HOPE FOR HENRY	Strikes for Smiles Lane Sponsor	5 000 00		1 743 075 00
Check	10/08/2015	3362	UMCP FOUNDATION	Top Terp (Howard Bender)	11 000 00		1 754,075 00
Check	10/08/2015	3361	KIDS ENJOY EXERCISE NOW	Donation Only	2,500 00		1,756,575 00
Check	10/08/2015	3358	THE NATIONAL THEATRE FOUNDATION	VOID As a Circle Member 2015	0 00		1,756 575 00
Check	10/16/2015	3363	STATE OF ISRAEL	ADL JCC, JSSA	575,000 00		2,331 575 00
Check	10/16/2015	3365	JEWISH SOCIAL SERVICE AGENCY	Naming of the 3rd Floor Board Room (Payment 8 of 10)	50,000 00		2,381,575 00
Check	11/02/2015	3369	KNOCK-OUT-ABUSE	As a Pearl Sponsor	5,000 00		2,386,575 00
Check	11/17/2015	3372	Israel Bond	ADL JFGH (Gala), Hebrew Home, JCC (Hall of Fame) Had	48,000 00		2,434 575 00
Check	11/17/2015	3373	HEROES INC	For Howard Benders Funderal Donation Only	10,000 00		2 444,575 00
Check	11/17/2015	3374	HEROES, INC	For Howard Benders Funderal Donation Only	10,000 00		2,454 575 00
Check	11/17/2015	3375	HEROES INC	2015 Event	1,000 00		2 455,575 00
Check	11/17/2015	3376	KENNEDY CENTER	For The Performing Arts Education Programs	25 000 00		2 480,575 00
Check	11/17/2015	3377	HIGHER ACHIEVEMENT	As Cum Laude Gala	10,000 00		2 490,575 00
Check	11/17/2015	3378	HOPE FOR HENRY	Strikes for Smiles Lane Sponsor extra	1,000 00		2,491,575 00
Check	11/17/2015	3379	FRIENDSHIP CIRCLE	Support Team Winston	4 000 00		2 495,575 00
Check	11/18/2015	3380	COLORADO I HAVE A DREAM FOUNDATION	General Support	5,000 00		2,500,575 00
Check	11/25/2015	3399	CYSTIC FIBROSIS FOUNDATION	Donation Only Colorado Chapter	5,000 00		2 505,575 00
Check	11/25/2015	3400	KNOCK-OUT-ABUSE	VOID As a Pearl Sponsor 2 Guests / Donation	0 00		2,505,575 00
Check	12/01/2015	3402	SPIRIT CLUB FOUNDATION	Scholarships	5,000 00		2 510,575 00
Check	12/01/2015	3403	THE WILMER OPHTHALMOLOGICAL INSTITUTE	Angel Fund	10,000 00		2,520,575 00
Check	12/01/2015	3404	BETHESDA CHEVY-CHASE RESCUE SQUAD INC	Life Pak 15 Defiberlators	20 000 00		2,540,575 00
Check	12/01/2015	3405	SUBURBAN HOSPITAL FOUNDATION	Sondra Bender Nursing Program	10 000 00		2 550,575 00
Check	12/01/2015	3406	CITYDANCE ESSEMBLE, INC	Dream	10 000 00		2 560,575 00
Check	12/02/2015	3407	THE NATIONAL THEATRE FOUNDATION	As a Circle Member 2015 - 2016	2 500 00		2,563,075 00
Check	12/11/2015	3423	STATE OF ISRAEL	Medstar (Payment 1) Unversity of Maryland	350 000 00		2 913,075 00
Check	12/11/2015	3424	CANINE COMPANIONS FOR INDEPENDENCE	Earmarked for Basic Training of Canines to Adulthood	35,000 00		2 948,075 00
Check	12/11/2015	3425	A PRECIOUS CHILD	Precous Gift	5,000 00		2,953,075 00
Check	12/11/2015	3426	UNIVERSITY OF MICHIGAN	Dance Marathon (Sara Bender-Bier)	5 000 00		2,958 075 00
Check	12/11/2015	3427	MARYLAND COMMUNITY HEALTH INITIATIVES	Penn Norh Kids Sage Zone	5 000 00		2 963,075 00
Check	12/11/2015	3428	REGIS UNIVESITY	Porter Bill-ups Leadership Academy	5,000 00		2 968,075 00
Check	12/11/2015	3429	ST ANNS CENTER FOR CHILDREN & FAMILIES	VOID Zinzi Chirstmas Party 2015	0 00		2,968 075 00
Check	12/11/2015	3430	NATIONAL BUILDING MUSEUM	Donation Only	5 000 00		2 973 075 00
Check	12/11/2015	3431	STATE OF ISRAEL	Jewish Federation	50 000 00		3 023 075 00
Check	12/18/2015	3433	NOURISH INTERNATIONAL/EMORY	Donatino Only (Emory Alumni) Diana Bender-Bier	5,000 00		3,028 075 00
Total 5000001 FUND DISBURSEMENTS					3 028 075 00	0 00	3,028,075 00