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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2007

Department of the Treasury Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning NOVEMBER 1, 2007, and ending OCTOBER, 2008

G Check all that apply: [] Initial return [] Final return [X] Amended return [] Address change [] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation: ROBERT M. BEREN FOUNDATION INC. A Employer identification number: 48-0990309 B Telephone number: 316-265-3311 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 []

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, col. (c), line 16) \$ 43,524,492 J Accounting method: [X] Cash [] Accrual [] Other (specify) (Part I, column (d) must be on cash basis)

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Total revenue is 74,443 and total expenses is 2,269,885, resulting in an excess of revenue of 2,195,442.

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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			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	142,277	569,542	569,542		
	2	Savings and temporary cash investments	1,692,001	36,111	36,111		
	3	Accounts receivable ▶ _____					
		Less: allowance for doubtful accounts ▶ _____	550	75	75		
	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 page 16 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less: allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges SCH 4					
	10a	Investments—U.S. and state government obligations (attach schedule) SCH 4	5,450,431	3,992,119	3,997,040		
	b	Investments—corporate stock (attach schedule) SCH 4	32,196,212	35,518,379	38,905,333		
	c	Investments—corporate bonds (attach schedule) SCH 4	0				
	11	Investments—land, buildings, and equipment: basis ▶ _____					
	Less: accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule) SCHEDULE 5	4,082,661	172,712	9,545			
14	Land, buildings, and equipment: basis ▶ _____						
	Less: accumulated depreciation (attach schedule) ▶ _____						
15	Other assets (describe ▶ _____)		6,846	6,846			
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	43,564,132	40,295,784	43,524,492			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue	10,523	(1,062,383)			
	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)	10,523	(1,062,383)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	43,553,609	41,358,167			
30	Total net assets or fund balances (see page 17 of the instructions)	43,553,609	41,358,167				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	43,564,132	40,295,784				

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	43,553,609
2	Enter amount from Part I, line 27a	2	(2,195,442)
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	41,358,167
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	41,358,167

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 SCHEDULE 3				
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			0	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	1,831,369
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	1,831,369

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 page 18 of 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))
2006	2,876,580	60,954,782	0.0472
2005	2,745,581	55,175,985	0.0498
2004	2,680,074	53,242,596	0.0503
2003	2,666,645	52,699,162	0.0506
2002	2,308,895	47,955,076	0.0481
2 Total of line 1, column (d)			0.2460
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			.0492
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			54,374,660
5 Multiply line 4 by line 3			2,675,233
6 Enter 1% of net investment income (1% of Part I, line 27b)			0
7 Add lines 5 and 6			2,675,233
8 Enter qualifying distributions from Part XII, line 4			1,790,265

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments: AMOUNT NOT REFUNDED		
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	19,560
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	19,560
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,560
11	Enter the amount of line 10 to be: Credited to 2008 estimated tax 19,560 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
<i>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.</i>		
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11a	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 page 20 of the instructions)		X
11b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address ▶ _____

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 316-265-3311
 Located at ▶ PO BOX 20380, WICHITA, KS ZIP+4 ▶ 67208

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

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
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2007?		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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions.)		X
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 __		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2007 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 2007.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2007?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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 you answered "Yes" to 6b, also 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? Yes No

5b	N/A	
6b		X
7b	N/A	

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 page 23 of the 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
ROBERT M BEREN 13840 LEMANS WAY PALM BEACH GARDENS, FL 33410	PRESIDENT <1 HR	NONE	NONE	NONE
ROBERT M BEREN 13840 LEMANS WAY PALM BEACH GARDENS, FL 33410	TREASURER <1 HR	NONE	NONE	NONE
CHARLES B SPRADLIN, JR. PO BOX 20380, WICHITA, KS 67208	SECRETARY <1 HR	NONE	NONE	NONE
.....				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶ 1

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIRST MANHATTAN COMPANY 437 MADISON AVENUE, NEW YORK, -NY -10022	INVESTMENT ADVICE	374,604

Total number of others receiving over \$50,000 for professional services ▶ **1**

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	54,980,535
b	Average of monthly cash balances	1b	207,596
c	Fair market value of all other assets (see page 25 of the instructions)	1c	14,570
d	Total (add lines 1a, b, and c)	1d	55,202,701
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	
3	Subtract line 2 from line 1d	3	55,202,701
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	828,041
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,374,660
6	Minimum investment return. Enter 5% of line 5	6	2,718,733

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,718,733
2a	Tax on investment income for 2007 from Part VI, line 5	2a	0
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,718,733
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,718,733
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,718,733

Part XII Qualifying Distributions (see page 26 of the 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	1,790,265
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	1,790,265
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,790,265

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				2,718,733
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004			7,804	
d From 2005			19,009	
e From 2006			83,454	
f Total of lines 3a through e	110,267			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$ 1,790,265				
a Applied to 2006, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 27 of the instructions)				
d Applied to 2007 distributable amount				1,790,265
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a).)	110,267			110,267
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				818,201
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, 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				(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of the 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).)

SEE SCHEDULE 2

- 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
- N/A

- b** The form in which applications should be submitted and information and materials they should include:
- N/A

- c** Any submission deadlines:
- N/A

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<p>a Paid during the year</p> <p>SEE SCHEDULE 6</p>				1,772,795
Total ▶ 3a				1,772,795
<p>b Approved for future payment</p>				
Total ▶ 3b				0

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 1 - AMENDED****Form 990-PF, 2007****PART I, Line 1: Contributions, gifts, grants, etc., received:**

0

0

PART I, Line 3: Interest on savings and temporary cash investments:

Bank of America	2,376
Internal Revenue Service	1

2,377

PART I, Line 4: Dividends and interest from securities:

Div - Ascot Partners L.P., Fed ID# 13-3693341	35,308
Div - Banc of America Securities	77,938
Div - First Manhattan Co	1,023,160
Div - Gift Certificates.com ID# 13-4175350	176
Int - Ascot Partners L P., Fed ID# 13-3693341	2,481
Int - Ascot Partners L P - State Free , Fed ID# 13-3693341	118,674
Int - First Manhattan Company - Liquid Assets	19,428
Int - First Manhattan Company - T Bills	138,734

1,415,899

PART I, Line 11: Other Income:

Miscellaneous Income - Litigation Settlements	663
Other Income - Ascot Partners L P , Fed ID# 13-3693341	(3,175,865)

(3,175,202)

PART I, Line 16b: Accounting Fees:

Gutschenrttedr & Johnson	2,518
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2,518

PART I, Line 16c: Other Professional Fees:

First Manhattan - Advisory fees	374,604
Ascot- Portfolio Deductions	1,250
Gift Cert- Portfolio Deductions	105

375,959

PART I, Line 18: Taxes:

Kansas - Secretary of State	40
Foreign Tax WH-First Manhattan	17,430
Federal Income Tax	35,154

52,624

PART I, Line 23: Other Expenses:

Operating Exp - Ascot Partners L P , Fed ID# 13-3693341	65,320
Non Ded Exp - Ascot Partners L P , Fed ID# 13-3693341	440
Miscellaneous	229

65,989

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 2 - AMENDED

Form 990-PF, 2007

PART XV, QUESTION 1a

Robert M. Beren
13840 LeMans Way
Palm Beach Gardens, FL 33410

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 3 - AMENDED****Form 990-PF, 2007**

PART IV CAPITAL GAINS & LOSSES

	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR (LOSS)
SHORT TERM CAPITAL GAIN - STOCKS BANC AMERICA INV & MISC - SCHEDULE 3B ATTACHED	0	0	0
LONG TERM CAPITAL GAIN - STOCKS BANC AMERICA INV & MISC - SCHEDULE 3B ATTACHED	217,864	0	217,864
SHORT TERM CAPITAL GAIN - PER K-1 ASCOT PARTNERS LP ID# 13-3693341	236,333	0	236,333
LONG TERM CAPITAL GAIN - PER K-1 ASCOT PARTNERS LP ID# 13-3693341	37,597	0	37,597
LONG TERM CAPITAL LOSS - HEDGE FUND GOTHAM INTERNATIONAL - SCHEDULE 3C ATTACHED	91,698	24,631	67,067
SHORT TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	1,597,601	2,351,760	(754,159)
LONG TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	6,570,457	4,543,790	2,026,667
	8,751,550	6,920,181	1,831,369

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 3A - AMENDED

Form 990-PF, 2007

PART IV, CAPITAL GAINS & LOSSES

	DATE		NO OF SHARES	(e)	(g)	(h)
	BOUGHT	SOLD		GROSS SALES PRICE	COST OR BASIS	GAIN OR (LOSS)
FIRST MANHATTAN COMPANY.						
SHORT-TERM CAPITAL GAIN/(LOSS):						
CINRAM INTL INCOME FUND	12/22/06	12/18/07	11,000	56,611 61	219,635 81	(163,024 20)
CINRAM INTL INCOME FUND	12/27/06	12/18/07	14,000	72,051 13	277,971 13	(205,920 00)
CINRAM INTL INCOME FUND	12/29/06	12/18/07	10,000	51,465 10	198,379 84	(146,914 74)
CINRAM INTL INCOME FUND	03/05/07	12/18/07	10,000	51,465 09	196,689 63	(145,224 54)
SCHERLING-PLOUGH CORP	03/27/08	09/19/08	75,000	1,366,007 61	1,459,083 96	(93,076 35)
TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)				1,597,600 54	2,351,760 37	(754,159 83)
LONG-TERM CAPITAL GAIN/(LOSS):						
COLGATE-PALMOLIVE CO	10/30/03	03/17/08	10,000	758,904 29	520,935 20	237,969 09
NOVARTIS AG SPONSORED ADR	04/26/04	04/24/08	5,000	249,598 93	223,125 32	26,473 61
LIBERTY CAPITAL SER A	05/23/02	05/01/08	1,000	15,303 31	10,445 87	4,857 44
LIBERTY CAPITAL SER A	06/20/02	05/01/08	1,000	15,303 31	9,003 98	6,299 33
LIBERTY CAPITAL SER A	12/02/02	05/01/08	80	1,224 27	699 71	524 56
LIBERTY CAPITAL SER A	05/30/03	05/01/08	420	6,427 39	4,406 12	2,021 27
LIBERTY CAPITAL SER A	08/09/05	05/01/08	2,500	38,258 28	26,924 26	11,334 02
LIBERTY CAPITAL SER A	10/27/05	05/01/08	2,500	38,258 28	24,957 33	13,300 95
CULLEN FROST BANKERS INC	12/27/06	05/27/08	7,600	421,606 88	124,925 01	296,681 87
CULLEN FROST BANKERS INC	05/27/97	05/27/08	32,400	1,797,376 70	636,862 50	1,160,514 20
NOVARTIS AG SPONSORED ADR	04/26/04	06/05/08	15,000	784,717 35	669,375 96	115,341 39
NOVARTIS AG SPONSORED ADR	05/20/05	06/05/08	10,000	523,144 90	481,807 86	41,337 04
LIBERTY MEDIA CORP NEW ENTMT	05/23/02	07/24/08	4,000	95,870 87	58,673 88	37,196 99
LIBERTY MEDIA CORP NEW ENTMT	06/20/02	07/24/08	4,000	95,870 87	50,574 89	45,295 98
LIBERTY MEDIA CORP NEW ENTMT	12/02/02	07/24/08	320	7,669 67	3,930 21	3,739 46
LIBERTY MEDIA CORP NEW ENTMT	05/30/03	07/24/08	1,680	40,265 76	24,748 92	15,516 84
LIBERTY MEDIA CORP NEW ENTMT	08/09/05	07/24/08	10,000	239,677 17	151,232 20	88,444 97
LIBERTY MEDIA CORP NEW ENTMT	10/27/05	07/24/08	10,000	239,677 16	140,184 07	99,493 09
CAPITAL ONE FINANCIAL	06/21/04	09/19/08	19,383	1,126,598 65	1,308,687 03	(182,088 38)
ASCENT MEDIA COM SER A	05/23/02	10/06/08	100	2,298 56	2,237 98	60 58
ASCENT MEDIA COM SER A	06/20/02	10/06/08	100	2,298 55	1,929 06	369 49
ASCENT MEDIA COM SER A	12/02/02	10/06/08	8	183 88	149 90	33 98
ASCENT MEDIA COM SER A	05/30/03	10/06/08	42	965 39	943 99	21 40
ASCENT MEDIA COM SER A	07/26/05	10/06/08	3,000	68,956 66	67,028 40	1,928 26
TOTAL LONG-TERM CAPITAL GAIN/(LOSS)				6,570,457 08	4,543,789 65	2,026,667 43
TOTAL CAPITAL GAIN/(LOSS)				8,168,057 62	6,895,550 02	1,272,507 60

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 3B - AMENDED

Form 990-PF, 2007

BANC AMERICA INVESMENTS & MISC	NUMBER OF SHARES	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	BASIS AND EXP OF SALE	CAPITAL ST GAIN/ (LOSS)	CAPITAL LT GAIN/ (LOSS)
SHORT-TERM CAPITAL GAIN/(LOSS):							
NONE							0
TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)				0	0	0	0
LONG-TERM CAPITAL GAIN/(LOSS):							
GENERAL AMERICAN INV INC	LTCG DISTRIB		12/21/2007	207,899			207,899
GENERAL AMERICAN INV INC	LTCG DISTRIB		10/31/2008	9,965			9,965
TOTAL LONG-TERM CAPITAL GAIN/(LOSS)				217,864	0	0	217,864
TOTAL CAPITAL GAIN/(LOSS)				217,864	0	0	217,864
							217,864

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 3C - AMENDED	Form 990-PF, 2007

HEDGE FUNDS	NUMBER OF SHARES	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	BASIS AND EXP OF SALE	CAPITAL ST GAIN/ (LOSS)	CAPITAL LT GAIN/ (LOSS)
SHORT-TERM CAPITAL GAIN/(LOSS):							
NONE						0	
TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)				0	0	0	0
LONG-TERM CAPITAL GAIN/(LOSS):							
Gotham Partners International SERIES B/2	8 421		10/31/2008	91,698	7,704		83,994
Gotham Partners International SERIES B/7	0 885		10/31/2008		809		(809)
Gift Certificates com (Liquidation)			12/31/2007		16,118		(16,118)
TOTAL LONG-TERM CAPITAL GAIN/(LOSS)				91,698	24,631	0	67,067
TOTAL CAPITAL GAIN/(LOSS)				91,698	24,631	0	67,067
							67,067

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses - AMENDED	Form 990-PF, 2007

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
LIQUID ASSETS						
	First Manhattan Liquid Assets		36,111	36,111	0	
TOTAL LIQUID ASSETS			36,111	36,111	0	0
U.S. TREASURY BILLS & NOTES						
400,000	United States Treasury Bill 01/15/2009 Maturity Date	10/09/08	3,992,118	3,997,040	4,922	
TOTAL U.S. TREASURY BILLS & NOTES			3,992,118	3,997,040	4,922	0
TAXABLE BONDS & NON-CV PFD						
6,846						
Total Taxable Bonds & Non-CV PFD-FMCO			0	0	0	0
Bond (Discount) Premium			0	0	0	
TOTAL CORPORATE BONDS			\$ -	\$ -	\$ -	\$ -

ROBERT M. BEREN FOUNDATION, INC.
Schedule of Unrealized Gains & Losses - AMENDED
48-0990309
Form 990-PF, 2007

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
EQUITIES						
45,000	ABB LTD Sponsored ADR	09/26/08	905,928	591,750	(314,178)	
600	Altra Group Inc Com	12/21/88	1,131	11,514		10,383
2,400	Altra Group Inc Com	02/15/89	4,933	46,056		41,123
20,500	Altra Group Inc Com	05/27/97	208,149	393,395		185,246
23,500	Altra Group Inc Com	04/30/08	478,355	450,965	(27,390)	
9,958	Amenca Atlantic Co	12/28/95	88,708	129,454		40,746
3,600	American Express Co	08/12/88	25,871	99,000		73,129
3,900	American Express Co	07/31/90	29,464	107,250		77,786
20,000	American Express Co	12/22/00	930,096	550,000		(380,096)
7,124	BankAmerica Corp	08/15/94	68,026	172,187		104,161
12,876	BankAmerica Corp	12/01/00	256,166	311,213		55,047
35	Berkshire Hathaway Inc	05/27/97	1,518,996	4,042,150		2,523,154
15,000	Brooks Automation Inc New Com	11/25/96	636,418	102,750		(533,668)
15,000	CBS Corp-CL B Com	12/16/04	420,234	145,650		(274,584)
5,000	CBS Corp-CL B Com	12/27/05	131,449	48,550		(82,899)
20,000	CBS Corp-CL B Com	02/01/06	525,804	194,200		(331,604)
10,000	CBS Corp-CL B Com	06/04/08	221,330	97,100	(124,230)	
10,000	CBS Corp-CL B Com	08/12/08	174,906	97,100	(77,806)	
20,000	CVS Corp	03/25/96	145,948	613,000		467,052
10,000	CVS Corp	08/08/01	180,279	300,500		126,221
13,694	CVS Corp	11/16/06	400,379	419,721		19,342
10,000	Colgate - Palmolive Co	07/27/94	131,313	627,600		496,287
5,000	Colgate - Palmolive Co	10/30/03	260,468	313,800		53,332
343	Costco Whsl Corp New Com	12/21/01	13,977	19,554		5,577
10,000	Dime Bancorp Inc New	07/23/93 split		900		900
1,000	Discovery Communications Inc	05/23/02	12,530	13,640		1,110
1,000	Discovery Communications Inc	06/20/02	10,800	13,640		2,840
80	Discovery Communications Inc	12/02/02	839	1,091		252
420	Discovery Communications Inc	05/30/03	5,285	5,729		444

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses - AMENDED	Form 990-PF, 2007

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
30,000	Discovery Communications Inc	07/26/05	375,272	409,200		33,928
1,000	Discovery Communications Inc	05/23/02	13,310	13,320		10
1,000	Discovery Communications Inc	06/20/02	11,473	13,320		1,847
80	Discovery Communications Inc	12/02/02	892	1,066		174
420	Discovery Communications Inc	05/30/03	5,614	5,594		(20)
30,000	Discovery Communications Inc	07/26/05	398,635	399,600		965
24,000	General Electric Co	12/22/00	1,167,000	468,240		(698,760)
26,000	General Electric Co	04/06/06	894,497	507,260		(387,237)
25,000	Glaxosmithkline Plc Adr	04/06/06	1,298,293	967,500		(330,793)
1,000	Hartford Financial Services	06/24/85	5,755	10,320		4,565
18,000	Hartford Financial Services	12/22/00	1,255,500	185,760		(1,069,740)
10,000	International Business Machine	12/27/00	853,991	929,700		75,709
6,000	International Business Machine	06/16/05	462,494	557,820		95,326
14,000	Johnson & Johnson	08/04/89	92,398	858,760		766,362
14,000	Kellogg Co	05/23/06	646,950	705,880		58,930
14,000	Kellogg Co	05/24/06	653,762	705,880		52,118
35,000	Leucadia National Corp	12/27/96	182,333	939,400		757,067
37,000	Microsoft Corp	05/23/05	962,091	826,210		(135,881)
15,000	Microsoft Corp	06/16/05	377,475	334,950		(42,525)
5,000	Microsoft Corp	03/30/07	139,534	111,650		(27,884)
35,000	Nestle Sa-Sponsored	05/21/02	841,323	1,348,410		507,087
8,750	Nestle Sa-Sponsored	06/24/02	201,331	337,103		135,772
30,000	Procter & Gamble Co	05/03/07	1,870,933	1,936,200		65,267
600	Philip Morris Intl Inc Com	12/21/88	2,598	26,082		23,484
2,400	Philip Morris Intl Inc Com	02/15/89	11,334	104,328		92,994
20,500	Philip Morris Intl Inc Com	05/27/97	478,196	891,135		412,939
30,000	Reed Elsevier P L C Spon ADR	08/13/08	1,353,780	1,060,800	(292,980)	
60,000	Sprint Aerosystems HLDGS Inc	10/03/08	875,138	967,800	92,662	
13,000	3M Co Com	04/20/05	993,421	835,900		(157,521)
4,000	3M Co Com	08/04/05	294,442	257,200		(37,242)

ROBERT M. BEREN FOUNDATION, INC.
Schedule of Unrealized Gains & Losses - AMENDED
48-0990309
Form 990-PF, 2007

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
40,000	Reckitt Benckiser Plc Shs	01/26/00	435,152	1,748,000		1,312,848
10,000	Reckitt Benckiser Plc Shs	02/11/00	93,389	437,000		343,611
7,500	Tyco Intl Ltd	06/28/05	354,461	189,600		(164,861)
1,250	Tyco Intl Ltd	09/12/05	56,791	31,600		(25,191)
5,000	Tyco Intl Ltd	04/07/06	207,464	126,400		(81,064)
13,750	Tyco Intl Ltd	11/26/07	543,498	347,600	(195,898)	
26,200	Seaspan Corp Com	06/08/07	775,645	302,872		(472,773)
15,000	U S T Inc	02/28/02	525,022	1,013,850		488,828
15,000	U S T Inc	06/20/02	550,955	1,013,850		462,895
16,000	United Parcel SVC INC CL B	11/06/06	1,196,660	844,480		(352,180)
4,000	United Parcel SVC INC CL B	12/19/06	305,048	211,120		(93,928)
15,000	United Technologies Corp	06/06/08	1,016,112	824,400	(191,712)	
34,000	Wyeth	09/19/08	1,304,045	1,094,120	(209,925)	
500,000	Wrigley WM JR CO SR NT	10/28/08	313,375	319,580	6,205	
15,000	Zimmer Hldgs Inc	11/15/07	1,004,657	696,450	(308,207)	
5,000	Zimmer Hldgs Inc	01/22/08	332,327	232,150	(100,177)	
	Total Equities-FMCO		33,522,148	36,074,919	(1,743,637)	4,296,407
	Banc Amenca Securities		1,996,231	2,830,414		834,183
	TOTAL EQUITIES		\$ 35,518,379	\$ 38,905,333	\$ (1,743,637)	\$ 5,130,590
			(0 44)			

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses - AMENDED	Form 990-PF, 2007

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
INVESTMENTS - OTHER						
Hedge Fund	Ascot Partners LP		28,876	0		(28,876)
Hedge Fund	Gift Certificates com		2,384	1,949		(435)
Hedge Fund	Gotham Partners International		141,452	7,596		(133,856)
TOTAL INVESTMENTS - OTHER			172,712	9,545	0	(163,167)

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule of Contributions - AMENDED

Form 990-PF, 2007

"X" = Written ackn rec'd
 "NN" = Wntten ackn not
 necessary

10/27/08 #2430	ALBERT EINSTEIN COLLEGE OF MEDICINE P O BOX 220627 WEST PALM BEACH, FL 33422	90,000 00 X	2007 PLEDGE
11/23/07 #2406	AMERICAN CANCER SOCIETY FLORIDA DIVISION P O BOX 13300 TAMPA, FL 33681-3300	50 00 NN	2007 PLEDGE
08/14/08 #2428	AMERICAN FRIENDS OF BEIT MORASHA C/O MR LEE BOTNICK 15 AMBERSON ST YONKERS, NY 10705	100,000 00 X	GENERAL FUND
10/27/08 #2431	AMERICAN FRIENDS OF GAN YAVNE YOUTH VILLAGE 305 SEVENTH AVENUE, SUITE 1200 NEW YORK, NY 10001	1,800 00	GENERAL FUND
10/27/08 #2432	AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVENUE, SUITE 101 NORTHBROOK, IL 60062	500 00 X	GENERAL FUND
09/19/08 #2429	AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK, NY 10110	10,000 00 X	GENERAL FUND
03/19/08 #2415	AMERICAN ISRAEL EDUCATION FUND 251 H STREET, NW WASHINGTON, DC 20001	75,000 00 X	GENERAL FUND
10/29/08 #2467	AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET, ROOM 600 NEW YORK, NY 10126	1,800 00 X	GENERAL FUND
10/29/08 #2468	ANTI-DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	1,800 00 X	GENERAL FUND
10/27/08 #2433	AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 2121 ALTON PARKWAY, SUITE 250 IRVINE, CA 92606	1,000 00 X	GENERAL FUND
01/30/08 #2411	BRADLY UROLOGICAL CENTER OF JOHN HOPKINS UNIVERSIT 12 WEST 31ST STREET, SUITE 300 NEW YORK, NY 10001	500 00	HARRY BEREN SPORTS FIELD
10/27/08 #2434	CAMP RAMAH IN CALIFORNIA 15600 MULHOLLAND DRIVE LOS ANGELES, CA 90077	5,000 00 X	CELEBRATION DINNER HONORING JULIE & MARC PLATT
10/29/08 #2472	CHABAD HOUSE LUBAVITCH OF PALM BEACH	5,000 00	

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule of Contributions - AMENDED

Form 990-PF, 2007

"X" = Written ackn rec'd
 "NN" = Written ackn not
 necessary

5/19/2008 #2420	FLIGHT 93 NATIONAL MEMORIAL FUND P O BOX 96149 WASHINGTON, DC 20090-6149	250 00 X	GENERAL FUND
10/29/2008 #2470	FOUNDATION FOR JEWISH CAMPING, INC 6 East 39th Street Tenth Floor New York, Ny 10016	100,000 00 X	GENERAL FUND
12/10/07 #2408	FRIENDS OF HARVARD JUDAICA COLLECTION WIDENER LIBRARY M HARVERD UNIVERSITY CAMBRIDGE, MA 02138	50 00 X	GENERAL FUND
10/29/2008 #2469	FRIENDS OF THE JEWISH CHAPEL 326 FIRST ST, SUITE 11 ANAPOLIS, MD 21403	500 00 X	GENERAL FUND
10/27/08 #2435	FRIENDS OF HARVARD TENNIS HARVARD UNIVERSITY, MURR CENTER 65 NORTH HARVARD STREET BOSTON, MA 02163	3,000 00 X	GENERAL FUND
08/20/08 #2450	GIRL SCOUTS OF THE GOLDEN PLAINS COUNCIL ATTN Ms SHELLY CHENOWETH 360 LEXINGTON ROAD WICHITA, KS 67218	1,000 00 X	GENERAL FUND
01/30/08 #2410	HARRY S TRUMAN LIBRARY INSTITUTE 500 WEST US HIGHWAY 24 INDEPENDENCE, MO 64050-1798	20,000 00 X	GENERAL FUND
10/29/2008 #2473	HARVARD BUSINESS SCHOOL SOLDIER'S FIELD BOSTEN MA, 02163	2,500 00 X	HBS DEANS FUND
03/26/08 #2417	HARVARD UNIVERSITY 124 MT AUBURN STREET CAMBRIDGE, MA 02138	2,500 00 X	PROFESSORSHIP Charles D "Chuck" Thomason Memonal Fund
10/29/08 #2471	HARVARD UNIVERSITY CENTER FOR JEWISH STUDIES 6 DIVINITY AVENUE CAMBRIDGE, MA 02138	1,000 00 X	GENERAL FUND
10/27/08 #2436	HARVARD HILLEL 52 MOUJNT AUBURN ST CAMBRIDGE, MA 02138	25,000 00	GENERAL FUND
10/27/08 #2437	HARVARD-WESTLAKE SCHOOL 700 N FARING RD LOS ANGELES, CA 90077	1,500 00 X	GENERAL FUND

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule of Contributions - AMENDED

Form 990-PF, 2007

"X" = Written ackn rec'd
 "NN" = Written ackn not
 necessary

11/23/07 #2407	HEBREW CONGREGATION	10,000 00	X	PLEDGE
02/13/08 #2413	1850 NORTH WOODLAWN WICHITA KS 67208	1,000 00	X	GENERAL FUND
10/27/08 #2456	HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE ARTHUR AND ROCHELLE BELFER BUILDING 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	50,000 00	X	INTERNATIONAL BOARD OF GOVENORS
04/18/08 #2419	HILLEL AT THE UNIVERSITY OF FLORIDA 2020 WEST UNIVERITY AVE GAINSVILLE, FL 32603	120 00	X	INTERNATIONAL BOARD OF GOVENORS
03/10/08 #2414	ISRAEL CHILDREN'S CENTERS 2151 WEST HILLSBORO BOULEVARD, SUITE 306 DEERFIELD BEACH, FL 33442-1107	5,000 00	X	FRIEND FOR LIFE SOCIETY
10/27/08 #2457	JEWISH FEDERATION OF PALM BEACH COUNTY 4601 COMMUNITY DRIVE WEST PALM BEACH, FLORIDA 33417-2760	425,000 00	X	WOMAN'S DIVISION GENERAL FUND THE ETHEL AND ADOLPH BEREN EDUCATORS INSITUTE GENERAL FUND
10/27/08 #2458	JEWISH NATIONAL FUND P O BOX 800 ROCKVILLE CENTRE, NY 11571-0800	1,800 00	X	GENERAL FUND
03/26/08 #2416	JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HWY JUPITER, FL 33458-7205	1,000 00	X	GENERAL FUND
10/27/08 #2466	OHR TORAH STONE	250,000 00		GENERAL FUND
02/04/08 #2412	PALM BEACH ORTHODOX SYNAGOGUE	8,000 00	X	GENERAL FUND
07/21/08 #2424	P O BOX 3225	18,000 00		GENERAL FUND
10/27/08 #2459	PALM BEACH, FL 33480	200,000 00	X	Beren Sanctuary & Library
01/18/08 #2409	PALM BEACH PET RESCUE, INC 378 NORTHLAKE BLVD PMB #129 NORTH PALM BEACH, FL 33408	100 00	NN	GENERAL FUND
10/27/08 #2462	PARTNERS IN HEALTH	500 00		GENERAL FUND
7/21/2008 #2423	RAYMOND F KRAVIS CENTER FOR THE PERFORMING ARTS 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401	925 00	X	GENERAL FUND
10/27/08 #2460	ROBERT M BEREN ACADEMY	100,000 00	X	2007 PLEDGE
10/27/08 #2461	11333 CLIFFWOOD DRIVE	100,000 00	X	2007 PLEDGE

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule of Contributions - AMENDED

Form 990-PF, 2007

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HOUSTON, TX 77035-6011

6/9/2008 #2421	SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TURLANE UNIVERSITY MR BOX 1692 31 MCALISTER DRIVE NEW ORLEANS, LA 70118-5555	500 00 X	GENERAL FUND
10/27/08 #2463	UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	25,000 00 X	GENERAL FUND
07/25/08 #2425	USO P O Box 96860 Washington, DC 20077-7677	100 00 X	GENERAL FUND
10/27/08 #2464	WICHITA COLLEGIATE SCHOOL 9115 EAST 13TH STREET WICHITA, KS 67206	100,000 00 X	BEREN MIDDLE SCHOOL
10/27/08 #2465	WORLD JEWISH CONGRESS P O BOX 90400 WASHINGTON, DC 20090-0400	1,000 00 X	GENERAL FUND
8/8/2008 #2427	YESHIVA UNIVERSITY 500 WEST 185TH STREET NEW YORK, NY 10033	25,000 00 X	GENERAL FUND

TOTAL CONTRIBUTIONS **1,772,795.00**

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10/27/08 #2430	ALBERT EINSTEIN COLLEGE OF MEDICINE P O BOX 220627 WEST PALM BEACH, FL 33422	90,000 00 X	2007 PLEDGE
11/23/07 #2406	AMERICAN CANCER SOCIETY FLORIDA DIVISION P O BOX 13300 TAMPA, FL 33681-3300	50 00 NN	2007 PLEDGE
08/14/08 #2428	AMERICAN FRIENDS OF BEIT MORASHA C/O MR LEE BOTNICK 15 AMBERSON ST YONKERS, NY 10705	100,000 00 X	GENERAL FUND
10/27/08 #2431	AMERICAN FRIENDS OF GAN YAVNE YOUTH VILLAGE 305 SEVENTH AVENUE, SUITE 1200 NEW YORK, NY 10001	1,800 00	GENERAL FUND
10/27/08 #2432	AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVENUE, SUITE 101 NORTHBROOK, IL 60062	500 00 X	GENERAL FUND
09/19/08 #2429	AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK, NY 10110	10,000 00 X	GENERAL FUND
03/19/08 #2415	AMERICAN ISRAEL EDUCATION FUND 251 H STREET, NW WASHINGTON, DC 20001	75,000 00 X	GENERAL FUND
10/29/08 #2467	AMERICAN JEWISH COMMITTEE 165 EAST 58TH STREET, ROOM 600 NEW YORK, NY 10126	1,800 00 X	GENERAL FUND
10/29/08 #2468	ANTI-DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	1,800 00 X	GENERAL FUND
10/27/08 #2433	AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 2121 ALTON PARKWAY, SUITE 250 IRVINE, CA 92606	1,000 00 X	GENERAL FUND
01/30/08 #2411	BRADLY UROLOGICAL CENTER OF JOHN HOPKINS UNIVERSIT 12 WEST 31ST STREET, SUITE 300 NEW YORK, NY 10001	500 00	HARRY BEREN SPORTS FIELD
10/27/08 #2434	CAMP RAMAH IN CALIFORNIA 15600 MULHOLLAND DRIVE LOS ANGELES, CA 90077	5,000 00 X	CELEBRATION DINNER HONORING JULIE & MARC PLATT
10/29/08 #2472	CHABAD HOUSE LUBAVITCH OF PALM BEACH	5,000 00 X	GENERAL FUND

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5/19/2008 #2420	FLIGHT 93 NATIONAL MEMORIAL FUND P O BOX 96149 WASHINGTON, DC 20090-6149	250 00 X	GENERAL FUND
10/29/2008 #2470	FOUNDATION FOR JEWISH CAMPING, INC 6 East 39th Street Tenth Floor New York, Ny 10016	100,000 00 X	GENERAL FUND
12/10/07 #2408	FRIENDS OF HARVARD JUDAICA COLLECTION WIDENER LIBRARY M HARVERD UNIVERSITY CAMBRIDGE, MA 02138	50 00 X	GENERAL FUND
10/29/2008 #2469	FRIENDS OF THE JEWISH CHAPEL 326 FIRST ST, SUITE 11 ANAPOLIS, MD 21403	500 00 X	GENERAL FUND
10/27/08 #2435	FRIENDS OF HARVARD TENNIS HARVARD UNIVERSITY, MURR CENTER 65 NORTH HARVARD STREET BOSTON, MA 02163	3,000 00 X	GENERAL FUND
08/20/08 #2450	GIRL SCOUTS OF THE GOLDEN PLAINS COUNCIL ATTN Ms SHELLY CHENOWETH 360 LEXINGTON ROAD WICHITA, KS 67218	1,000 00 X	GENERAL FUND
01/30/08 #2410	HARRY S TRUMAN LIBRARY INSTITUTE 500 WEST US HIGHWAY 24 INDEPENDENCE, MO 64050-1798	20,000 00 X	GENERAL FUND
10/29/2008 #2473	HARVARD BUSINESS SCHOOL SOLDIER'S FIELD BOSTEN MA, 02163	2,500 00 X	HBS DEANS FUND
03/26/08 #2417	HARVARD UNIVERSITY 124 MT AUBURN STREET CAMBRIDGE, MA 02138	2,500 00 X	PROFESSORSHIP Charles D "Chuck" Thomason Memorial Fund
10/29/08 #2471	HARVARD UNIVERSITY CENTER FOR JEWISH STUDIES 6 DIVINITY AVENUE CAMBRIDGE, MA 02138	1,000 00 X	GENERAL FUND
10/27/08 #2436	HARVARD HILLEL 52 MOUJINT AUBURN ST CAMBRIDGE, MA 02138	25,000 00	GENERAL FUND
10/27/08 #2437	HARVARD-WESTLAKE SCHOOL 700 N FARING RD LOS ANGELES, CA 90077	1,500 00 X	GENERAL FUND

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