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 7/01, 2015, and ending 6/30, 2016

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: [X] 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) ► $ 3,482,402.

J Accounting method [X] 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 ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	144.	144.	144.	
	4 Dividends and interest from securities	75,009.	75,009.	75,009.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	189,451.			
	b Gross sales price for all assets on line 6a 1,725,324.				
	7 Capital gain net income (from Part IV, line 2)		189,451.		
	8 Net short-term capital gain			189,451.	
	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	4,778.			
	12 **Total.** Add lines 1 through 11	269,382.	264,604.	264,604.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	20,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	13,766.	4,588.	4,588.	9,178.
	c Other prof fees (attach sch) See St 3	32,523.	32,523.	32,523.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	8,146.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	150.			150.
	23 Other expenses (attach schedule) See Statement 5	250.			250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	74,835.	37,111.	37,111.	9,578.
	25 Contributions, gifts, grants paid Part XV	159,600.			159,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	234,435.	37,111.	37,111.	169,178.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	34,947.			
	b **Net investment income** (if negative, enter -0-)		227,493.		
	c **Adjusted net income** (if negative, enter -0-)			227,493.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		13,448.	13,488.
	2 Savings and temporary cash investments	82,157.	68,159.	68,159.
	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)	1,795,108.	1,607,664.	2,088,777.
	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.	1,392,583.	1,311,978.
	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)	3,046,907.	3,081,854.	3,482,402.
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	3,046,907.	3,081,854.	
	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)	3,046,907.	3,081,854.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,046,907.	3,081,854.	

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	3,046,907.
2	Enter amount from Part I, line 27a	2	34,947.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,081,854.
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	3,081,854.

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 (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Exhibit attached for Gains	P	Various	Various
b	See Exhibit attached for Losses	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	829,507.		546,213.	283,294.
b	878,365.		989,660.	-111,295.
c	17,452.			17,452.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				283,294.
b				-111,295.
c				17,452.
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	189,451.
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	189,451.

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	180,033.	3,484,615.	0.051665
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

2	**Total** of line 1, column (d)	2	0.275245
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	0.055049
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,478,594.
5	Multiply line 4 by line 3	5	191,493.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,275.
7	Add lines 5 and 6	7	193,768.
8	Enter qualifying distributions from Part XII, line 4	8	169,178.

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	4,550.
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	4,550.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,550.
6	Credits/Payments:		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015 — 6a 5,000.		
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	5,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	12.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	438.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ► 438. **Refunded** ►	11	0.

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? *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
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		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	
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 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

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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 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

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 2015? **1 c** No: 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 ► 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 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.)* **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** No: 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? **4 b** No: 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	10,000.	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	10,000.	0.	**0*** 0.
				*** Fees are not paid to individuals but to their law firms**

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	3,396,008.
b Average of monthly cash balances		1b	135,560.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	3,531,568.
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	3,531,568.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	52,974.
5 **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,478,594.
6 **Minimum investment return** Enter 5% of line 5		6	173,930.

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	173,930.
2a Tax on investment income for 2015 from Part VI, line 5	2a 4,550.		
b Income tax for 2015 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	4,550.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	169,380.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	169,380.
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	169,380.

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	169,178.
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	169,178.
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	169,178.

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				169,380.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011 37,797.				
c From 2012 29,707.				
d From 2013 3,325.				
e From 2014 13,542.				
f **Total** of lines 3a through e	84,371.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 169,178.				
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				169,178.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	202.			202.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	84,169.			
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 instructions			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 (see instructions)	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	84,169.			
10 Analysis of line 9:				
a Excess from 2011 37,595.				
b Excess from 2012 29,707.				
c Excess from 2013 3,325.				
d Excess from 2014 13,542.				
e Excess from 2015				

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 Rider Attached for details on grants	None		See Rider Attached	159,600.
Total			► 3a	159,600.
b *Approved for future payment*				
Total			► 3b	

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 (See instructions.)
	(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					144.
4 Dividends and interest from securities					75,009.
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					
8 Gain or (loss) from sales of assets other than inventory					189,451.
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		305.			
b Royalties		4,473.			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		4,778.			264,604.
13 Total. Add line 12, columns (b), (d), and (e)				13	269,382.

(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 | 5/10/17 | 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 Jennifer D. Port	5/10/17		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	$ 305.		
Royalties	4,473.		
Total	$ 4,778.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey Barnum & O'Mara, LLC	$ 13,766.	$ 4,588.	$ 4,588.	$ 9,178.
Total	$ 13,766.	$ 4,588.	$ 4,588.	$ 9,178.

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
Northern Trust - Investment Fees	$ 32,523.	$ 32,523.	$ 32,523.	
Total	$ 32,523.	$ 32,523.	$ 32,523.	$ 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 Estimated tax	$ 2,385.			
2014 Excise Tax Payments	5,282.			
2015 Estmated Excise Tax payments	5,000.			
2015 Tax Refund	-4,521.			
Total	$ 8,146.	$ 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.
E.I.N. 13-2951469
2015 Annual Report
Charitable Contributions

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
American Jewish Committee 165 East 56th Street New York, New York 10022	Public Charity	To support the diplomatic out-reach and related human rights programs	5,000.00
Breastcancer.org 7 East Lancaster Avenue, 3rd Floor Ardmore, PA 19003	Public Charity	To provide reliable information about breast cancer and avail-able treatment options	10,000.00
City Team Ministries 634 Sproul Street Chester, PA 19013	Public Charity	To support the mothers and babies program	2,000.00
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

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Charitable Contributions

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	$ 2,000.00
Hackensack University Medical Center Foundation, Inc.	Public Charity	To provide medical care and research	10,000.00
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
Hudson Pride 32 Jones Street Jersey City. NJ. 07036	Public Charity	To support the youth programs that counsel with the LGBT community in Hudson County NJ	1,500.00
Larchmont Historical Society 740 West Boston Post Road Larchmont, New York 10538	Public Charity	To preserve the historical photos and documents	2,500.00
Larchmont Public Library 121 Larchmont Avenue Larchmont, New York 10538	Public Charity	To support the renovation campaign	5,000.00
Long Ridge School 478 Erskine Road Stamford, Connecticut 06903	Public Charity	To promote elementary education	2,000.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Charitable Contributions

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Media Music Theatre 104 East State Street Media, PA 19063	Public Charity	To promote the arts	$ 1,000.00
Montessori Center School of Santa Barbara 7421 Mirano Drive Goleta, California 93117	Public Charity	To promote education	2,500.00
New Covenant House 174 Richmond Hill Avenue Stamford, Connecticut 06902	Public Charity	To provide services for the needy	4,000.00
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 resear-ch 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

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Charitable Contributions

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
Rye Country Day School Cedar Street Rye, New York 10580-2034	Public Charity	To promote education	$ 4,000.00
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 upgraded technology for its fine arts program	10,000.00
Town of Mamaroneck 740 West Boston Post Road Mamaroneck, New York 10543	Public Charity	To support a sidewalk safety improvement program	600.00
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	12,000.00
Widener University One University Place Chester, Pennsylvania 19013	Public Charity	To support the pro bono physical therapy and medical services offered to the public by the nursing physical therapy school	5,000.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Charitable Contributions

Name and Address of Organization receiving Grant	Status of Organization receiving Grant	Purpose of the Grant	Amount of the Grant
YWCA of Greenwich 259 East Putnam Avenue Greenwich, Connectiuct 06830	Public Charity	To support domestic abuse programs and basic services	$ 6,500.00
Total 2015-2016 Contributions			$ 169,600.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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., Abbvie, Inc., common	Purchased During Year	$ 15,279.65	$ 15,477.50
175 shs., Accenture PLC, Class A common (Number of shares and basis adjusted due to sales)	$ 23,469.50	16,812.25	19,825.75
1,500 shs., Activision Blizzard, Inc., common	34,170.00	34,170.00	59,445.00
300 shs., Adobe Systems, Inc., common	23,427.00	24,716.50	28,737.00
165 shs., Allergan PLC, common	Purchased During Year	38,088.95	38,129.85
500 shs., Alphabet, Inc., common	Purchased During Year	29,349.00	35,176.50
500 shs., Altera Corp., common	18,936.80	Sold During Year	Sold During Year
400 shs., Altria Group, Inc., common	Purchased During Year	24,733.00	27,584.00
100 shs., Amazon.com, Inc., common (Number of shares and basis adjusted due to sales)	47,168.00	37,734.40	71,562.00
250 shs., American Tower Corp., common	24,812.50	24,812.50	28,402.50

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
500 shs., American Water Works Company, common	$ 26,810.00	$ 26,810.00	$ 42,255.00
250 shs., Amgen, Inc., common	30,994.93	Sold During Year	Sold During Year
450 shs., Apache Corp., common (Number of shares and basis adjusted due to purchase)	23,428.00	32,824.00	33,402.00
450 shs., Apple Computer, Inc., common (Number of shares and basis adjusted due to sales)	22,316.01	10,143.64	43,020.00
250 shs., Automatic Data Processing, Inc., common	21,535.00	Sold During Year	Sold During Year
310 shs., Avago Technologies, Ltd., common	19,719.19	Sold During Year	Sold During Year
600 SHS., Baxter International, Inc., common	Purchased During Year	24,038.00	27,132.00
300 shs., Berkshire Hathaway, Inc., Class B common (Number of shares and basis adjusted due to sales)	60,011.00	45,008.25	43,437.00
500 shs., Bristol Myers Squibb Company, common	28,788.16	28,788.16	36,775.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
380 shs., Capital One Financial Corp., common	$	14,898.77		Sold During Year		Sold During Year
400 shs., Cardinal Health, Inc., common		35,504.00		Sold During Year		Sold During Year
125 shs., Celegene Corp., common		Purchased During Year	$	15,709.50	$	12,328.75
200 shs., Chevron Corp., common		21,338.00		Sold During Year		Sold During Year
350 shs., Cognizant Technology Solutions Corp., common		22,588.51		22,588.51		20,034.00
500 shs., Comcast Corp., Class A common (Number of shares and basis adjusted due to sales)		35,218.60		17,434.95		32,595.00
130 shs., Costco Wholesalers Corp., common (Number of shares and basis adjusted due to sales)		20,424.58		14,751.09		20,415.20
200 shs., CVS Health Corp., common (Number of shares and basis adjusted due to sales)		31,723.51		18,127.72		19,148.00
560 shs., Danaher Corp., common		14,820.40		14,820.40		56,560.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
300 shs., Eaton Corp., PLC common	$ 21,495.00	Sold During Year	Sold During Year
400 shs., EOG Resources, Inc., common	Purchased During Year	$ 29,580.00	$ 33,368.00
300 shs., Express Scripts Holdings Co., common	34,570.50	25,927.87	22,740.00
(Number of shares and basis adjusted due to sales)			
600 shs., ExxonMobil Corp., common	11,781.30	11,781.30	56,244.00
300 shs., Facebook, Inc., common	Purchased During Year	29,844.00	34,284.00
150 shs., General Dynamics Corp., common	Purchased During Year	21,705.00	20,886.00
1,000 shs., General Electric Co., common	27,419.50	27,419.50	31,480.00
350 shs., Gilead Sciences, Inc., common	34,142.77	29,874.92	29,197.00
(Number of shares and basis adjusted due to purchases)			
100 shs., Goldman Sachs Group, Inc., common	Purchased During Year	21,229.00	14,858.00
750 shs., Halliburton Co., common	32,505.00	Sold During Year	Sold During Year

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
200 shs., HCA Holdings, Inc., common	Purchased During Year	$ 14,028.00	$ 15,402.00
200 shs., Home Depot, Inc., common (Number of shares and basis adjusted due to sales)	$ 18,640.38	5,870.99	25,538.00
310 shs., Honeywell International, Inc., common (Number of shares and basis adjusted due to sales)	14,783.78	11,177.98	36,059.20
200 shs., Intercontinental Exchange, Inc., common (Number of shares and basis adjusted due to sales)	46,834.00	37,467.20	40,953.60
460 shs., JP Morgan Chase Corporation, (Number of shares and basis adjusted due to sales)	14,552.63	11,953.95	28,584.40
250 shs., Johnson & Johnson, common	27,152.50	27,152.50	30,325.00
800 SHS., Masco Corp., common	Purchased During Year	21,887.04	24,752.00
150 shs., McKesson Corporation, common (Number of shares and basis adjusted due to sales)	19,089.42	15,850.25	27,997.50
770 shs., Merck & Co., common	23,658.82	18,780.71	44,359.70

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
(Number of shares and basis adjusted due to sales)			
410 shs., Metlife, Inc., common	$ 20,273.48	Sold During Year	Sold During Year
500 shs., Microsoft Corp., common	Purchased During Year	$ 27,235.00	$ 25,585.00
500 shs., Mondelez International, common (Number of shares and basis adjusted due to sales)	19,940.34	18,206.96	22,755.00
370 shs., National Oilwell Varco, Inc., common	37,104.46	Sold During Year	Sold During Year
(Number of shares and basis adjusted due to purchases)			
200 shs., Nextera Energy, Inc., common (Number of shares and basis adjusted due to sales)	11,790.61	Sold During Year	Sold During Year
600 shs., Nike, Inc., Class B common (Number of shares and basis adjusted due to stock split and sales)	38,035.00	28,526.25	33,120.00
200 shs., Novartis ADR (Number of shares and basis adjusted due to sales)	39,728.00	19,864.00	16,502.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
525 shs., NPX Semiconductors NV, common	Purchased During Year	$ 45,450.00	$ 41,128.50
450 shs., Oracle Corporation, common	Purchased During Year	16,105.50	18,418.50
500 shs., Paychex, Inc., common	$ 24,373.00	24,373.00	29,750.00
390 shs., Pepsico, Inc., common (Number of shares and basis adjusted due to sales)	21,358.48	16,999.61	41,316.60
1,700 shs., Pfizer, Inc., common (Number of shares and basis adjusted due to sales)	48,315.30	Sold During Year	Sold During Year
400 shs., Philip Morris International, Inc., common	24,336.59	24,336.59	40,688.00
470 shs., PNC Financial Services Group, com	30,119.06	Sold During Year	Sold During Year
250 shs., Praxair Inc., common (Number of shares and basis adjusted due to sales)	19,919.00	11,066.11	28,097.50
300 shs., Procter & Gamble Co., common	Purchased During Year	23,496.00	25,401.00
400 shs., Qualcom, Inc., common	24,894.10	16,324.00	21,428.00

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
(Number of shares and basis adjusted due to sales)			
200 shs., Red Hat, Inc., common	Purchased During Year	$ 15,745.00	$ 14,520.00
575 shs, Russell Mid-Cap Ishares	$ 146,348.75	96,172.04	96,680.50
(Number of shares and basis adjusted due to sales)			
500 shs., Salesforce Com, Inc., common	33,418.00	33,418.00	39,705.00
465 shs., Schlumberger, Ltd., common	37,670.80	37,670.80	36,772.20
1,000 shs., Schwab, Charles Corp., common	Purchased During Year	24,810.14	25,310.00
130 shs., Shire PLC., common	20,188.99	Sold During Year	Sold During Year
118.56 shs., Shire PLC, common	Purchased During Year	22,754.63	21,824.52
600 shs., St. Jude Medical Center, Inc., common	41,599.01	Sold During Year	Sold During Year
500 shs., Starbucks Corp., common	34,596.00	21,622.50	28,560.00
(Number of shares and basis adjusted due to sales)			

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
1,050 shs., Teradata Corp., common	Purchased During Year	$ 27,301.97	$ 26,323.50
15 shs., The Priceline Group, Inc., common	Purchased During Year	18,921.15	18,726.15
375 shs., TJX Companies, Inc., common	Purchased During Year	26,221.25	28,961.25
600 shs., Twenty-First Century Fox, Inc., common	Purchased During Year	17,417.46	16,230.00
200 shs., T Rowe Price Group, Inc., common	Purchased During Year	15,406.00	14,594.00
260 shs, United Technologies Corp., common	$ 20,229.56	Sold During Year	Sold During Year
175 shs., Unitedhealth Group, Inc., common	20,381.25	20,381.25	24,710.00
800 shs., U.S. Bancorp., common	35,888.00	Sold During Year	Sold During Year
400 shs., Verizon Communications, Inc., common (Number of shares and basis adjusted due to sales)	32,055.76	14,570.80	22,336.00
420 shs., Walt Disney Company, common	18,055.84	18,055.84	41,084.40
500 shs., Wells Fargo & Company, common	19,027.71	11,892.32	23,665.00

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
400 shs., Zimmer Holdings, Inc., common	$ 46,732.50	$ 35,049.37	$ 36,114.00
	$ 1,795,107.65	$ 1,607,664.22	$ 2,088,777.07
Common Trust Funds			
31,398.51 units, Blackrock Funds High Yield Bond Portfolio Institutional Class (Number of shares and basis adjusted due to purchases)	$ 151,745.19	$ 225,000.00	$ 230,151.07
3,685.85 units, DFA U.S. Small Cap Portfolio (Number of shares and basis adjusted due to sales)	116,285.53	69,132.35	64,283.90
3,826.28 units, DFO Investments Dimensions Group, Inc - Emerging Markets Core Equity Portfolio (Number of shares and basis adjusted due to sales)	125,000.00	76,465.16	65,467.65

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report (Form 990PF)
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
4,965.24 units, Northern Trust Funds Global Real Estate Index Fund	$ 50,000.00	Sold During Year	Sold During Year
52,733.43 units, Northern Trust International Equity Index Fund	625,000.00	$ 625,000.00	$ 550,009.67
14,691.48 shs., MBF Northern Funds Ultra Short Fixed Income Fune	Purchased During Year	150,000.00	150,146.92
3,000 shs., MFC Flexshares Trust Quality Dividend Index Fund	Purchased During Year	109,474.60	109,920.00
350 shs., MFC Ishares Trust Core S&P Small Cap ETF	Purchased During Year	35,602.00	40,673.50
3,975.42 units, Northern Trust Multi Manager Global Listed Infrastructure Fund	51,726.57	51,726.57	47,983.31
1,446.76 shs., MFO DFA Investment Dimensions Group, Inc., Real Estate Securities Portfolio	Purchased During Year	50,000.00	53,342.04
500 units, Russell Ishares Trust 1000 Growth ETF	$ 49,884.75	Sold During Year	Sold During Year
	$ 1,169,642.04	$ 1,392,400.68	$ 1,311,978.06

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain **Description of Asset**	**Sales Price**	**Cost**	**Sales Date**	**Purchase Date**	**Gain or Loss**
Accenture PLC, Class A, common					
75 shares	$ 8,051.85	$ 7,205.25	11/5/2015	5/12/2015	$ 846.60
100 shares	11,659.74	9,607.00	5/12/2016	5/12/2015	2,052.74
Adobe Systems, Inc., common					
150 shares	13,336.10	11,713.50	11/5/2015	2/26/2015	1,622.60
Altera Corp., common					
250 shares	25,199.53	18,936.80	9/24/2015	12/11/2014	6,262.73
Amazon.com, Inc., common					
25 shares	13,386.63	9,433.60	8/20/2015	2/26/2015	3,953.03
Amgen, Inc., common					
250 shares	38,341.59	30,994.93	5/10/2016	Various	7,346.66
Apple Computer, Inc., common					
390 shares	38,710.55	8,791.16	6/1/2016	Various	29,919.39
150 shares	14,939.67	3,381.21	6/14/2016	Various	11,558.46

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Automatic Data Processing, Inc., common					
250 shares	$ 21,639.52	$ 21,535.00	5/10/2016	5/12/2015	$ 104.52
Avago Technologies, Ltd., common					
260 shares	34,350.56	16,538.68	7/17/2015	3/21/2014	17,811.88
50 shares	6,423.38	3,180.51	7/28/2015	3/21/2014	3,242.87
Capital One Financial Corp., common					
150 shares	11,927.78	5,881.09	11/5/2015	9/14/2010	6,046.69
230 shares	15,812.15	9,017.68	5/10/2016	9/14/2010	6,794.47
Comcast Corp., Class A, common					
210 shares	13,280.15	7,322.68	7/17/2015	8/17/2012	5,957.47
160 shares	10,073.41	5,579.18	11/5/2015	8/17/2012	4,494.23
140 shares	8,023.72	4,881.79	2/24/2016	8/17/2012	3,141.93
Costco Wholesalers Corp., common					
50 shares	7,906.10	5,673.49	11/5/2015	3/21/2014	2,232.61

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
CVS Health Corp., common					
150 shares	$ 14,504.68	$ 13,595.79	6/1/2016	12/11/2014	$ 908.89
Gilead Sciences, Inc., common					
50 shares	5,488.39	4,267.85	11/5/2015	3/21/2014	1,220.54
Home Depot, Inc., common					
235 shares	27,128.49	6,898.41	7/17/2015	6/3/2009	20,230.08
80 shares	9,883.01	2,348.39	11/5/2015	6/3/2009	7,534.62
120 shares	15,518.06	3,522.59	6/14/2016	6/3/2009	11,995.47
Honeywell International, Inc., common					
100 shares	11,345.75	3,605.80	5/10/2016	Various	7,739.95
Intercontinental Exchange, Inc., common					
40 shares	10,212.17	9,366.80	5/10/2016	Various	845.37
J.P. Morgan Chase & Co., common					
100 shares	6,440.35	2,598.68	6/14/2016	12/11/2002	3,841.67

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
McKesson Corporation, common					
94 shares	$ 21,957.05	$ 6,103.42	7/17/2015	5/6/2010	$ 15,853.63
100 shares	15,368.66	6,493.00	2/24/2016	5/6/2010	8,875.66
Merck & Co., Inc., common					
200 shares	10,495.80	4,878.11	1/11/2016	5/6/2010	5,617.69
Mondelez International, common					
180 shares	8,290.64	6,188.38	11/5/2015	3/21/2014	2,102.26
Nextera Energy, Inc., common					
200 shares	20,789.61	11,790.61	10/21/2015	9/14/2010	8,999.00
Nike, Inc., Class B, common					
100 shares	6,134.88	4,754.38	2/9/2016	2/11/2015	1,380.50
100 shares	5,861.87	4,754.37	2/24/2016	2/11/2015	1,107.50
Oracle Corporation, common					
150 shares	5,843.87	5,368.50	6/14/2016	1/11/2016	475.37

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Pepsico, Inc., common					
100 shares	$ 10,161.81	$ 4,358.87	11/5/2015	12/11/2002	$ 5,802.94
Pfizer, Inc., common					
200 shares	6,343.88	5,684.15	1/11/2016	Various	659.73
400 shares	11,745.74	11,368.31	2/24/2016	Various	377.43
1,100 shares	36,629.20	31,262.84	5/18/2016	Various	5,366.36
PNC Financial Services Group, common					
270 shares	26,540.51	17,302.44	8/20/2015	4/11/2012	9,238.07
200 shares	18,311.16	12,816.62	11/5/2015	4/11/2012	5,494.54
Praxair, Inc., common					
200 shares	20,730.54	8,852.89	2/24/2016	2/14/2005	11,877.65
Qualcomm, Inc., common					
210 shares	13,005.06	8,570.10	8/20/2015	9/14/2010	4,434.96
Russell Mid-Cap Ishares					
300 shares	50,684.49	50,176.71	8/12/2015	11/6/2014	507.78

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Gain or Loss
Shire PLC, common					
130 shares	$ 21,509.70	$ 20,188.99	2/9/2016	6/3/2016	$ 1,320.71
St. Jude Medical Center, Inc., common					
600 shares	45,485.00	41,599.01	5/18/2016	Various	3,885.99
Starbucks Corp., common					
100 shares	5,828.89	4,324.50	2/9/2016	12/11/2014	1,504.39
200 shares	11,089.75	8,649.00	6/14/2016	12/11/2014	2,440.75
United Technologies Corp., common					
260 shares	26,394.71	20,229.56	7/27/2015	8/7/2012	6,165.15
Verizon Communications, Inc., common					
480 shares	22,285.98	17,484.96	7/27/2015	Various	4,801.02
Wells Fargo & Company, common					
200 shares	9,529.79	4,756.93	2/24/2016	Various	4,772.86
100 shares	4,904.89	2,378.46	6/14/2016	Various	2,526.43
Gain	$ 829,506.81	$ 546,212.97			$ 283,293.84

The Morris S. and Florence H. Bender Foundation, Inc.
E. I. N. 13-2951469
2015 Annual Report (Form 990PF)
Statement of Assets Sold at a Gain

Assets Sold at a Gain **Description of Asset**	**Sales Price**	**Cost**	**Sales Date**	**Purchase Date**	**Gain or Loss**
Capital Gains Distributions					
DFA Small Cap Portfolio - Short Term Capital Gain	11.79	0.00	12/17/2015	7/1/2015	$ 11.79
DFA Small Cap Portfolio - Long Term Capital Gain	3,040.50	0.00	12/17/2015	7/1/2015	3,040.50
Shire PLC - $18 per share on each of the 800 shares of Baxalta Inc. owned	14,400.00	0.00	6/3/2016	6/3/2016	14,400.00
	17,452.29	-			$ 17,452.29

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Assets Sold at a Loss

Assets Sold at a Loss

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Loss
Baxalta, Inc., common					
800 shares	$ 22,754.63	$ 25,512.00	6/3/2016	4/11/2016	$ (2,757.37)
Berkshire Hathaway, Inc., Class B common					
100 shares	14,111.74	15,002.75	7/1/2015	2/11/2015	(891.01)
Biogen, Inc., common					
100 shares	25294.44	26885.2	6/14/2016	2/24/2016	(1,590.76)
Cardinal Health, Inc., common					
150 shares	12,973.26	13,314.00	7/2/2015	2/26/2015	(340.74)
250 shares	19,207.08	22,190.00	6/1/2015	4/2/2015	(2,982.92)
Celgene Corp., common					
125 shares	12,844.46	15,709.50	2/24/2016	7/17/2015	(2,865.04)
Chevron Corp., common					
200 shares	17,041.62	21,338.00	2/24/2016	12/11/2015	(4,296.38)
DFA US Small Cap Portfolio					
1,591.35 shares	50,000.00	50,205.47	8/10/2015	1/8/2015	(205.47)

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Assets Sold at a Loss

Assets Sold at a Loss

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Loss
Eaton Corp, PLC, common					
300 shares	$ 19,106.64	$ 21,495.00	7/27/2015	2/26/2015	$ (2,388.36)
Express Scripts Holdings Co., common					
100 shares	7,639.83	8,642.63	6/14/2016	1/12/2015	(1,002.80)
Halliburton Co., common					
750 shares	25,224.94	32,505.00	4/8/2016	Various	(7,280.06)
Metlife, Inc., common					
410 shares	17,420.51	20,273.48	5/10/2016	10/24/2013	(2,852.97)
MBF Northern High Yield Fixed Income Fund					
22,189.35 shares	140,197.11	150,000.00	3/4/2016	10/19/2015	(9,802.89)
28.89 shares	182.32	182.32	3/4/2016	3/4/2016	0.00
MFC Ishares Trust Russell 2000					
325 shares	39,481.02	49,045.26	2/9/2016	8/10/2015	(9,564.24)

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Assets Sold at a Loss

Assets Sold at a Loss

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Loss
MCF Ishares Trust S&P Midcap 400					
300 shares	$ 48,376.94	$ 51,303.42	4/8/2016	8/12/2015	$ (2,926.48)
MFB Northern Funds Global Real					
4,965.24 shares	49,801.39	50,000.00	5/27/2015	11/6/2014	(198.61)
MFO Blackrock Funds High Yield Bond					
18,654.62 shares	141,028.94	151,745.19	10/19/2015	11/5/2014	(10,716.25)
MFO DFA Investment Dimensions					
2,428.66 shares	40,000.00	48,534.84	5/11/2016	11/13/2014	(8,534.84)
National Oilwell Varco, Inc., common					
520 shares	20,113.22	37,104.46	10/21/2015	Various	(16,991.24)

The Morris S. and Florence H. Bender Foundation, Inc.
E.I.N. 13-2951469
2015 Annual Report
Assets Sold at a Loss

Assets Sold at a Loss

Description of Asset	Sales Price	Cost	Sales Date	Purchase Date	Loss
Nordstrom, Inc., common					
350 shares	$ 19,082.13	$ 27,424.50	11/19/2015	7/17/2015	$ (8,342.37)
Novartis ADR					
200 shares	17,063.68	19,864.00	12/23/2015	2/11/2015	(2,800.32)
Rackspace Hosting, Inc., common					
500 shares	10,194.77	11,940.02	2/24/2016	12/23/2015	(1,745.25)
500 shares	10,984.76	11,940.02	5/12/2016	Various	(955.26)
Russell Ishares Trust 1000 Growth ETF					
600 shares	55,492.78	60,113.75	2/24/2016	Various	(4,620.97)
U. S. Bancorp., common					
150 shares	6,362.88	6,729.00	11/5/2015	2/11/2015	(366.12)
650 shares	25,698.42	29,159.00	2/24/2015	2/11/2015	(3,460.58)
Zimmer Holdings, Inc., common					
100 shares	10,867.79	11,683.13	7/27/2015	1/12/2015	(815.34)
Total	$ 878,547.30	$ 989,841.94			$ (111,294.64)