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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ 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

07/01, 2015, and ending

06/30, 2016

Name of foundation

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1100 WEHRLE DRIVE, 2ND FLOOR

City or town, state or province, country, and ZIP or foreign postal code

BUFFALO, NY 14221

A Employer identification number

16-6315029

B Telephone number (see instructions)

716-842-2380

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☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 451,895.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(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 Check ☐ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	10,725.	9,293.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-5,050.			
b Gross sales price for all assets on line 6a 458,948.				
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	5,675.	9,293.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	7,656.	7,656.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	313	97.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 3	147.	147.		
24 Total operating and administrative expenses. Add lines 13 through 23.	8,116.	7,900.	NONE	
25 Contributions, gifts, grants paid	24,000.			24,000.
26 Total expenses and disbursements. Add lines 24 and 25	32,116.	7,900.	NONE	24,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-26,441.			
b Net investment income (if negative, enter -0-)		1,393.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		34,982.	13,627.	13,627.
	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 schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	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) . STMT 4		84,178.		
	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) STMT 6		355,426.	438,012.	438,268.	
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)		474,586.	451,639.	451,895.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒ X					
	27	Capital stock, trust principal, or current funds		474,586.	451,639.	
	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)		474,586.	451,639.	
	31	Total liabilities and net assets/fund balances (see instructions)		474,586.	451,639.	

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	474,586.
2	Enter amount from Part I, line 27a	2	-26,441.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,649.
4	Add lines 1, 2, and 3	4	451,794.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO PRIOR YEAR PENDING SALES	5	155.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	451,639.

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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 PUBLICLY TRADED SECURITIES**

b			
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 458,948.		463,998.	-5,050.
b			
c			
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			-5,050.
b			
c			
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	-5,050.
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	

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	26,568.	485,617.	0.054710
2013	20,500.	493,585.	0.041533
2012	23,000.	470,017.	0.048934
2011	19,000.	456,226.	0.041646
2010	24,000.	478,571.	0.050149

2 Total of line 1, column (d)	2	0.236972
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	0.047394
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	447,216.
5 Multiply line 4 by line 3	5	21,195.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14.
7 Add lines 5 and 6	7	21,209.
8 Enter qualifying distributions from Part XII, line 4 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.	8	24,000.

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)		1	14.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	14.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	432.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	432.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	418.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 16. Refunded ☐ 11	11	402.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ _____		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)?

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? ☐ 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? ☐ Yes ☒ No
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?**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
M AND T TRUST COMPANY 1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY 14221	TRUSTEE 2	7,656.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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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	429,841.
b	Average of monthly cash balances	1b	24,185.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	454,026.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	454,026.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,810.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	447,216.
6	Minimum investment return. Enter 5% of line 5	6	22,361.

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	22,361.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14.
2b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,347.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	22,347.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	22,347.

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	24,000.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,000.
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	14.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,986.

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				22,347.
2 Undistributed income, if any, as of the end of 2015:			NONE	
a Enter amount for 2014 only.				
b Total for prior years. 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	1,320.			
f Total of lines 3a through e	1,320.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>24,000.</u>				
a Applied to 2014, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				22,347.
e Remaining amount distributed out of corpus. . .	1,653.			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,973.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				NONE
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,973.			
10 Analysis of line 9:				
a Excess from 2011 . . .	NONE			
b Excess from 2012 . . .	NONE			
c Excess from 2013 . . .	NONE			
d Excess from 2014 . . .	1,320.			
e Excess from 2015 . . .	1,653.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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).)

N/A

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.

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 10

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
ERIE CANAL MUSEUM 318 ERIE BLVD. EAST SYRACUSE NY 13202	NONE	PC	GENERAL SUPPORT	1,500.
ONPOINT FOR COLLEGE 1654 WEST ONONDAGA STREET SYRACUSE NY 13204	NONE	PC	STUDENT SUPPLIES/CLOTHING	3,000.
BALDWINVILLE CHRISTIAN ACADEMY 7312 VAN BUREN ROAD BALDWINVILLE NY 13027	NONE	PC	EDUCATION SUPPORT	2,000.
SISTERS OF SAINT FRANCIS 2500 GRANT BLVD SYRACUSE NY 13028	NONE	PC	GENERAL SUPPORT	4,000.
WELCH TERRACE APTS 1047 E. FAYETTE STREET SYRACUSE NY 13210	NONE	PC	GENERAL SUPPORT	3,000.
LIVERPOOL LITTLE LEAGUE 106 ROBERTA DRIVE LIVERPOOL NY 13090	NONE	PC	GENERAL SUPPORT	3,500.
REFORMED CHURCH OF SYRACUSE 1228 TEALL AVENUE SYRACUSE NY 13206	NONE	PC	GENERAL SUPPORT	4,000.
CATHOLIC CHARITIES 1654 ONONDAGA ST SYRACUSE NY 13204	NONE	PC	CHARITABLE WORK	3,000.
Total			3a	24,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part XV-A Analysis of Income-Producing Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e)
Enter gross amounts unless otherwise indicated.		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:						
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	10,725.	
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				18	-5,050.	
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)					5,675.	
13 Total. Add line 12, columns (b), (d), and (e)						5,675.

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

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

[illegible]

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. | | |

[illegible]

- 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

**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.

Diane M. Bimer

10/24/2016
Date

▶ Vice President
Title

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

M & T TRUST COMPANY

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHELE L DORE, EA

Preparer's signature

Michael L. Dove

Date

10/24/2016

Check		
-------	--	--

5 self-employed

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶

Firm's address ► 2100 E CARY ST. SUITE 201
RICHMOND, VA

Phone no. 804-344-4548

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	10,725.	9,293.
	-----	-----
TOTAL	10,725.	9,293.
	=====	=====

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	15.	15.
FEDERAL ESTIMATES - PRINCIPAL	216.	
FOREIGN TAXES ON QUALIFIED FOR	54.	54.
FOREIGN TAXES ON NONQUALIFIED	28.	28.
	-----	-----
TOTALS	313.	97.
	=====	=====

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NON-ALLOCABLE EXPENSE -	145.	145.
OTHER NON-ALLOCABLE EXPENSE -	2.	2.
	-----	-----
TOTALS	147.	147.
	=====	=====

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

PRICELINE.COM INC
STARBUCKS CORP COM
BIOGEN IDEC INC
GILEAD SCIENCES INC COM
APPLE INC
EMC CORP
GOOGLE INC
QUALCOMM INC
GOOGLE INC CLASS C
AIR PRODUCTS & CHEMICALS INC
SCOTTS MIRACLE-GRO COMPANY
DANAHER CORP
DELA AIR LINES INC
FEDEX CORP
GENERAL ELECTRIC CO
UNION PACIFIC CORP
UNITED TECHNOLOGIES CORP
VODAFONE GROUP SPONS
COACH INC
COMCAST CORP
WALT DISNEY CO
LOWES COMPANIES INC
NIKE INC
NORDSTROM INC
ANHEUSER-BUSCH INBEV
CVS HEALTH CORP
DR PEPPER SNAPPLE GROU
PEPSICO INC
PHILIP MORRRIS INTL INC

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

CHEVRON CORP
EXXON MOBILCORP
KINDER MORGAN INC
MARATHON OIL CORP
OCCIDENTAL PEROLEUM CORP
AMERICAN INTL GROUP
AMERICAN TOWER CORP
CITIGROUP INC
JPMORGAN CHASE & CO
METLIFE INC
PNC FINANCIAL SERVICES GROUP I
T ROWE PRICE GROUP INC
WELLS FARGO & CO
AMGEN INC
EXPRESS SCRIPTS HOLDING
REGENERON PHARMACEUTICALS INC
STRYKER CORP
ZOETIS INC
JOHNSON & JOHNSON
MERCK & COMPANY INC
ANALOG DEVICES INC
CISCO SYSTEMS INC
MASTERCARD INC CL AA
ORACLE CORP

TOTALS

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
RIDGEWORTH SEIX FLOATING RATE	C		
ISHARES RUSSELL 2000 VALUE ETF	C	7,355.	7,102.
FIDELITY FOCUSED HIGH INCOME F	C	22,438.	22,301.
VANGUARD SHORT-TERM INVEST-GRA	C		
VANGUARD TOTAL BOND MARKET IND	C		
ISHARES TIPS BOND ETF	C	15,671.	16,333.
ISHARES MSCI EAFE SMALL-CAP ET	C		
SPDR DOW JONES INTL	C	8,965.	8,705.
VANGUARD FTSE DEVELOPED MKT	C		
VANGUARD FTSE EMERGING MKT EF	C		
CREDIT SUISSE COMMODIY RETURN	C		
ISHARES COHEN & STEERS REIT ET	C	6,362.	7,141.
ISHARES GLOBAL ENERGY ETF	C		
ISHARES RUSSELL MIDCAP GROWTH	C		
ISHARES RUSSELL 1000 GROWTH E	C	48,121.	48,775.
ISHARES RUSSELL 2000 GROWTH ET	C	7,593.	6,996.
WILMINGTON INTERM-TERM BD FD I	C	123,939.	125,743.
ISHARES MSCI EMERGING MARKETS	C	14,117.	13,950.
ISHARES MSCI GROWTH	C	32,702.	31,794.
ISHARES MSCI VALUE	C	32,724.	30,316.
ISHARES RUSSELL 1000 VALUE	C	47,744.	48,931.
ISHARES RUSSELL 2000	C	7,627.	7,474.
VANGUARD CONSUMER STAPLES	C	4,623.	4,801.
VANGUARD ENERGY	C	3,689.	3,900.
VANGUARD FINANCIALS	C	11,194.	11,177.
VANGUARD HEALTH CARE	C	9,812.	9,917.
VANGUARD INDUSTRIALS	C	6,617.	6,589.
VANGUARD INFORMATION TECHNOLOG	C	13,647.	13,279.
VANGUARD MATERIALS	C	2,036.	2,049.

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STATEMENT 6

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND
 FORM 990PF, PART II - OTHER INVESTMENTS
 =====

16-6315029

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
VANGUARD TELECOMMUNICATIONS	C	2,050.	2,165.
VANGUARD UTILITIES	C	1,067.	1,145.
VANGUARD CONSUMER DISCRETIONAR	C	7,919.	7,685.
		-----	-----
TOTALS		438,012.	438,268.
		=====	=====

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND

16-6315029

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT TO CTF SETTLEMENT	3,645.
ROUNDING ADJUSTMENT	4.

TOTAL	3,649.
	=====

STATEMENT 8

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	417,471.	12,738.	
FEBRUARY	413,820.	12,096.	
MARCH	433,012.	12,350.	
APRIL	413,430.	35,119.	
MAY	416,148.	34,806.	
JUNE	438,268.	13,627.	
JULY	450,554.	37,114.	
AUGUST	441,255.	27,571.	
SEPTEMBER	431,254.	27,134.	
OCTOBER	432,722.	47,532.	
NOVEMBER	436,183.	18,349.	
DECEMBER	433,976.	11,779.	
	-----	-----	-----
TOTAL	5,158,093.	290,215.	
	=====	=====	=====
AVERAGE FMV	429,841.	24,185.	
	=====	=====	=====

HOWARD & GRAYCE BENDIXEN MEMORIAL FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

16-6315029

RECIPIENT NAME:
MICHELE DRAPER
ADDRESS:
101 S SALINA STREET
SYRACUSE, NY 13202
RECIPIENT'S PHONE NUMBER: 315-424-5040
FORM, INFORMATION AND MATERIALS:
IN WRITING
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

STATEMENT 10