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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

2002

Department of the Treasury Internal Revenue Service

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

For calendar year 2002, or tax year beginning NOVEMBER 1, 2002, and ending OCTOBER 31, 2003

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

Use the IRS label. Name of organization: ROBERT M. BEREN FOUNDATION INC. A. Employer identification number: 48-0990309. B. Telephone number: 316-265-3311. H. Check type of organization: Section 501(c)(3) exempt private foundation. I. Fair market value of all assets at end of year: \$50,066,151. J. Accounting method: Cash.

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), ending with Adjusted net income of 0.

SCANNED SEP 28 2004

For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2002)

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		511,291	358,272	358,272
	2	Savings and temporary cash investments		1,134,862	80,632	80,632
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		0	0	0
	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 15 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				
	10a	Investments — U.S. and state government obligations (attach schedule) SCH 4		5,076,048	5,029,528	5,037,072
	b	Investments — corporate stock (attach schedule) SCH 4		30,200,462	30,908,760	38,479,202
	c	Investments — corporate bonds (attach schedule) SCH 4		1,264,812	905,655	924,947
	11	Investments — land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments — mortgage loans					
13	Investments—other (attach schedule) SCHEDULE 5		5,661,502	4,921,272	5,186,026	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ PURCHASED INTEREST)		14,715	0	0	
16	Total assets (to be completed by all filers — see page 16 of the instructions. Also, see page 1, item I)		43,863,692	42,204,119	50,066,151	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue		4,380	4,380	
	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)		4,380	4,380		
Net Assets or Fund Balances	Organizations 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				
	Organizations 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		43,859,312	42,199,739		
30	Total net assets or fund balances (see page 16 of the instructions)		43,859,312	42,199,739		
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)		43,863,692	42,204,119		

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	43,859,312
2	Enter amount from Part I, line 27a	2	(1,659,574)
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1
4	Add lines 1, 2, and 3	4	42,199,739
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	42,199,739

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 SEE 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				
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) FMV 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	40,614	
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 12 and 17 of the 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization 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 17 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))
2001	1,804,386	50,696,382	0.0356
2000	2,694,246	44,369,817	0.0607
1999	2,211,937	43,243,113	0.0512
1998	2,107,476	40,671,142	0.0518
1997	1,464,299	37,373,333	0.0392
2 Total of line 1, column (d)			2 0.2385
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 .0477
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5			4 47,955,076
5 Multiply line 4 by line 3			5 2,287,457
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,313
7 Add lines 5 and 6			7 2,293,770
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 on page 17.			8 2,315,208

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see page 17 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 organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,313
c All other domestic organizations 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	6,313
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	6,313
6 Credits/Payments:		
a 2002 estimated tax payments and 2001 overpayment credited to 2002	6a	15,000
b Exempt foreign organizations — tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	15,000
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	8,687
11 Enter the amount of line 10 to be: Credited to 2003 estimated tax 8,687 Refunded 0	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization 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 page 18 of the instructions for 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 organization in connection with the activities.</i>		X
c Did the organization 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 organization. ▶ \$ _____ (2) On organization managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ _____		
2 Has the organization 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 organization 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 organization 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?	N/A	
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 organization 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 page 19 of the instructions) ▶ KANSAS		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (see instructions for Part XIV on page 25)? <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
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ _____	X	
12 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 316-265-3311 Located at ▶ P.O. BOX 20380 WICHITA, KS ZIP+4 ▶ 67208		
13 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 ▶ 13		

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 organization (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 organization 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 19 of the instructions)? 1b N/A Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the organization 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 2002? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 19 _____, 19 _____		
b Are there any years listed in 2a for which the organization 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 19 of the instructions.) 2b		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 _____, 19 _____, 19 _____		
3a Did the organization 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 2002 as a result of (1) any purchase by the organization 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? (<i>Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2002.</i>) 3b		X
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the organization 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 2002? 4b		X
5a During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 20 of the instructions)? 5b N/A Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b		X
If you answered "Yes" to 6b, also file Form 8870.		

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 20 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 LE MANS WAY PALM BEACH GARDENS, FL 33410	PRESIDENT <1HR	NONE	NONE	NONE
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	TREASURER <1 HR	NONE	NONE	NONE
CHARLES B. SPRADLIN, JR P.O. BOX 20380 WICHITA, KS 67208	SECRETARY < 1HR	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 20 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 ▶

3 Five highest-paid independent contractors for professional services — (see page 20 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	302,107

Total number of others receiving over \$50,000 for professional services ▶ NONE

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 21 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 <u>NONE</u>	
2	
All other program-related investments See page 21 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 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 41,991,156
b Average of monthly cash balances	1b 738,457
c Fair market value of all other assets (see page 22 of the instructions)	1c 5,955,743
d Total (add lines 1a, b, and c)	1d 48,685,356
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 48,685,356
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4 730,280
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 47,955,076
6 Minimum investment return. Enter 5% of line 5	6 2,397,754

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here <input type="checkbox"/> and do not complete this part.)	
1 Minimum investment return from Part X, line 6	1 2,397,754
2a Tax on investment income for 2002 from Part VI, line 5	2a 6,313
b Income tax for 2002. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 6,313
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 2,391,441
4a Recoveries of amounts treated as qualifying distributions	4a
b Income distributions from section 4947(a)(2) trusts	4b
c Add lines 4a and 4b	4c
5 Add lines 3 and 4c	5 2,391,441
6 Deduction from distributable amount (see page 23 of the instructions)	6
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 2,391,441

Part XII Qualifying Distributions (see page 23 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 2,315,208
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 2,315,208
5 Organizations 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 24 of the instructions)	5 6,313
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 2,308,895

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 24 of the instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				2,391,441
2 Undistributed income, if any, as of the end of 2001:				
a Enter amount for 2001 only			0	
b Total for prior years: 20 ____, 19 ____, 19 ____		0		
3 Excess distributions carryover, if any, to 2002:				
a From 1997				0
b From 1998				0
c From 1999				0
d From 2000				224,621
e From 2001				0
f Total of lines 3a through e	224,621			
4 Qualifying distributions for 2002 from Part XII, line 4: ▶ \$ 2,315,208				
a Applied to 2001, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required — see page 24 of the instructions)		0		
c Treated as distributions out of corpus (Election required — see page 24 of the instructions)	0			
d Applied to 2002 distributable amount				2,315,208
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a).)	76,233			76,233
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	148,388			
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 24 of the instructions		0		
e Undistributed income for 2001. Subtract line 4a from line 2a. Taxable amount — see page 24 of the instructions			0	
f Undistributed income for 2002. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2003				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions)	0			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2003. Subtract lines 7 and 8 from line 6a	148,388			
10 Analysis of line 9:				
a Excess from 1998				0
b Excess from 1999				0
c Excess from 2000				148,388
d Excess from 2001				0
e Excess from 2002				0

Part XIV Private Operating Foundations (see page 25 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 2002, enter the date of the ruling ▶
- b** Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test — Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see page 25 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 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>				2,307,655
Total				3a 2,307,655
<p>b Approved for future payment</p>				
Total				3b

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 1	Form 990-PF, 2002

PART I, Line 1: Contributions, gifts, grants, etc., received:

STOCKS: 385 Shares Torchmark Corp
- Berkshire Hathaway Inc 14,076

14,076

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

Bank of America 8,342
Other - IRS 159

8,501

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

Div - Ascot Partners L.P., Fed ID# 13-3693341 17,158
Div - Banc of America Securities 34,008
Div - First Manhattan Co 612,487
Int - Ascot Partners L.P., Fed ID# 13-3693341 93
Int - Ascot Partners L.P - State Free , Fed ID# 13-3693341 26,721
Int - First Manhattan Company - Liquid Assets 26,688
Int - First Manhattan Company - Bonds 131,439
Int - First Manhattan Company - T Bills 57,851
Int - State of Israel Bonds 6,133

912,578

PART I, Line 11: Other Income:

Miscellaneous Income 0

0

PART I, Line 16b: Accounting Fees:

KPMG Peat Marwick LLP 1,705

1,705

PART I, Line 16c: Other Professional Fees:

First Manhattan - Advisory fees 302,107

302,107

PART I, Line 17: Interest:

Internal Revenue Service 0

0

PART I, Line 18: Taxes:

Kansas - Secretary of State 40
Foreign Tax WH-First Manhattan 5,724
Federal Income Tax (10,271)

(4,507)

PART I, Line 23: Other Expenses:

Operating Exp - Ascot Partners L.P., Fed ID# 13-3693341 28,299
Bank Charges 0
Miscellaneous 84

28,383

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 2	Form 990-PF, 2002

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, 2002****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	11,449	0	11,449
SHORT TERM CAPITAL GAIN - PER K-1 ASCOT PARTNERS LP ID# 13-3693341	256,345	0	256,345
LONG TERM CAPITAL GAIN - PER K-1 ASCOT PARTNERS LP ID# 13-3693341	0	0	0
STATE OF ISRAEL BOND FR1291	25,000	25,000	0
CADUCEUS C. 2,300.8076 1/31/2001 1/1/2003	760,172	1,000,000	(239,828)
GOTHAM PAR 13.3880 1/1/1998 9/5/2003 - Class B/5	12,078	12,247	(169)
SHORT TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHEI	1,287,950	1,201,779	86,171
LONG TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHEI	4,127,540	4,200,894	(73,354)
	6,480,534	6,439,920	40,614

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 3A****Form 990-PF, 2002****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):**

GENERAL MOTORS CORP CLASS H	06/20/02	06/12/03	12,000	155,753	143,675	12,078
GENERAL SEMICONDUCTOR INC SUB NT CONV 5 75% 12/15/0E	09/20/02	09/10/03	350,000	361,501	318,715	42,786
GENERAL SEMICONDUCTOR INC SUB NT CONV 5 75% 12/15/0E	09/23/02	09/10/03	250,000	258,215	227,578	30,637
TORCHMARK CORP	12/09/02	06/12/03	385	14,746	14,076	670
US TREASURY BILL DUE 2/5/2004	08/20/03	10/31/03	500,000	497,735	497,735	0

TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)

1,287,950	1,201,779	86,171
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LONG-TERM CAPITAL GAIN/(LOSS):

B F GOODRICH CO	01/30/02	09/11/03	20,000	486,044	498,233	(12,189)
BROOKS AUTOMATIONS INC NEW COM	11/25/96	09/25/03	12,000	264,558	509,135	(244,577)
COGNIZANT TECHNOLOGY SOLUTIONS-C	VARIOUS	02/21/03	CASH IN LIEU	52	0	52
COGNIZANT TECHNOLOGY SOLUTIONS	03/31/97	02/25/03	1,304	88,900	61,543	27,357
COGNIZANT TECHNOLOGY SOLUTIONS	06/19/97	02/25/03	653	44,518	38,712	5,806
COGNIZANT TECHNOLOGY SOLUTIONS	02/08/02	02/25/03	652	44,450	48,219	(3,769)
CONSECO INC COM NEW	08/17/01	09/17/03	4,567	82,404	92,000	(9,596)
CONSECO INC COM NEW	03/08/02	09/17/03	4,757	85,832	58,750	27,082
CONSECO INC. COM NEW - CIL	VARIOUS	09/18/03	CASH IN LIEU	10	0	10
EFUNDS CORP COM	06/05/00	06/12/03	5,514	59,488	43,523	15,965
EFUNDS CORP COM	06/07/00	06/12/03	1,378	14,867	10,967	3,900
EFUNDS CORP COM	07/20/00	06/12/03	1,378	14,867	10,293	4,574
EFUNDS CORP COM	10/26/00	06/12/03	1,379	14,877	9,686	5,191
EFUNDS CORP COM	11/14/01	06/12/03	5,351	57,729	76,244	(18,515)
ENPRO INDS INC. COM	01/30/02	06/12/03	4,000	31,475	22,153	9,322
FISCHER SCIENTIFIC INTL INC 9 0% DUE 2/1/2008	01/20/99	03/21/03	70,000	73,150	70,875	2,275
FREDDIE MAC VOTING COMMON	12/22/00	06/11/03	15,000	749,679	967,500	(217,821)
GENERAL MOTORS CORP CLASS H NEW	12/29/00	06/12/03	12,000	155,753	276,785	(121,032)
HARTE HANKS COMMUNICATIONS INC	06/19/97	06/12/03	5,000	94,696	50,687	44,009
HARTE HANKS COMMUNICATIONS INC	06/19/97	06/16/03	2,000	37,818	20,275	17,543
HARTE HANKS COMMUNICATIONS INC.	06/19/97	06/17/03	10,000	190,408	101,375	89,033
HARTE HANKS COMMUNICATIONS INC	06/19/97	06/23/03	10,500	200,093	106,444	93,649
HARTE HANKS COMMUNICATIONS INC.	06/19/97	06/24/03	4,000	75,938	40,550	35,388
HARTE HANKS COMMUNICATIONS INC.	06/19/97	06/30/03	3,500	66,270	35,481	30,789
HARTE HANKS COMMUNICATIONS INC	06/19/97	07/29/03	2,500	48,335	25,344	22,991
HOMEFED CORP COM	08/26/98	07/18/03	CASH IN LIEU	20	0	20
INTERIM SVCS INC SUB NT CONV 4 5% 6/	06/08/01	05/28/03	100,000	93,250	77,675	15,575
IMS HEALTH INC	03/31/97	09/23/03	15,777	332,578	178,419	154,159
IMS HEALTH INC	06/19/97	09/23/03	7,889	166,300	112,230	54,070
IMS HEALTH INC	02/08/02	09/23/03	7,888	166,279	139,792	26,487
LA QUINTA CORP	12/22/98	09/05/03	10,500	61,089	150,935	(89,846)
LA QUINTA CORP	12/23/98	09/05/03	4,000	23,272	57,796	(34,524)
LA QUINTA CORP	10/27/99	09/05/03	15,500	90,178	125,038	(34,860)
LA QUINTA CORP	12/27/00	09/05/03	30,000	174,539	71,785	102,754
US BANCORP DEL NEW		06/12/03	2	49	0	49
WESTPOINT STEVENS INCL SR NT 7 875% 6/15/08	10/15/99	06/26/03	80,000	16,789	72,200	(55,411)
WESTPOINT STEVENS INCL SR NT 7 875% 6/15/08	06/18/01	06/26/03	100,000	20,986	40,250	(19,264)

TOTAL LONG-TERM CAPITAL GAIN/(LOSS)

4,127,540	4,200,894	(73,354)
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TOTAL CAPITAL GAIN/(LOSS)

5,415,490	5,402,673	12,817
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ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 3B	Form 990-PF, 2002

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)
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SHORT-TERM CAPITAL GAIN/(LOSS):

NONE						0
TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)				0	0	0

LONG-TERM CAPITAL GAIN/(LOSS):

GENERAL AMERICAN INV. INC. LTCG DISTRIB		12/10/2002		10,390			10,390
GENERAL AMERICAN INV. INC LTCG DISTRIB		2/10/2003		1,059			1,059
TOTAL LONG-TERM CAPITAL GAIN/(LOSS)				11,449	0	0	11,449
TOTAL CAPITAL GAIN/(LOSS)				11,449	0	0	11,449

11,449

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2002

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		80,632	80,632	0	
TOTAL LIQUID ASSETS			80,632	80,632	0	0
U.S. TREASURY BILLS & NOTES						
3,250,000	United States Treasury Bill 02/05/2004 Maturity Date	08/20/03	3,235,277	3,241,680	6,403	
1,800,000	United States Treasury Bill 02/05/2004 Maturity Date	09/29/03	1,794,251	1,795,392	1,141	
TOTAL U.S. TREASURY BILLS & NOTES			5,029,528	5,037,072	7,544	0
TAXABLE BONDS & NON-CV PFD						
4,000	Prnme Group Realty Trust 9 000%	02/22/99	77,330	97,000		19,670
90,000	Di Giorgio Corp Sr Nt Ser B 10 00% 6/15/07	04/20/99	90,000	82,013		(7,987)
15,000	Finlay Enterprises Inc Senior 9.00% 5/1/08	04/20/98	15,022	15,056		34
55,000	Finlay Enterprises Inc Senior 9 00% 5/1/08	04/21/98	55,000	55,206		206
90,000	Phillips Van Heusen Corp Sr SU 9 50% 5/1/08	04/06/99	91,350	94,050		2,700
250,000	Phillips Van Heusen Corp Sr SU 9.50% 5/1/08	11/13/00	235,625	261,250		25,625
90,000	Owen III Inc. Sr NT 7 350% 5/15/08	07/16/99	85,906	90,000		4,094
100,000	Conseco Inc Sr Nt 144A 10 750% 6/15/09	08/17/01	0	0		0
100,000	Conseco Inc Sr. Nt 144A 10.750% 6/15/09	03/08/02	0	0		0
100,000	Sequa Corp Sr Nt 9 000% 8/01/09	04/09/01	100,625	110,000		9,375
90,000	Finova Group Inc. Sr Secd Nt 7.500% 11/15/09	07/18/01	79,425	45,000		(34,425)
Total Taxable Bonds & Non-CV PFD-FMCO			830,283	849,575	0	19,292
	Bond (Discount) Premium		372	372	0	
	State Of Israel Bonds		50,000	50,000		0
	State of Israel Bonds		25,000	25,000		0
TOTAL CORPORATE BONDS			\$ 905,655	\$ 924,947	\$ -	\$ 19,292

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2002

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
EQUITIES						
16,000	Abbott Laboratones	11/15/99	590,548	681,920		91,372
4,000	Abbott Laboratones	08/09/00	159,783	170,480		10,697
20,000	Abbott Laboratones	01/24/01	864,086	852,400		(11,686)
3,600	Altria Group Inc Com	12/21/88	29,815	167,400		137,585
2,400	Altra Group Inc. Com	02/15/89	21,682	111,600		89,918
20,500	Altria Group Inc Com	05/27/97	914,812	953,250		38,438
9,958	Amerca Atlantic Co	12/28/95	88,708	124,475		35,767
3,600	American Express Co	08/12/88	29,606	168,948		139,342
3,900	American Express Co	07/31/90	33,718	183,027		149,309
20,000	American Express Co	12/22/00	1,064,375	938,600		(125,775)
3,000	American Intl Group	02/04/02	216,977	182,490		(34,487)
20,000	Arbitron Inc	02/22/02	593,744	790,000		196,256
3,562	BankAmerica Corp	08/15/94	68,026	269,750		201,724
6,438	BankAmerica Corp	12/01/00	256,165	487,550		231,385
35	Berkshire Hathaway Inc	05/27/97	1,519,001	2,723,350		1,204,349
40,000	Brooks Pn Automation Inc Com	11/25/96	1,697,115	997,200		(699,915)
10,000	CVS Corp	03/25/96	145,948	351,800		205,852
5,000	CVS Corp	08/08/01	180,279	175,900		(4,379)
832	Camden Property Trust-SBI	08/05/96	20,838	32,947		12,109
2,368	Camden Property Trust-SBI	08/05/96	59,217	93,773		34,556
640	Camden Property Trust-SBI	08/08/96	16,163	25,344		9,181
2,560	Camden Property Trust-SBI	08/15/96	64,180	101,376		37,196
1,600	Camden Property Trust-SBI	09/15/96	38,891	63,360		24,469
3,200	Camden Property Trust-SBI	03/18/97	88,718	126,720		38,002
10,000	Colgate-Palmolive Co	07/27/94	131,313	531,900		400,587
15,000	Colgate-Palmolive Co	10/30/03	781,403	797,850	16,447	
343	Costco Whsl Corp New Com		13,977	12,159		(1,818)

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2002

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
7,600	Cullen Frost Bankers Inc	12/27/96	124,925	294,576		169,651
32,400	Cullen Frost Bankers Inc	05/27/97	636,862	1,255,824		618,962
20,000	Diebold Inc	02/28/01	560,881	1,141,200		580,319
10,000	Dime Bancorp Inc New	07/23/93 split		1,700		1,700
20,000	Edwards Life Sciences	11/14/00	281,188	580,000		298,812
40,000	First Data Corp	12/17/97	550,205	1,428,000		877,795
20,000	Gannett Co Inc Del	06/12/03	1,534,042	1,682,200	148,158	
24,000	General Electric Co	12/22/00	1,167,000	696,240		(470,760)
22,000	HCA Healthcare Co Com	04/16/03	613,334	841,500	228,166	
8,000	HCA Healthcare Co Com	04/21/03	232,758	306,000	73,242	
10,000	HCA Healthcare Co Com	06/12/03	318,788	382,500	63,712	
1,000	Hartford Financial Services	06/24/85	5,755	54,900		49,145
18,000	Hartford Financial Services	12/22/00	1,255,500	988,200		(267,300)
1,782	Homefed Corp (New)	08/26/98	3,191	53,104		49,913
10,000	International Business Machine	12/27/00	853,990	894,800		40,810
14,000	Johnson & Johnson	08/04/89	92,398	704,620		612,222
4,000	Kimberly Clark Corp	04/24/96	143,587	211,240		67,653
2,000	Kimberly Clark Corp	05/01/96	72,829	105,620		32,791
9,000	Kimberly Clark Corp	06/23/97	448,437	475,290		26,853
5,000	Kimberly Clark Corp	10/09/03	260,049	264,050	4,001	
22,500	Leucadia National Corp	12/27/96	351,641	945,000		593,359
20,000	Liberty Media Corp New Com Ser	05/23/02	229,487	201,800		(27,687)
20,000	Liberty Media Corp New Com Ser	06/20/02	197,810	201,800		3,990
1,600	Liberty Media Corp New Com Ser	12/02/02	15,372	16,144	772	
8,400	Liberty Media Corp New Com Ser	05/30/03	96,799	84,756	(12,043)	

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2002

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
700	Manitowoc Co Inc	07/24/03	13,909	15,190	1,281	
6,800	Manitowoc Co Inc	07/29/03	139,110	147,560	8,450	
4,100	Manitowoc Co Inc	07/30/03	85,599	88,970	3,371	
8,000	Manitowoc Co Inc	07/31/03	168,549	173,600	5,051	
5,300	Manitowoc Co Inc	08/11/03	115,516	115,010	(506)	
5,100	Manitowoc Co Inc	08/12/03	112,264	110,670	(1,594)	
16,000	Marsh & McLennan Co Inc	05/03/02	790,382	684,000		(106,382)
4,000	Marsh & McLennan Co Inc.	05/30/02	203,522	171,000		(32,522)
30,000	McCormick & Co Inc. Non Voting	12/18/01	623,748	889,200		265,452
10,000	McCormick & Co Inc. Non Voting	01/04/02	210,867	296,400		85,533
4,000	Mid America Apartment Communities	12/04/96	102,526	125,600		23,074
4,000	Mid America Apartment Communities	12/04/96	102,309	125,600		23,291
3,000	Mid America Apartment Communities	05/05/97	77,676	94,200		16,524
3,000	Mid America Apartment Communities	05/30/97	79,180	94,200		15,020
3,000	Mid America Apartment Communities	08/06/99	64,137	94,200		30,063
14,000	Nestle Sa-Sponsored	05/21/02	841,323	770,700		(70,623)
3,500	Nestle Sa-Sponsored	06/24/02	201,331	192,675		(8,656)
12,500	Northern Trust Co	12/22/00	1,026,563	581,250		(445,313)
14,200	Oxford Health Plans Inc	09/23/03	548,307	575,100	26,793	
5,800	Oxford Health Plans Inc	09/24/03	223,911	234,900	10,989	
12,000	Pfizer Inc	05/01/92	71,582	379,200		307,618
3,600	Pfizer Inc.	09/25/92	22,402	113,760		91,358
6,000	Pfizer Inc.	01/12/93	34,550	189,600		155,050
25,000	Prime Group Realty Trust-SBI	01/03/01	356,358	155,500		(200,858)
40,000	Reckitt Benckiser Plc Shs	01/26/00	435,152	820,000		384,848
10,000	Reckitt Benckiser Plc Shs	02/11/00	93,389	205,000		111,611

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2002

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
6,000	Snap - On Tools Corp	12/13/96	215,906	176,040		(39,866)
1,500	Snap - On Tools Corp	12/27/96	54,316	44,010		(10,306)
1,000	Snap - On Tools Corp	12/31/96	36,105	29,340		(6,765)
1,500	Snap - On Tools Corp	02/28/97	58,829	44,010		(14,819)
5,000	Snap - On Tools Corp	06/18/97	200,817	146,700		(54,117)
5,000	Snap - On Tools Corp	07/27/00	146,134	146,700		566
2,500	Snap - On Tools Corp	09/11/00	77,468	73,350		(4,118)
7,500	Snap - On Tools Corp	09/12/00	229,157	220,050		(9,107)
15,000	U S T Inc	02/28/02	525,022	510,300		(14,722)
15,000	U S T Inc	06/20/02	550,955	510,300		(40,655)
10,000	UNUM Corp	05/27/97	391,563	163,700		(227,863)
9,929	Washington Mutual Inc	07/23/93	68,100	434,394		366,294
400,000	Intenm Svcs Inc. Sub NT Conv	06/08/01	310,700	386,500		75,800
	Total Equities-FMCO		29,345,150	36,255,112	576,290	6,333,672
	Banc Amerca Securities		1,563,610	2,224,090		660,480
	TOTAL EQUITIES		\$ 30,908,760	\$ 38,479,202	\$ 576,290	\$ 6,994,152

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2002

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		2,734,288	2,975,243		240,955
Hedge Fund	Caduceus Capital Ltd		0	0		0
Hedge Fund	Chilton New Era International		1,000,000	1,145,354		145,354
Hedge Fund	Gift Certificates com		18,431	18,431		0
Hedge Fund	Gotham Partners International		168,553	26,620		(141,933)
Hedge Fund	Pequot Tech Offshore Fund		1,000,000	1,020,378		20,378
TOTAL INVESTMENTS - OTHER			4,921,272	5,186,026	0	264,754

09/06/04 THE ROBERT M. BEREN FOUNDATION, INC.
 02:08 PM #48-0990309
 NOVEMBER 1, 2002 - OCTOBER 31, 2003

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

CONTRIBUTIONS:		PURPOSE
05/21/03 #2154	ABRAHAM JOSHUA HESCHEL SCHOOL 2720 WEST 89TH ST. NEW YORK, NY 10024-1796	5,000.00 X GENERAL FUND
05/05/03 #2153	AISH HATORAH - JERUSALEM FELLOWSHIPS	50,000.00 X HASBARA JERUSALEM FELLOWSHIPS
10/15/03 #2180	2124 BROADWAY, SUITE 224 NEW YORK, NY 10024	25,000.00 X
10/15/03 #2173	AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK, NY 10110	10,000.00 X GENERAL FUND
06/09/03 #2134	AMERICAN JEWISH COMMITTEE 56 E. MONROE ST, SUITE 2930 CHICAGO, IL 60603	5,000.00 X GENERAL FUND
10/15/03 #2174	AMERICAN PARDES FOUNDATION INC 136 E. 39TH STREET NEW YORK, NY 10016	5,000.00 X GENERAL FUND
10/15/03 #2181	AMERICAN RED MAGEN DAVID C/O UKT LVD. P.O. BOX 1050 ROCHVILLE CENTRE LONG ISLAND, NY 11571-1050	1,800.00 X GENERAL FUND
01/27/03 #2132	ANIMAL RESCUE FORCE INC. P.O. BOX 32785 PALM BEACH GARDENS, FL 33420	150.00 NN GENERAL FUND
10/15/03 #2170	ANTI-DEFAMATION LEAGUE 828 UNITED NATIONS PLAZA P.O. BOX 5085 NEW YORK, NY 10087-5085	1,800.00 X GENERAL FUND
12/09/02 #2124	ARTHRITIS FOUNDATION FLORIDA CHAPTER MID EAST REGION 400 HIBISCUS STREET, SUITE 100 WEST PALM BEACH, FL 33401	100.00 NN GENERAL FUND
10/15/03 #2171	AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 2121 ALTON PARKWAY, SUITE 250 IRVINE, CA 92606	1,250.00 X GENERAL FUND
10/15/03 #2164	BAYIT LEPLETOT - GIRLS TOWN JERUSALEM GIRLS ORPHANAGE 1 BEHARAN ST. P.O.B. 5115 JERUSALEM, ISRAEL	360.00 X BRIDAL DOWRY FUND
01/21/03 #2130	BEIT MORASHA OF JERUSALEM 3 HA'ASKAN ST. KIRYAT MORIAH JERUSALEM 93780, ISRAEL	100,000.00 X ACADEMIC CHAIR, IHB ACADEMIC CENTER
07/17/03 #2158	BETH JACOB CONGREGATION	1,250.00 X TRIBUTE FUND
10/15/03 #2161	9030 W. OLYMPIC BLVD. BEVERLY HILLS, CA 90211	1,200.00 X GENERAL FUND

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NOVEMBER 1, 2002 - OCTOBER 31, 2003

"X" = Written ackn rec'd

"NN" = Written ackn not
necessary

CONTRIBUTIONS:

PURPOSE

DATE	CONTRIBUTOR	AMOUNT	ACKNOWLEDGMENT	PURPOSE
10/15/03 #2182	BOY SCOUTS OF AMERICA 8335 NO MILITARY TRAIL PALM BECH GARDENS, FL 33410	250.00	X	GENERAL FUND
05/02/03 #2149	CAMP RAMAH IN CALIFORNIA 15600 MULHOLLAND DRIVE LOS ANGELES, CA 90077	1,500.00	X	GENERAL FUND
01/21/03 #2129	CENTER FOR JEWISH HISTORY 15 W. 16TH NEW YORK, NY 10011-6301	18,000.00	X	GENERAL FUND
10/15/03 #2172	CHABAD HOUSE LUBAVITCH OF PALM BEACH 844 PROSPERITY FARMS RD NORTH PALM BEACH, FL 33408	1,800.00	X	GENERAL FUND
04/17/03 #2144	CLOSE UP FOUNDATION 44 CANAL CENTER PLAZA ALEXANDRIA, VA 22314-1592	500.00	X	2002/03 KANSAS
##### #2183		500.00	X	2003/04 KANSAS FELLOWSHIP PGM
10/15/03 #2167	THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10130-0063	1,250.00	X	ANNUAL FUND
07/10/03 #2157	FIFTH AVENUE SYNAGOGUE FIVE EAST SIXTY-SECOND STREET NEW YORK, NY 10021	2,500.00	X	GENERAL FUND
03/19/03 #2142	FRIENDS OF HARVARD TENNIS HARVARD UNIVERSITY, MURR CENTER 65 NORTH HARVARD STREET BOSTON, MA 02163	1,000.00	X	GENERAL FUND
10/15/03 #2163		2,000.00	X	GENERAL FUND
10/16/03 #2196	FRIENDS OF HARVARD JUDAICA COLLECTION JUDAICA DIV HARVARD COLLEGE LIBRARY WIDENER LIBRARY M HARVARD UNIVERSITY CAMBRIDGE, MA 02138	35.00	X	GENERAL FUND
10/15/03 #2166	FRIENDS OF HATZOLAH JERUSALEM C/O 7 PINWOOD DRIVE MONSEY, NY 10952	900.00	X	GENERAL FUND
10/15/03 #2169	FRIENDS OF JEWISH CHAPEL 326 FIRST STREET, SUITE 11 ANNAPOLIS, MARYLAND 21403	100,000.00	X	GENERAL FUND
10/15/03 #2184	HADASSAH SOUTHERN CALIFORNIA TO THE FUND OF DR SHIMON SLAVIN MD CANCER RESEARCH HADASSAH THE WOMEN'S ZIONIST ORGANIZATION OF AMERICA 11500 W OLYMPIC BLVD., #501 LOS ANGELES, CA 90064	1,000.00	X	GENERAL FUND
10/15/03 #2175	HARVARD BUSINESS SCHOOL FUND SOLDIERS FIELD BOSTON, MA 02163-9922	2,500.00	X	GENERAL FUND

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CONTRIBUTIONS:

				PURPOSE
10/15/03 #2185	HARVARD HILLEL 52 MOUJINT AUBURN ST CAMBRIDGE, MA 02138	75,000.00	X	GENERAL FUND
10/15/03 #2186	HARVARD WESTLAKE SCHOOL P.O. BOX 492415 LOS ANGELES, CA 90049	1,500.00	X	GENERAL FUND
10/15/03 #2187	HEBREW CONGREGATION 1850 NORTH WOODLAWN WICHITA KS 67208	1,000.00	X	GENERAL FUND
10/15/03 #2176	ISRAEL CHILDREN'S CENTERS 2151 WEST HILLSBORO BOULEVARD, SUITE 306 DEERFIELD BEACH, FL 33442-1107	5,000.00	X	GENERAL FUND
10/16/03 #2195	JEWISH COMMUNAL FUND 130 EAST 59TH STREET, SUITE 1204 NEW YORK, NY 10022	675,000.00	X	PHILANTHROPIC FUND
10/15/03 #2188	JEWISH FEDERATION OF PALM BEACH COUNTY 4601 COMMUNITY DRIVE WEST PALM BEACH, FLORIDA 33417-2760	150,000.00 250,000.00	X X	REGULAR FUND EMERGENCY FUND
10/15/03 #2189	JEWISH NATIONAL FUND P O BOX 800 ROCKVILLE CENTRE, NY 11571-0800	180.00	X	GENERAL FUND
06/09/03 #2135 10/15/03 #2190	KANSAS UNIVERSITY ENDOWMENT ASSOCIATION P.O. BOX 928 LAWRENCE, KS 66044-0928	250,000.00 250,000.00	X X	ROBERT M. BEREN DISTINGUISHED PROFESSORSHIP OF JEWISH STUDIES
07/30/03 #2159	KIOGA EDUCATIONAL FOUNDATION 105 S. BROADWAY, SUITE 500 WICHITA, KS 67202-4262	500.00	X	GENERAL FUND
04/29/03 #2145	LA GROUP FOR THE BLIND CHILDREN OF ISRAEL C/O JEANNETTE NADEL 5460 WHITE OAK AVE , APT 215-E ENCINO, CA 91316	1,000.00	X	GENERAL FUND
10/15/03 #2177	MARIETTA COLLEGE BEREN TENNIS CENTER 215 FIFTH STREET MARIETTA, OH 45750-4008	25,000.00	X	PLEDGE
10/15/03 #2179	MID-KANSAS JEWISH FEDERATION 400 N. WOODLAWN, SUITE 8 WICHITA, KS 67208	25,000.00	X	GENERAL FUND
10/15/03 #2168	NEIL BOURMAN, M.D. ALS RESEARCH FUND OF THE ALS C/O ALS ASSOCIATION 27001 AGOURA RD., STE 150 CALABASAS, CA 91301	1,000.00	X	GENERAL FUND
01/16/03 #2127	OHR TORAH STONE 155 E 55TH ST, STE 303 NEW YORK, NY 10022	50,000.00	X	SECURITY

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CONTRIBUTIONS:

				PURPOSE
10/15/03 #2191	PALM BEACH ORTHODOX SYNAGOGUE P.O. BOX 3225 PALM BEACH, FL 33480	5,000.00	X	GENERAL FUND
10/15/03 #2165	ROBERT M. BEREN ACADEMY 11333 CLIFFWOOD DRIVE HOUSTON, TX 77035-6011	50,000.00	X	GENERAL FUND
10/15/03 #2192	SHALHEVET SCHOOL 910 S FAIRFAX AVENUE LOS ANGELES, CA 90036	5,000.00	X	GENERAL FUND
05/23/03 #2155	SINAI AKIBA ACADEMY 10400 WILSHIRE BLVD. LOS ANGELES, CA 90024	1,000.00	X	GRANDPARENTS ASSOCIATION
07/08/03 #2156	SOUTHERN INSTITUTE FOR EDUCATION AND RESEARC TURLANE UNIVERSITY MR BOX 1692 31 MCALISTER DRIVE NEW ORLEANS, LA 70118-5555	500.00	X	GENERAL FUND
11/26/02 #2121	TEMPLE BETH DAVID 4657 HOOD ROAD WEST PALM BEACH, FL 33418	1,000.00	X	GENERAL FUND
10/15/03 #2162	TORAH FAX 3844 LYME AVE. SEA-GATE, N.Y. 11224	180.00	X	GENERAL FUND
10/15/03 #2193	UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	25,000.00	X	GENERAL FUND
12/06/02 #2123	WICHITA COLLEGIATE SCHOOL 9115 EAST 13TH STREET WICHITA, KS 67206	500.00	X	COLLEGIATE SCHOOL FUND
04/04/03 #2143	WICHITA SYMPHONY CENTURY II CONCERT HAUL 225 WEST DOUGLAS WICHITA, KS 67202	500.00	X	MAINTENANCE FUND
05/05/03 #2152	WORLD JEWISH CONGRESS P.O. BOX 90400 WASHINGTON, DC 20090-0400	1,000.00	X	GENERAL FUND
01/27/03 #2131	WPFT/FRENCHMANS CREEK P.O. BOX 90400 WASHINGTON, DC 20090-0400	150.00	NN	?RESEARCH
10/22/02 #2107	YESHIVA UNIVERSITY 500 WEST 185TH STREET NEW YORK, NY 10033	25,000.00 90,000.00	X X	TRUSTEE ANNUAL GIVING EINSTEIN COLLEGE PLEDGE
10/15/03 #2194	ZIMMER CHILDREN'S MUSEUM 6505 WILSHIRE BOULEVARD, SUITE 100 LOS ANGELES, CA 90048	1,000.00	X	GENERAL FUND

TOTAL CONTRIBUTIONS 2,307,655.00

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization ROBERT M. BEREN FOUNDATION, INC.	Employer identification number 48-0990309
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 20380	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WICHITA, KS 67208	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the **whole** group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until **JUNE 15**, **2004**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or

▶ tax year beginning **NOVEMBER 1**, **2002**, and ending **OCTOBER 31**, **2003**.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

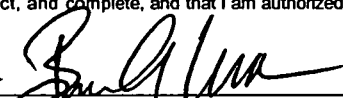
3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 15,000

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 15,000

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶  Title ▶ CPA Date ▶ 3/12/04

For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Name of Exempt Organization: ROBERT M. BEREN FOUNDATION, INC.
Employer identification number: 48-0990309
Number, street, and room or suite no.: P.O. BOX 20380
City, town or post office, state, and ZIP code: WICHITA, KS 67208

Check type of return to be filed (File a separate application for each return):

Form 990, Form 990-EZ, Form 990-T (sec. 401(a) or 408(a) trust), Form 1041-A, Form 5227, Form 8870, Form 990-BL, Form 990-PF, Form 990-T (trust other than above), Form 4720, Form 6069

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 9/15/2004
5 For calendar year, or other tax year beginning 11/1/2002 and ending 10/31/2003
6 If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
7 State in detail why you need the extension: TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature: [Handwritten Signature] Title: CPA Date: 5/28/04

Notice to Applicant - To Be Completed by the IRS

We have approved this application. Please attach this form to the organization's return.
We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
We have not approved this application. After considering the reasons stated in it to file. We are not granting a 10-day grace period.
We cannot consider this application because it was filed after the due date of the Other

EXTENSION APPROVED JUN 22 2004

FIELD DIRECTOR SUBMISSION PROCESSING, OGDEN

Director By: [Signature]

Alternate Mailing Address - Enter the address if you want the copy of this app returned to an address different than the one entered above.

Name: ROBERT M. BEREN FOUNDATION, INC. C/O KPMG LLP
Number and street (include suite, room, or apt. no.) Or a P.O. box number: 345 RIVERVIEW, SUITE 100
City or town, province or state, and country (including postal or ZIP code): WICHITA, KS 67203
Stamp: JUN 10 2004 OGDEN, UT IRS-OSI