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

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

Open to Public Inspection

For calendar year 2012 or tax year beginning NOVEMBER 11 , 2012, **and ending** OCTOBER 31 , 2013

Name of foundation THE ROBERT M. BEREN FOUNDATION INC.		A Employer identification number 48-0990309
Number and street (or P O box number if mail is not delivered to street address) 2020 N. BRAMBLEWOOD	Room/suite	B Telephone number (see instructions) 316-265-3311
City or town, state, and ZIP code WICHITA KS 67206		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>67,535,586</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 <input type="checkbox"/> if the foundation is not required to attach Sch. B	SCH 1			
	3 Interest on savings and temporary cash investments	673	673		
	4 Dividends and interest from securities	1,375,829	1,375,829		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,390,235			
	b Gross sales price for all assets on line 6a <u>4,819,981</u>				
	7 Capital gain net income (from Part IV, line 2)		1,390,235		
	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)	0			
	11 Other income (attach schedule)	86	86		
	12 Total. Add lines 1 through 11	2,766,823	2,766,823	0	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) SCH 1	1,338			1,338
	c Other professional fees (attach schedule) SCH 1	471,831	471,831		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) SCH 1	45,963			30,963
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses (attach schedule) SCH 1	24			24	
24 Total operating and administrative expenses. Add lines 13 through 23	519,156	471,831	0	32,325	
25 Contributions, gifts, grants paid	2,693,455			2,693,455	
26 Total expenses and disbursements. Add lines 24 and 25	3,212,611	471,831	0	2,725,780	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(445,788)				
b Net investment income (if negative, enter -0-)		2,294,992			
c Adjusted net income (if negative, enter -0-)			0		

P 21

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	147,599	7,473	7,473
	2	Savings and temporary cash investments	3,277,187	164,507	164,507
	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 ▶			
	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) SCH 4	32,355,674	35,753,196	65,194,994
	c	Investments—corporate bonds (attach schedule) SCH 4	2,382,295	1,793,295	2,161,016
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) SCH 5	168,013	166,509	7,596	
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)	38,330,768	37,884,980	67,535,586	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	(1,062,383)	(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)	(1,062,383)	(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 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	39,393,151	38,947,363	
	30	Total net assets or fund balances (see instructions)	39,393,151	38,947,363	
	31	Total liabilities and net assets/fund balances (see instructions)	38,330,768	37,884,980	

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	39,393,151
2	Enter amount from Part I, line 27a	2	(445,788)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,947,363
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	38,947,363

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			VARIOUS	2012-2013
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				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,390,235
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))
2011	2,427,020	54,775,739	0.0443
2010	2,325,380	51,847,065	0.0449
2009	2,158,664	48,328,129	0.0447
2008	1,971,573	41,214,858	0.0478
2007	1,790,265	54,374,660	0.0329
2	Total of line 1, column (d)		2 0.2146
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 .0429
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 62,730,200
5	Multiply line 4 by line 3		5 2,691,126
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 22,950
7	Add lines 5 and 6		7 2,714,076
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 2,725,780

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	22,950
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	22,950
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	22,950
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,341
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	25,341
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	2,391
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,391 Refunded	11	0

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)? <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>		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KANSAS		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

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? Website address ▶	13	X	
14	The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 316-265-3311 Located at ▶ 2020 N. BRAMBLEWOOD, WICHITA, KS ZIP+4 ▶ 67206			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 instructions.)	2b	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		
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 checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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? Yes No

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
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	PRES, TREAS 1 HR	NONE	NONE	NONE
CHARLES B. SPRADLIN, JR. 2020 N. BRAMBLEWOOD, WICHITA, KS 67206	SECRETARY 1 HR	NONE	NONE	NONE

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

Total number of other employees paid over \$50,000 Yes No

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
FIRST MANHATTAN COMPANY 399 PARK AVENUE, 28TH FLOOR, NEW YORK, NY 10022-4871	INVESTMENT ADVICE	466,700
.....		
.....		
.....		
.....		

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

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	
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	
2	
3 All other program-related investments. See instructions.	

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	60,273,187
b	Average of monthly cash balances	1b	3,404,699
c	Fair market value of all other assets (see instructions)	1c	7,596
d	Total (add lines 1a, b, and c)	1d	63,685,482
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	63,685,482
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	955,282
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,730,200
6	Minimum investment return. Enter 5% of line 5	6	3,136,510

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	3,136,510
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,950
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,950
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,113,560
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,113,560
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	3,113,560

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	2,725,780
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	2,725,780
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	22,950
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,702,830

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,113,560
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			1,606,212	
b Total for prior years: 20__ ,20__ ,20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>2,725,780</u>				
a Applied to 2011, but not more than line 2a			1,606,212	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				1,119,568
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
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 instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,993,992
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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 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 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
<p>a <i>Paid during the year</i></p> <p>SCHEDULE 6</p>	NONE	X	SEE SCHEDULE	2,693,455
<p>Total ▶ 3a</p>				2,693,455
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				0

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 1	Form 990-PF, 2012

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

Bank of America/ US Trust Cking & Savings	673
	673

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

Int Income - FMC Liquid Assets	1,111
Int Income - Federal Tax Free	173,775
Taxable Dividends	1,200,943
	1,375,829

PART I, Line 11: Other Income:

Miscellaneous Income -	86
	86

PART I, Line 16b: Accounting Fees:

Gutschenritter & Johnson	1,338
	1,338

PART I, Line 16c: Other Professional Fees:

First Manhattan/US Trust - Advisory fees	466,700
Ascot- Portfolio Deductions	1,504
First Manhattan - Foreign fees	3,627
	471,831

PART I, Line 18: Taxes:

Kansas - Secretary of State	40
Foreign Tax WH-First Manhattan	30,923
Federal Income Tax	15,000
	45,963

PART I, Line 23: Other Expenses:

Postage & Freight	24
	24

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 2	Form 990-PF, 2012

PART XV, QUESTION 1a

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

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 3	Form 990-PF, 2012

PART IV CAPITAL GAINS & LOSSES

	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR (LOSS)
SHORT TERM CAPITAL GAIN - STOCKS US TRUST INVESTMENTS - SCHEDULE 3B ATTACHED	0	0	0
LONG TERM CAPITAL GAIN - STOCKS US TRUST/LIT STTLMNTS - SCHEDULE 3B ATTACHED	28,276	24	28,252
SHORT TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	43,071	0	43,071
LONG TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	4,748,634	3,429,722	1,318,912
	4,819,981	3,429,746	1,390,235

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 3A****Form 990-PF, 2012****PART IV, CAPITAL GAINS & LOSSES**

DATE		NO OF SHARES	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR (LOSS)
BOUGHT	SOLD				

FIRST MANHATTAN COMPANY:**CAPITAL GAIN/(LOSS)-SHORT-TERM:**

BROOKFIELD PROPERTY	04/16/13	04/29/13	2,009	43,071 10	0 00	43,071 10
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TOTAL CAPITAL GAIN/(LOSS) - SHORT-TERM

43,071 10	0 00	43,071 10
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CAPITAL GAIN/(LOSS)-LONG-TERM:

AMERICAN WTR WKS CO INC NEW CM	10/05/09	12/03/12	7,500	285,361 60	146,574 00	138,787 60
CBS CORP CL B COM	02/01/06	12/19/12	6,000	218,878 89	157,741.16	61,137 73
CBS CORPORATION	02/01/16	01/25/13	10,000	420,065 26	262,901 94	157,163 32
CBS CORPORATION	06/04/08	01/25/13	10,000	420,065 26	221,330 48	198,734 78
CBS CORPORATION	08/12/08	01/25/13	10,000	420,065 25	174,905 98	245,159 27
GENERAL ELECTRIC CO	12/22/00	12/19/12	15,000	315,357 93	729,375 00	(414,017 07)
KRAFT FOODS GROUP	06/24/10	06/18/13	10,833	611,443 14	335,241 66	276,201.48
KRAFT FOODS GROUP	08/13/10	06/18/13	2,500	141,106 61	77,401 87	63,704 74
LEUCADIA NATL CORP	01/15/09	08/15/13	700,000	700,000 00	589,000 00	111,000 00
SLM CORP	12/15/11	05/20/13	6,250	142,648 68	83,592 50	59,056 18
SLM CORP	12/15/11	07/18/13	6,250	154,407 31	83,592 50	70,814 81
TYCO INTL LTD	06/28/05	08/28/13	7,500	250,700 32	173,252 91	77,447 41
TYCO INTL LTD	09/12/05	08/28/13	1,250	41,783 39	27,758 21	14,025 18
TYCO INTL LTD	04/07/06	08/28/13	5,000	167,133 55	101,403 80	65,729 75
TYCO INTL LTD	11/26/07	08/28/13	13,750	459,617 25	265,650 23	193,967 02

TOTAL CAPITAL GAIN/(LOSS) - LONG-TERM

4,748,634 44	3,429,722 24	1,318,912 20
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TOTAL CAPITAL GAIN/(LOSS)

4,791,705 54	3,429,722 24	1,361,983 30
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ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 3B

Form 990-PF, 2012

PART IV, CAPITAL GAINS & LOSSES

DATE		NO OF SHARES	(e)	(g)	(h)
BOUGHT	SOLD		GROSS SALE PRICE	COST OR BASIS	GAIN OR (LOSS)

US TRUST INVESTMENTS &
LITIGATION SETTLEMENTS

SHORT-TERM CAPITAL GAIN/(LOSS):

NONE

0

TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)

-	-	-
---	---	---

LONG-TERM CAPITAL GAIN/(LOSS):

GENERAL AMERICAN INVS INC	VARIOUS	01/09/13	0 620	12 71		12 71
GENERAL AMERICAN INVS INC	VARIOUS	02/14/13	0 822	24 57	24 22	0 35
GENERAL AMERICAN INVS INC-CAP GAIN DIST		01/09/13		27,282 28		27,282 28
MARSH & MCLENNA COMPANIES SEC LIT	VARIOUS	07/31/13		956 84		956 84

TOTAL LONG-TERM CAPITAL GAIN/(LOSS)

28,276 40	24 22	28,252 18
-----------	-------	-----------

TOTAL CAPITAL GAIN/(LOSS)

28,276 40	24 22	28,252 18
-----------	-------	-----------

ROBERT M. BEREN FOUNDATION, INC.
Schedule of Unrealized Gains & Losses
48-0990309
Form 990-PF, 2012

No of Shares	Description	Date Bought	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
LIQUID ASSETS						
	First Manhattan Liquid Assets		96,895	96,895	0	
TOTAL LIQUID ASSETS			96,895	96,895	0	0
U.S. TREASURY BILLS & NOTES						
	None		0	0	0	
TOTAL U.S. TREASURY BILLS & NOTES			0	0	0	0
TAXABLE BONDS & NON-CV PFD						
500,000	Donnelley & Sons Co R R NT	06/21/11	493,150	546,250		53,100
500,000	Prestige Brands Inc Gtd Sr Nt	08/16/11	525,025	531,250		6,225
500,000	Western Un Corp Sub Ser Wi	03/18/09	461,745	557,656		95,911
500,000	Wrigley Wm Jr Co Sr Nt	10/28/08	313,375	525,860		212,485
Total Taxable Bonds & Non-CV PFD-FMCO			1,793,295	2,161,016	0	367,721
	Bond (Discount) Premium		0	0	0	
TOTAL CORPORATE BONDS			\$ 1,793,295	\$ 2,161,016	\$ -	\$ 367,721

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule of Unrealized Gains & Losses****Form 990-PF, 2012**

No of Shares	Description	Date Bought	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
EQUITIES						
25,000	Agilent Technologies Inc	05/16/12	1,005,915	1,269,000		263,085
5,000	Agilent Technologies Inc	08/20/12	183,557	253,800		70,243
3,600	American Express Co	08/12/88	25,871	294,480		268,609
3,900	American Express Co	07/31/90	29,464	319,020		289,556
20,000	American Express Co	12/22/00	930,096	1,636,000		705,904
32,500	American Wtr Wks Co Inc New	10/05/09	635,154	1,393,275		758,121
15,000	Anheuser Busch InBev SA NV	12/08/11	890,959	1,555,950		664,991
5,000	Anheuser Busch InBev SA NV	05/17/12	347,525	518,650		171,125
30,000	Approach Resources	06/26/12	698,110	844,500		146,390
18,000	Baxter International Inc	02/11/11	921,992	1,185,660		263,668
3,500	Baxter International Inc	03/07/11	186,696	230,545		43,849
15,000	Beiersdorf AG D N	03/16/12	963,957	1,433,797		469,840
35	Berkshire Hathaway Inc	05/27/97	1,518,996	6,054,818		4,535,822
35,000	Brookfield Asset Mgmt Inc Vtg	06/21/10	875,743	1,385,300		509,557
15,000	Brooks Automation Inc New Com	11/25/96	636,418	144,600		(491,818)
20,000	CVS Corp	03/25/96	145,948	1,245,200		1,099,252
10,000	CVS Corp	08/08/01	180,279	622,600		442,321
8,000	CVS Corp	11/16/06	233,900	498,080		264,180
343	Costco Whsl Corp New Com	12/21/01	13,977	40,474		26,497
33,344	Diageo PLC	10/25/13	1,092,538	1,055,338		(37,200)
11,656	Diageo PLC	10/29/13	381,469	368,912		(12,557)
1,000	Discovery Communications Inc-Ser C	05/23/02	12,225	82,710		70,485
1,000	Discovery Communications Inc-Ser C	06/20/02	10,537	82,710		72,173
80	Discovery Communications Inc-Ser C	12/02/02	819	6,617		5,798
420	Discovery Communications Inc-Ser C	05/30/03	5,156	34,738		29,582
30,000	Discovery Communications Inc-Ser C	07/26/05	366,132	2,481,300		2,115,168
14,000	Discovery Communications Inc-Ser C	12/01/10	502,936	1,157,940		655,004
9,000	General Electric Co	12/22/00	437,625	235,260		(202,365)
26,000	General Electric Co	04/06/06	894,497	679,640		(214,857)
25,000	General Electric Co	02/25/10	395,783	653,500		257,717
8,900	General Growth PPTYS	08/15/13	194,217	195,355	1,138	
22,400	General Growth PPTYS	08/16/13	491,053	491,680	627	
1,500	General Growth PPTYS	09/18/13	32,485	32,925	440	
3,800	General Growth PPTYS	09/23/13	83,271	83,410	139	
3,400	General Growth PPTYS	09/24/13	74,400	74,630	230	
15,000	Groupe Danone	09/11/13	1,115,388	1,113,838	(1,550)	
3,500	Groupe Danone	09/12/13	263,285	259,896	(3,389)	
18,500	Honeywell Intl Inc	12/19/12	1,182,614	1,604,505	421,891	
4,000	International Business Machine	12/27/00	341,596	716,840		375,244
6,000	International Business Machine	06/16/05	462,493	1,075,260		612,767
2,500	International Business Machine	05/12/10	324,197	448,025		123,828
10,000	Johnson & Johnson	08/04/89	65,999	926,100		860,101
10,000	Johnson & Johnson	06/09/10	583,843	926,100		342,257
37,000	Microsoft Corp	05/23/05	962,091	1,309,985		347,894
15,000	Microsoft Corp	06/16/05	377,475	531,075		153,600
5,000	Microsoft Corp	03/30/07	139,534	177,025		37,491
5,000	Microsoft Corp	03/31/11	127,817	177,025		49,208
32,500	Mondelez Intl Inc CL A (Kraft)	06/24/10	624,573	1,093,625		469,052
7,500	Mondelez Intl Inc CL A (Kraft)	08/13/10	144,204	252,375		108,171
35,000	Nestle Sa-Sponsored	05/21/02	841,323	2,534,350		1,693,027
8,750	Nestle Sa-Sponsored	06/24/02	201,331	633,587		432,256
1,799	Pentair LTD (Tyco Intl Ltd)	06/28/05	66,943	120,695		53,752

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule of Unrealized Gains & Losses****Form 990-PF, 2012**

No of Shares	Description	Date Bought	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
EQUITIES (Continued)						
300	Pentair LTD (Tyco Intl Ltd)	09/12/05	10,726	20,127		9,401
1,200	Pentair LTD (Tyco Intl Ltd)	04/07/06	39,182	80,508		41,326
3,299	Pentair LTD (Tyco Intl Ltd)	11/26/07	102,645	221,330		118,685
600	Philip Morris Intl Inc Com	12/21/88	2,598	53,472		50,874
2,400	Philip Morris Intl Inc Com	02/15/89	11,334	213,888		202,554
20,500	Philip Morris Intl Inc Com	05/27/97	478,196	1,826,960		1,348,764
25,000	Procter & Gamble Co	05/03/07	1,559,110	2,018,750		459,640
13,000	3M Co Com	04/20/05	993,421	1,636,050		642,629
4,000	3M Co Com	08/04/05	294,442	503,400		208,958
33,000	Reckitt Benckiser Plc Shs	01/26/00	359,000	2,570,303		2,211,303
10,000	Reckitt Benckiser Plc Shs	02/11/00	93,389	778,880		685,491
75,000	Rouse Pptys Inc	01/24/12	823,404	1,516,500		693,096
25,000	SLM Corporation Voting	12/15/11	334,370	634,250		299,880
25,000	Suntrust Banks Inc	12/30/11	442,612	841,000		398,388
20,000	Target Corporation	01/28/13	1,224,597	1,295,800	71,203	
20,000	Ultra Pete Corp Com	05/06/11	935,801	367,200		(568,601)
24,000	Ultra Pete Corp Com	03/02/12	587,936	440,640		(147,296)
15,000	United Technologies Corp	06/06/08	1,016,112	1,593,750		577,638
32,000	Wells Fargo & Co New	06/21/10	908,685	1,366,080		457,395
5,000	Wells Fargo & Co New	10/19/10	125,012	213,450		88,438
	Total Equities-FMCO		33,566,978	60,735,058	490,729	26,677,351
	US Trust Securities		2,186,218	4,459,936		2,273,718
	TOTAL EQUITIES		\$ 35,753,196	\$ 65,194,994	\$ 490,729	\$ 28,951,069

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule of Contributions****Form 990-PF, 2012**

"X" = Written ackn rec'd

"NN" = Written ackn not necessary

10/16/13 #1579	AMERICAN CANCER SOCIETY FLORIDA DIVISION P O BOX 13300 TAMPA, FL 33681-3300	250 00	X	GENERAL FUND
05/22/13 #1558	AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001	75,000 00	X	GENERAL FUND
10/16/13 #1588	ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158-3560	2,500.00	X	GENERAL FUND
11/23/12 #1540	ARTHRITIS FOUNDATION 400 HIBISCUS STREET, SUITE 100 WEST PALM BEACH, FL 33401	50 00	X	GENERAL FUND
03/15/13 #1552	ARTHUR I MEYER JEWISH ACADEMY 3261 NORTH MILITARY TRAIL WEST PALM BEACH, FL 33409	2,000 00	X	STUDENT ISRAEL TRIP FUND
10/16/13 #1580	AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 2121 ALTON PARKWAY, SUITE 250 IRVINE, CA 92606	2,000 00	X	GENERAL FUND
4/19/2013 #1555	BEIT KNESSET RAMBAM RAHOV SHEAR YISHUV 4 P.O B. 3586 BEER SHEVA 84135 ISRAEL	500 00	X	SHELTER DONATION
10/16/13 #1585	CAMP RAMAH IN CALIFORNIA 17525 VENTURA BOULEVARD, SUITE 201 ENCINO, CA 91316	2,500 00	X	GENERAL FUND
10/16/13 #1589	EMORY UNIVERSITY 1256 BRIARCLIFF ROAD A-408N ATLANTA, CA 30306	500 00	X	INSTITUTE FOR THE STUDY OF MODERN ISRAEL
10/16/13 #1590	FOUNDATION FOR JEWISH CAMP, INC 253 WEST 35TH STREET, 4TH FLOOR NEW YORK, NY 10016	100,000 00	X	GENERAL FUND
01/21/13 #1546	FOUNDATION FOR PERIPHERAL NEUROPATHY 485 HALF DAY ROAD SUITE 200 BUFFALO GROVE, IL 60089	1,500 00	X	GENERAL FUND
10/16/13 #1591	FRIENDS OF HARVARD JUDAICA COLLECTION WIDENER LIBRARY M HARVARD UNIVERSITY	50 00	X	GENERAL FUND

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule of Contributions****Form 990-PF, 2012**

"X" = Written ackn rec'd

"NN" = Written ackn not necessary

CAMBRIDGE, MA 02138

10/16/13 #1578	FRIENDS OF THE JEWISH CHAPEL 326 FIRST ST, SUITE 22 ANAPOLIS, MD 21403	500 00	X	GENERAL FUND
10/16/2013 #1586	FRIENDS OF HARVARD ATHLETICS TENNIS 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	3,000 00	X	FRIENDS OF HARVARD ATHLETICS TENNIS
2/18/2013 #1548	GEORGE BUSH FOUNDATION P O. BOX 600610 DALLAS, TX 75360	23,000 00	X	GEORGE W. BUSH PRESIDENTIAL CENTER
5/17/2013 #1556	HARRY S TRUMAN LIBRARY INSTITUTE 500 WEST US HIGHWAY 24 INDEPENDENCE, MISSOURI 64050	500 00	X	GENERAL FUND
10/9/2013 #1574	HARVARD MAGAZINE PO BOX 414946 BOSTON, MA 02241	50.00	X	SUPPORT 2014 ANNUAL FUND
10/16/13 #1581	HARVARD UNIVERSITY CENTER FOR JEWISH STUDIES 6 DIVINITY AVENUE CAMBRIDGE, MA 02138	1,000 00	X	HARVARD UNIVERSITY CENTER FOR JEWISH STUDIES
09/04/13 #1570	HARVARD HILLEL	50,000 00	X	INTERNATIONAL BOARDS OF GOVERNORS
10/16/13 #1584	52 MOUNT AUBURN ST CAMBRIDGE, MA 02138	25,000 00	X	ACTIVITIES OF THE HARVARD HILLEL
10/21/13 #1592	HARVARD-WESTLAKE SCHOOL 700 N FARING RD. LOS ANGELES, CA 90077	1,500 00	X	GENERAL FUND
02/20/13 #1549	HEBREW CONGREGATION	1,000 00	X	GENERAL FUND
09/03/13 #1568	1850 NORTH WOODLAWN	18,000 00	X	GENERAL FUND
09/18/13 #1572	WICHITA KS 67208	1,800 00	X	GARY BACHUS FUND
10/16/13 #1582	HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE	50,000 00	X	HILLEL SENIOR JEWISH EDUCATOR AND ISRAEL FELLOW INITIATIVES
10/16/13 #1583	ARTHUR AND ROCHELLE BELFER BUILDING 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	50,000.00	X	INTERNATIONAL BOARD OF GOVERNORS
01/23/13 #1547	HILLELOF BROWARD AND PALM BEACH 777 GLADES ROAD, BLDG LY-3A BOCA RATON, FL 33431	2,500 00	X	GENERAL FUND
5/29/2013 #1559	ISRAEL TENNIS CENTERS FOUNDATION 3275 WEST HILLSBORO BOULEVARD, SUITE 102 DEERFIELD BEACH, FL 33442	5,000 00	X	FRIENDS FOR LIFE SOCIETY

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule of Contributions****Form 990-PF, 2012**

"X" = Written ackn rec'd

"NN" = Written ackn not necessary

10/25/13 #1599	JAMES MADISON INSTITUTE 100 NORTH DUVAL STREET TALLAHASSEE, FL 32301	100.00	X	GENERAL FUND
11/21/12 #1539	JEWISH FEDERATION OF PALM BEACH COUNTY	10,000.00	X	ISRAEL TERROR RELIEF FUND
03/11/13 #1550	4601 COMMUNITY DRIVE	28,000.00	X	ANNUAL CAMPAIGN
10/11/13 #1575	WEST PALM BEACH, FLORIDA 33417-2760	180.00	NN	TOUR DR SUMMER CAMP SPONSORING JONAH PLATT
10/16/13 #1587	JEWISH FEDERATION OF PALM BEACH COUNTY	528,000.00	X	WOMEN'S DECISIONS/JUNE GARSON, ARTHUR MEYER JEWISH ACADEMY, ALPERT JEWISH FAMILY & CHILDREN'S SERVICE, THE ETHEL & ADOLPH BEREN EDUCATORS INSTITUTE
10/23/13 #1598	P O BOX 220627 WEST PALM BEACH, FLORIDA 33422	620,000.00	X	MEYER ACADEMY
10/11/2013 #1577	THE JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVENUE 19TH FLOOR NEW YORK, NY 10001	2,000.00	X	GENERAL FUND/LISTING IN THE TRIBUTE BOOK
01/04/13 #1544	JEWISH NATIONAL FUND	1,800.00	X	GENERAL FUND
07/31/13 #1564	P O BOX 389 PALM BEACH, FL 33480	1,250.00	X	EDUCATION
09/13/13 #1571	JTA 330 SEVENTH AVE 17 FLOOR NEW YORK, NY 10001	50.00	NN	GENERAL FUND
04/17/13 #1554	JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HWY JUPITER, FL 33458-7205	1,000.00	X	PRESIDENTS CLUB
10/23/2013 #1597	MEOR MAIMONIDIES OF GREATER PHILADELPHIA 215 SOUTH 39TH STREET PHILADELPHIA, PA 19104	5,000.00	X	JEWISH EDUCATION AND LEADERSHIP
3/15/2013 #1551	MORSE LIFE 4847 FRED GLADSTONE DR WEST PALM BEACH, FL 33417	1,800.00	X	GENERAL FUND
08/02/13 #1565	OHR TORAH STONE 49 WEST 45TH STREET, SUITE 701 NEW YORK, NY 10036	50,000.00	X	BEIT OHR TORAH PROJECT
06/28/13 #1561	PALM BEACH ORTHODOX SYNAGOGUE	18,000.00	X	CHAI SOCIETY 2013 PLEDGE
07/29/13 #1563	120 NORTH COUNTY ROAD PALM BEACH, FL 33480	600,000.00	X	
01/07/13 #1545	PALM BEACH PET RESCUE, INC 378 NORTH LAKE BLVD, PMB#129 NORTH PALM BEACH, FL 33408	100.00	NN	GENERAL FUND

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule of Contributions****Form 990-PF, 2012**

"X" = Written ackn rec'd

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07/05/13 #1562	RAYMOND F. KRAVIS CENTER FOR THE PERFORMING , 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401	1,000 00	X	GENERAL FUND
10/21/13 #1594	ROBERT M BEREN ACADEMY 11333 CLIFFWOOD DRIVE HOUSTON, TX 77035-6011	225,000 00	X	GENERAL FUND
11/26/2012 #1542	ROSE HILL CEMENTARY (UNITED HEBREW CEMETARY 6841 E. 62ND AVENUE COMMERCE CITY, CO 80022	100 00	NN	GENERAL FUND
03/20/13 #1553	SINAI AKIBA ACADEMY 10400 WILSHIRE BLVD LOS ANGELES, CA 90024	1,000 00	X	GENERAL FUND
10/21/2013 #1593	SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TULANE UNIVERSITY MR BOX 1692 31 MCALISTER DRIVE NEW ORLEANS, LA 70118-5555	500 00	X	GENERAL FUND
05/29/13 #1560	SOUTHERN NCSY 7200 W CAMINO REAL SUITE 104 BOCA RATON, FL 33433-5511	1,800 00	X	AWARD A SUMMER OF INSPIRATION TO A NEXTGEN LEADER
11/23/2012 #1541	UNITED STATES HOLOCAUST MUSEUM P.O. BOX 7022 ALBERT LEA, MN 56007-8022	50 00	NN	GENERAL FUND
10/21/13 #1595	UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	25,000 00	X	GENERAL FUND
10/11/13 #1576	WICHITA COLLEGIATE SCHOOL 9115 EAST 13TH WICHITA, KS 67206	1,000 00	X	ANNUAL FUND GIFT
09/03/13 #1567	WISCONSIN INSTITUTE FOR TORAH STUDY 3288 N LAKE DRIVE MILWAUKEE, WI 53211	25 00	NN	GENERAL FUND
05/22/13 #1557	WJC AMERICAN SECTION 501 MADISON AVENUE NEW YORK, NY 10022	1,000 00	X	MEMBERSHIP RENEWAL CONTRIBUTION
9/30/2013 #1573	YESHIVA UNIVERSITY 500 WEST 185TH STREET, BH 704 NEW YORK, NY 10033-3201	25,000 00	X	HANNUKAH CAMPAIGN

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8/2/2013 #1566	YESHIVAT CHOVEVEI TORAH RABBINICAL SCHOOL 3700 HENRY HUDSON PARKWAY, 2ND FLOOR RIVERDALE, NY 10463	125,000 00	X	STERN COLLEGE HARRY H. BEREN YCT CHAPLAINCY TRAINING PROGRAM
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TOTAL CONTRIBUTIONS **2,693,455.00**