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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 organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2001, or tax year beginning **NOVEMBER 1**, 2001, and ending **OCTOBER 31**, 20 02

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

Use the IRS label Otherwise, print or type See Specific Instructions	Name of organization ROBERT M BEREN FOUNDATION, INC		A Employer identification number 48-0990309
	Number and street (or PO box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 316-265-3311
	City or town, state and ZIP code WICHITA, KS 67208		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 46,487,664		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b) (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) Check <input type="checkbox"/> RECEIVED (if not required to attach Sch. B)	13,977	SEE SCHEDULE 1		
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments SCH 1	2,982	2,982	0	
	4 Dividends and interest from securities SCH 1	1,045,378	1,045,378		
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain or (loss) from sale of assets not on line 10	(120,774)			
	b Gross sales price for all assets on line 6a 8,143,149				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	941,563	1,048,360	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) SCH 1	1,675			1,675
	c Other professional fees (attach schedule) SCH 1	315,872	315,872		
	17 Interest SCH 1	107			
	18 Taxes (attach schedule) (see page 14 of the instructions) SCH 1	61,897			2,130
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SCHEDULE 1	26,562	26,032		106
	24 Total operating and administrative expenses Add lines 13 through 23	406,113	341,904		3,911
	25 Contributions, gifts, grants paid SCHEDULE 1	1,807,540			1,807,540
26 Total expenses and disbursements. Add lines 24 and 25	2,213,653	341,904		1,811,451	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(1,272,090)				
b Net investment income (if negative, enter -0-)		706,456			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash — non-interest-bearing	24,445	511,291	511,291
	2 Savings and temporary cash investments	1,285,559	1,134,862	1,134,862
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	1,350	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 4A	6,403,008	5,076,048	5,098,572
	b Investments — corporate stock (attach schedule) SCH 4C	29,960,703	30,200,462	32,942,640
	c Investments — corporate bonds (attach schedule) SCH 4B	2,066,118	1,264,812	997,939
	11 Investments — land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) SEE SCHEDULE 5	5,392,396	5,661,502	5,787,645	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ PURCHASED INTEREST)	2,464	14,715	14,715	
16 Total assets (to be completed by all filers — see page 16 of the instructions Also, see page 1, item I)	45,136,043	43,863,692	46,487,664	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue	4,641	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)	4,641	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 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	45,131,402	43,859,312	
30 Total net assets or fund balances (see page 17 of the instructions)	45,131,402	43,859,312		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	45,136,043	43,863,692		

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	45,131,402
2 Enter amount from Part I, line 27a	2	(1,272,090)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	43,859,312
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	43,859,312

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				
(a) 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			(l) 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 (120,774)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		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 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2000	2,694,246	44,369,817	0.06072249520
1999	2,211,937	43,243,113	0.05115119719
1998	2,107,476	40,671,142	0.05181747785
1997	1,464,299	37,373,333	0.03918031608
1996	1,761,316	29,174,096	0.06037259903
2 Total of line 1, column (d)			2 0.26324408535
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05264881707
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5			4 50,696,382
5 Multiply line 4 by line 3			5 2,669,105
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,065
7 Add lines 5 and 6			7 2,676,170
8 Enter qualifying distributions from Part XII, line 4			8 1,811,451

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	14,129
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	14,129
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	14,129
6	Credits/Payments		
a	2001 estimated tax payments and 2000 overpayment credited to 2001	6a	39,400
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	39,400
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	25,271
11	Enter the amount of line 10 to be Credited to 2002 estimated tax <input type="checkbox"/> 15,000 Refunded <input type="checkbox"/>	11	10,271

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>		
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	
11	X	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities

1c Did the organization file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ▶ \$ _____ (2) On organization managers ▶ \$ _____

2 Has the organization engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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? *If "Yes," attach a conformed copy of the changes*

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

7 Did the organization have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ KANSAS

8b 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? *If "No," attach explanation*

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 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*
SEE SCHEDULE 2

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
Web site address ▶ _____

12 The books are in care of ▶ THE FOUNDATION Telephone no ▶ 316-265-3311
Located at ▶ P.O. BOX 20380 WICHITA, KANSAS ZIP+4 ▶ 67208

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2001?	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 2001, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2001? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 19 _____, 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 _____, 19 _____, 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 2001 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? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2001)	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 2001?	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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	N/A
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 checked="" 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? If you answered "Yes" to 6b, also file Form 8870	6b	X

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

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 21 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 21 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 AVE, NEW YORK, NY 10022	INVESTMENT ADVICE	315,872

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	NONE	
2		
All other program-related investments See page 22 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 22 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	45,567,007
b	Average of monthly cash balances	1b	174,273
c	Fair market value of all other assets (see page 22 of the instructions)	1c	5,727,128
d	Total (add lines 1a, b, and c)	1d	51,468,408
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	51,468,408
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	772,026
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,696,382
6	Minimum investment return. Enter 5% of line 5	6	2,534,819

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 and do not complete this part)

1	Minimum investment return from Part X, line 6	1	2,534,819
2a	Tax on investment income for 2001 from Part VI, line 5	2a	14,129
b	Income tax for 2001 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,129
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,520,690
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	2,520,690
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	2,520,690

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	1,811,451
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 XII, line 4	4	1,811,451
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	7,065
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,804,386

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 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				2,520,690
2 Undistributed income, if any, as of the end of 2000				
a Enter amount for 2000 only			NONE	
b Total for prior years: 19____, 19____, 19____		NONE		
3 Excess distributions carryover, if any, to 2001				
a From 1996	132,180			
b From 1997	NONE			
c From 1998	109,149			
d From 1999	112,399			
e From 2000	580,132			
f Total of lines 3a through e	933,860			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ <u>1,811,451</u>				
a Applied to 2000, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required — see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required — see page 24 of the instructions)	NONE			
d Applied to 2001 distributable amount				1,811,451
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2001 (If an amount appears in column (d), the same amount must be shown in column (a))	709,239			709,239
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	224,621			
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		NONE		
d Subtract line 6c from line 6b. Taxable amount — see page 25 of the instructions		0		
e Undistributed income for 2000. Subtract line 4a from line 2a. Taxable amount — see page 25 of the instructions			0	
f Undistributed income for 2001. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2002				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 25 of the instructions)	NONE			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2002. Subtract lines 7 and 8 from line 6a	224,621			
10 Analysis of line 9				
a Excess from 1997	NONE			
b Excess from 1998	NONE			
c Excess from 1999	NONE			
d Excess from 2000	224,621			
e Excess from 2001	NONE			

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 2001, 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) 2001	(b) 2000	(c) 1999	(d) 1998	
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 26 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 26 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

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 1****Form 990-PF, 2001****PART I, Line 1 Contributions, gifts, grants, etc., received.**

STOCKS	343 Shares Costco	
	- Berkshire Hathaway Inc	13,977

13,977

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

Bank of America	2,982
Other - IRS	0

2,982

PART I, Line 4 Dividends and interest from securities.

Div - Ascot Partners L P , Fed ID# 13-3693341	11,852
Div - Banc of America Securities	57,426
Div - First Manhattan Co	544,430
Int - Ascot Partners L P , Fed ID# 13-3693341	302
Int - Ascot Partners L P - State Free , Fed ID# 13-3693341	57,802
Int - First Manhattan Company - Liquid Assets	49,175
Int - First Manhattan Company - Bonds	171,348
Int - First Manhattan Company - T Bills	141,868
Int - State of Israel Bonds	11,175

1,045,378

PART I, Line 11 Other Income:

Miscellaneous Income	0
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0

PART I, Line 16b Accounting Fees

KPMG Peat Marwick LLP	1,675
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1,675

PART I, Line 16c. Other Professional Fees

First Manhattan - Advisory fees	315,872
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315,872

PART I, Line 17 Interest

Internal Revenue Service	107
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107

PART I, Line 18 Taxes

Kansas - Secretary of State	20
Foreign Tax WH-First Manhattan	2,110
Federal Income Tax	59,767

61,897

PART I, Line 23 Other Expenses

Operating Exp - Ascot Partners L P , Fed ID# 13-3693341	26,032
Bank Charges	0
Miscellaneous	530

26,562

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 2

Form 990-PF, 2001

PART VII-A, QUESTION 10

Substantial Contributors

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

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 3****Form 990-PF, 2001****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	6,625	0	6,625
LONG TERM CAPITAL GAIN - STOCKS			
BANC AMERICA INV & MISC - SCHEDULE 3B ATTACHED	45,182	0	45,182
SHORT TERM CAPITAL GAIN - PER K-1			
ASCOT PARTNERS LP ID# 13-3693341	174,959	0	174,959
LONG TERM CAPITAL GAIN - PER K-1			
ASCOT PARTNERS LP ID# 13-3693341	50,484	0	50,484
STATE OF ISRAEL BOND 6VR00081	50,000	50,000	0
STATE OF ISRAEL BOND 6VR00181	50,000	50,000	0
SHORT TERM CAPITAL GAIN - STOCKS & BONDS			
FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	2,376,203	2,537,070	(160,867)
LONG TERM CAPITAL GAIN - STOCKS & BONDS			
FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	5,389,696	5,626,853	(237,157)
	8,143,149	8,263,923	(120,774)

ROBERT M BEREN FOUNDATION, INC.

48-0990309

Schedule 3A

Form 990-PF, 2001

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)						
COUNTRYWIDE CREDIT INDS INC	06/12/01	02/04/02	5 000	198 826	209 604	(10 778)
GENUINE PARTS CO	12/14/00	11/14/01	10 000	338 863	211 279	127 584
GENUINE PARTS CO	12/15/00	11/14/01	4,500	152 488	95,089	57 399
NASDAQ 100 SHARES	12/21/00	11/29/01	20 000	786 652	1 125 325	(338 673)
US TREASURY BILL DUE 11/7/2002	07/28/02	10/22/02	900 000	899 374	895 773	3 601
TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)				2,376 203	2,537 070	(160 867)
LONG-TERM CAPITAL GAIN/(LOSS)						
AMGEN INC	06/25/97	02/14/02	20 000	1 179 748	296,307	883 441
CONTAINER CORP AMER 9 750% 4/1/2003		09/26/02	0	1 800	0	1 800
CONTAINER CORP AMER 9 750% 4/1/2003	04/07/93	09/26/02	15 000	15,116	15 038	78
CONTAINER CORP AMER 9 750% 4/1/2003	04/13/93	09/26/02	45 000	45 346	45,731	(385)
CONTAINER CORP AMER 9 750% 4/1/2003	04/13/93	09/26/02	0	150	0	150
CULLEN FROST BANKERS INC	12/27/96	08/20/02	200	7,109	3,288	3 821
CULLEN FROST BANKERS INC	12/27/96	06/21/02	5 200	185 240	85 475	99 765
CULLEN FROST BANKERS INC	12/27/96	06/27/02	4,600	161 360	75 613	85 747
DIME BANCORP INC NEW	07/23/93	01/04/02	10,000	40 700	0	40 700
FORD MOTOR CO DEL	05/17/00	11/29/01	34 963	631,827	1 006 196	(374,369)
FREDDIE MAC VOTING COMMON	12/22/00	05/07/02	2 500	167 850	161 250	6,600
GILLETTE CO	06/07/93	05/21/02	8 000	285,364	99 790	185 574
GOSS HLDGS INC SUB NT 12 250% 11/19/05	01/28/97	12/27/01	118 523	30	175 371	(175 341)
GOSS HLDGS INC SUB NT 12 250% 11/19/05	10/10/96	12/27/01	35 856	9	51 400	(51 391)
GOSS HLDGS INC CL B	01/28/97	12/31/01	2,788	0	30 498	(30 498)
GOSS HLDGS INC CL B	10/10/96	12/31/01	836	0	8 674	(8 674)
IMMUNEX CORP NEW	07/24/00	02/14/02	35,000	1 017 823	1 868 685	(850 862)
INTERMET CORP	05/11/00	04/10/02	5,000	41 528	35,544	5 984
INTERMET CORP	05/11/00	04/11/02	200	1 775	1 422	353
INTERMET CORP	05/12/00	04/11/02	4 000	35 507	27,987	7,520
INTERMET CORP	05/15/00	04/11/02	1 000	8 876	7,208	1 668
INTERMET CORP	05/16/00	04/11/02	4,800	42 608	35 494	7,114
INTERMET CORP	05/16/00	04/12/02	2 700	25 134	19 966	5 168
INTERMET CORP	05/17/00	04/12/02	3 100	28,858	22 271	6,587
INTERMET CORP	05/18/00	04/12/02	1 700	15,825	11 817	4,008
INTERMET CORP	05/18/00	04/16/02	2 500	24 463	17 378	7 085
INTERMET CORP	12/27/00	04/16/02	6 000	58 712	22 190	36 522
INTERMET CORP	12/27/00	04/22/02	4 000	37,287	14 793	22 494
MICROSOFT CORP	05/12/00	06/20/02	3 600	197,111	249 637	(52 526)
MICROSOFT CORP	12/27/00	06/20/02	2,000	109 507	92 064	17 443
NEWPORT NEWS SHIPBUILDING INC	09/01/98	02/22/02	75 000	78,234	76 574	1 660
SCHWEITZER MAUDUIT INTL INC	12/26/95	02/28/02	6 500	146 530	147,738	(1 208)
SCHWEITZER MAUDUIT INTL INC	03/19/97	02/28/02	3 500	78 901	109,891	(30 990)
TRIZEC FINANCE LIMITED 10 875% 10/15/2005	10/13/95	06/07/02	46 000	47 251	45,770	1 481
US BANCORP DEL NEW		06/20/02	625	14 457	0	14,457
W R GRACE & CO-DEL NEW	08/21/95	06/20/02	1 700	4 817	16,878	(12 061)
W R GRACE & CO-DEL NEW	10/06/95	06/20/02	800	2 267	7 966	(5 699)
W R GRACE & CO-DEL NEW	12/05/96	06/20/02	1 500	4,250	16 701	(12 451)
W R GRACE & CO DEL NEW	08/20/97	06/20/02	6 000	17,001	93 807	(76 806)
W R GRACE & CO-DEL NEW	08/22/97	06/20/02	2,500	7 084	38 931	(31 847)
WESTINGHOUSE AIR BRAKE CO 9 375% 6/15/	01/06/97	07/08/02	250 000	250,000	251 878	(1 878)
WESTINGHOUSE AIR BRAKE CO 9 375% 6/15/	06/12/96	07/08/02	60 000	60,000	59 190	810
WILMINGTON TRUST CORP	12/04/00	05/31/02	5 000	312 241	280 442	31 799
TOTAL LONG-TERM CAPITAL GAIN/(LOSS)				5 389,696	5,626,853	(237 157)
TOTAL CAPITAL GAIN/(LOSS)				7 765 899	8 163,923	(398,024)

ROBERT M BEREN FOUNDATION, INC.	48-0990309
Schedule 3B	Form 990-PF, 2001

BANC AMERICA INVESMENTS & MISC	NUMBER OF SHARES	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	BASIS AND EXP OF SALE	CAPITAL ST GAIN/ (LOSS)	CAPITAL LT GAIN/ (LOSS)
SHORT-TERM CAPITAL GAIN/(LOSS)							
GENERAL AMERN INV INC	CASH IN LIEU		37 246	1		1	
GENERAL AMERN INV INC	STCG DISTRIB		2/11/2002	6,624		6 624	
TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)				6,625	0	6,625	0
LONG-TERM CAPITAL GAIN/(LOSS)							
GENERAL AMERN INV INC	LTCG DISTRIB		12/21/2001	41,347			41,347
GENERAL AMERN INV INC	LTCG DISTRIB		2/11/2002	3,835			3,835
TOTAL LONG-TERM CAPITAL GAIN/(LOSS)				45,182	0	0	45,182
TOTAL CAPITAL GAIN/(LOSS)				51,807	0	6,625	45,182
							51 807

ROBERT M BEREN FOUNDATION, INC	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2001

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		1 134 862	1 134 862	0	
	TOTAL LIQUID ASSETS		1,134,862	1,134,862	0	0
U S TREASURY BILLS & NOTES						
6 500 000	United States Treasury Bill 02/07/2002 Maturity Date	07/26/02	5 076 048	5 098 572	22 524	
	TOTAL U S TREASURY BILLS & NOTES		5,076,048	5 098,572	22,524	0

ROBERT M BEREN FOUNDATION, INC
Schedule of Unrealized Gains & Losses
48-0990309
Form 990-PF, 2001

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
TAXABLE BONDS & NON-CV PFD						
4 000	Prme Group Realty Trust 9 000%	02/22/99	77 330	59 160		(18 170)
90 000	Di Giorgio Corp Sr Nt Ser B 10 00% 8/15/07	04/20/99	90 000	83 700		(6 300)
70 000	Fisher Scientific Intl Inc 9 00% 5/1/08	01/20/99	70 875	72,450		1 575
15 000	Finlay Enterprises Inc Senior 9 00% 5/1/08	04/20/98	15 022	13,350		(1 672)
55 000	Finlay Enterprises Inc Senior 9 00% 5/1/08	04/21/98	55 000	48,950		(6 050)
90 000	Phillips Van Heusen Corp Sr SU 9 50% 5/1/08	04/06/99	91,350	90 900		(450)
250 000	Phillips Van Heusen Corp Sr SU 9 50% 5/1/08	11/13/00	235 625	252 500		18 875
90 000	Owen III Inc Sr NT 7 350% 5/15/08	07/16/99	85,906	80 325		(5 581)
100 000	Conseco Inc Sr Nt 10 750% 6/15/08	08/17/01	92 000	18 500		(73 500)
100 000	Conseco Inc Sr Nt 10 750% 6/15/09	03/08/02	58 750	18 500	40,250	
80 000	Westpoint Stevens Inc Sr Nt 7 875% 6/15/08	10/15/99	72 200	21 600		(50 600)
100,000	Westpoint Stevens Inc Sr Nt 7 875% 6/15/08	06/18/01	40 250	27 000		(13 250)
100,000	Sequa Corp Sr Nt 9 000% 8/01/09	04/09/01	100 625	84 000		(18 625)
90 000	Finova Group Inc Sr Secd Nt 7 500% 11/15/09	07/18/01	79 425	28 550		(52 875)
	Total Taxable Bonds & Non-CV PFD-FMCO		1,164,358	897,485	40,250	(226,623)
	Bond (Discount) Premium		454	454	0	
	State Of Israel Bonds		50 000	50 000		0
	State of Israel Bonds		50 000	50 000		0
	TOTAL CORPORATE BONDS		\$ 1,264,812	\$ 997,939	\$ 40,250	\$ (226,623)

ROBERT M BEREN FOUNDATION, INC.
Schedule of Unrealized Gains & Losses
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No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
EQUITIES						
16 000	Abbott Laboratories	11/15/99	590 548	669 920		79 372
4 000	Abbott Laboratones	08/09/00	159 783	167 480		7 697
20 000	Abbott Laboratories	01/24/01	864 086	837 400		(26 686)
9,958	America Atlantic Co	12/28/95	88 708	108 044		19 336
3 600	American Express Co	08/12/88	29 606	130 932		101 326
3 900	American Express Co	07/31/90	33 718	141 843		108 125
20 000	American Express Co	12/22/00	1,064 375	727,400		(338 975)
3 000	American Intl Group	02/04/02	216 977	187 650	(29 327)	
20 000	Arbitron Inc	02/22/02	593 744	683 000	89 256	
3 562	BankAmerica Corp	08/15/94	68 026	248 628		180 602
6 438	BankAmerica Corp	12/01/00	256 165	449 372		193 207
35	Berkshire Hathaway Inc	05/27/97	1 519 001	2 596 650		1 077,649
52 000	Brooks Pn Automation Inc Com	11/25/96	2 206 250	795,080		(1 411 170)
10 000	CVS Corp	03/25/96	145 948	277 300		131 352
5 000	CVS Corp	08/08/01	180 279	138 650		(41 629)
832	Camden Property Trust-SBI	08/05/96	20 838	26 075		5 237
2 368	Camden Property Trust-SBI	08/05/96	59 217	74,213		14 996
640	Camden Property Trust-SBI	08/08/96	16 163	20 058		3 895
2 560	Camden Property Trust-SBI	08/15/96	64 180	80 230		16 050
1 600	Camden Property Trust-SBI	09/15/96	38 891	50 144		11 253
3 200	Camden Property Trust-SBI	03/18/97	88 718	100 288		11 570
10 000	Colgate-Palmolive Co	07/27/94	131 313	549 800		418,487
343	Costco Whsl Corp New Com		13 977	11 638		(2 339)
17 600	Cullen Frost Bankers Inc	12/27/96	124,925	263 188		138 263
32 400	Cullen Frost Bankers Inc	05/27/97	636 862	1 122 012		485 150
20 000	Diebold Inc	02/26/01	560 881	713 000		152 119
10 000	Dime Bancorp Inc New	07/23/93 split		1,000		1 000

ROBERT M. BEREN FOUNDATION, INC.
Schedule of Unrealized Gains & Losses
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No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
20 000	Edwards Life Sciences	11/14/00	281 188	513 800		232 612
5 514	Efunds Corp	06/05/00	43,523	48,634		5 111
1 378	Efunds Corp	06/07/00	10 987	12 154		1 187
1 378	Efunds Corp	07/20/00	10 293	12 154		1,861
1 378	Efunds Corp	10/26/00	9 686	12 163		2 477
5 351	Efunds Corp	11/14/01	76 244	47 196	(29 048)	
4 000	Enpro Inds Inc Com	01/30/02	22 152	11 560	(10 592)	
17 500	Freddie Mac Voting Common	12/22/00	967 500	923 700		(43 800)
20 000	First Data Corp	12/17/97	550 205	1 397 600		847 395
24 000	General Electric Co	12/22/00	1 167 000	606 000		(561 000)
12 000	General Motors Corp Class H	12/29/00	276 786	118 200		(158 586)
12 000	General Motors Corp Class H	06/20/02	143 875	118 200	(25 475)	
20 000	B F Goodrich Co	01/30/02	498 234	302,000	(196,234)	
25 000	Harte Hanks Communications Inc	06/19/97	380 156	715 500		335 344
1 000	Hartford Financial Services	06/24/85	5 755	39 500		33 745
18 000	Hartford Financial Services	12/22/00	1 255 500	711 000		(544 500)
17 827	Homefed Corp (New)	08/26/98	3 191	21 392		18 201
20 000	IMS Health Inc	03/31/97	239 963	300 800		60 837
10,000	IMS Health Inc	06/19/97	150 941	150 400		(541)
10 000	IMS Health Inc	02/08/02	188 012	150 400	(37 612)	
10 000	International Business Machine	12/27/00	853 990	789 400		(64 590)
14 000	Johnson & Johnson	08/04/89	92 398	822 500		730 102
4 000	Kimberly Clark Corp	04/24/96	143 587	206 000		62 413
2,000	Kimberly Clark Corp	05/01/96	72,829	103,000		30 171
9 000	Kimberly Clark Corp	06/23/97	448 437	463 500		15 063
10 500	La Quinta Pptys Inc	12/22/98	150 935	46 305		(104 630)
4 000	La Quinta Pptys Inc	12/23/98	57 796	17 640		(40 156)
15 500	La Quinta Pptys Inc	10/27/99	125 038	68 355		(56 683)

ROBERT M BEREN FOUNDATION, INC	48-0990309
Schedule of Unrealized Gains & Losses	Form 990-PF, 2001

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
30 000	La Quinta Ppty Inc	12/27/00	71 784	132 300		60 518
22 500	Leucadia National Corp	12/27/96	351 641	843,975		492 334
20 000	Liberty Media Corp New Com Ser	05/23/02	232,587	165 400	(67 187)	
20 000	Liberty Media Corp New Com Ser	06/20/02	200 482	165 400	(35 082)	
16 000	Marsh & McLennan Co Inc	05/03/02	790 382	747 360	(43,022)	
4 000	Marsh & McLennan Co Inc	05/30/02	203 522	186 840	(16 682)	
30 000	McCormick & Co Inc Non Voting	12/18/01	623 748	667 200	43 452	
10 000	McCormick & Co Inc Non Voting	01/04/02	210 867	222 400	11 533	
4 000	Mid America Apartment Communities	12/04/96	102 526	94 400		(8 126)
4 000	Mid America Apartment Communities	12/04/96	102 309	94 400		(7 909)
3 000	Mid America Apartment Communities	05/05/97	77,876	70,800		(8 876)
3 000	Mid America Apartment Communities	05/30/97	79 180	70 800		(8 380)
3 000	Mid America Apartment Communities	08/06/99	64 137	70 800		6 663
14 000	Nestle Sa-Sponsored	05/21/02	841 323	749 000	(92,323)	
3 500	Nestle Sa-Sponsored	06/24/02	201 331	187 250	(14 081)	
12 500	Northern Trust Co	12/22/00	1 028 583	435 250		(591 313)
12 000	Pfizer Inc	05/01/92	71 582	381 240		309 658
3 600	Pfizer Inc	09/25/92	22 402	114 372		91 970
6 000	Pfizer Inc	01/12/93	34 550	190 620		156 070
3 600	Phillip Morris Cos Inc	12/21/88	29 815	148 700		118 885
2 400	Phillip Morris Cos Inc	02/15/89	21 682	97 800		76 118
20,500	Phillip Morris Cos Inc	05/27/97	914 812	835 375		(79 437)
25 000	Prime Group Realty Trust-SBI	01/03/01	356 358	111 250		(245 108)
40 000	Reckitt Benckiser Plc Shs	01/26/00	435 152	725 200		290,048
10 000	Reckitt Benckiser Plc Shs	02/11/00	93 389	181 300		87,911
6 000	Snap - On Tools Corp	12/13/96	215 908	158 300		(59 608)
1 500	Snap - On Tools Corp	12/27/98	54 318	39 075		(15 241)
1 000	Snap - On Tools Corp	12/31/96	36,105	28 050		(10 055)

ROBERT M. BEREN FOUNDATION, INC
Schedule of Unrealized Gains & Losses
48-0990309
Form 990-PF, 2001

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
1 500	Snap - On Tools Corp	02/28/97	58 829	39 075		(19 754)
5 000	Snap - On Tools Corp	06/18/97	200 817	130 250		(70 567)
5 000	Snap - On Tools Corp	07/27/00	146 134	130 250		(15 884)
2 500	Snap - On Tools Corp	09/11/00	77 468	65,125		(12 343)
7 500	Snap - On Tools Corp	09/12/00	229,157	195 375		(33 782)
15 000	U S T Inc	02/28/02	525,022	458 850	(66 172)	
15 000	U S T Inc	06/20/02	550 955	458 850	(92 105)	
10 000	UNUM Corp	05/27/97	391 563	205 200		(186 363)
2	US Bancorp Del New	unknown	0	42		42
9,829	Washington Mutual Inc	07/23/93	68 100	355 061		286 961
500 000	Interm Svcs Inc Sub NT Conv 4 5% 6/1/05	06/08/01	388 375	442 500		54 125
350 000	General Semiconductor Inc Sub NT Conv 5 75% 12/15/2006	06/08/01	318 715	315 000	(3 715)	
250 000	General Semiconductor Inc Sub NT Conv 5 75% 12/15/2006	06/08/01	227 578	225 000	(2 578)	
	Total Equities-FMCO		28,648,000	30,829,483	(616,994)	2,796,477
	Banc America Securities		1 552 462	2 113 157		560 695
	TOTAL EQUITIES		\$ 30,200,462	\$ 32,942,640	\$ (616,994)	\$ 3,359,172

ROBERT M BEREN FOUNDATION, INC

48-0990309

Schedule of Unrealized Gains & Losses

Form 990-PF, 2001

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		2 462,270	2,729 987		267,717
Hedge Fund	Caduceus Capital Ltd		1,000,000	741 090		(258,910)
Hedge Fund	Chilton New Era International		1 000 000	1 044 994		44,994
Hedge Fund	Gift Certificates com		18,431	18,431		0
Hedge Fund	Gotham Partners International		180 801	60 219		(120 582)
Hedge Fund	Pequot Tech Offshore Fund		1 000,000	1 192 924		192,924
TOTAL INVESTMENTS - OTHER			5,661,502	5,787,645	0	126,143

THE ROBERT M BEREN FOUNDATION, INC

#48-0990309

NOVEMBER 1, 2001 - OCTOBER 31, 2002

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CONTRIBUTIONS			PURPOSE
06/25/02 #2072	AISH HATORAH - JERUSALEM FELLOWSHIPS	50,000 00 X	HASBARA JERUSALEM
10/21/02 #2095	2124 BROADWAY, SUITE 224 NEW YORK, NY 10024	50,000 00 X	FELLOWSHIPS
10/22/02 #2108	AMERICAN CANCER SOCIETY HEARTLAND DIVISION INC SEDGWICK COUNTY OFFICE P O BOX 2998 WICHITA, KS 67201	200 00 NN	GENERAL FUND
09/04/02 #2086	AMERICAN FRIENDS OF THE ISRAEL MUSEUM 500 FIFTH AVENUE, SUITE 2540 NEW YORK, NY 10110	10,000 00 X	GENERAL FUND
3/5/202 #2025	AMERICAN FRIENDS OF LIVNOT U' LEHIBANOT 333 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NY 10001	360 00 X	GENERAL FUND
10/22/02 #2109	AMERICAN HEART ASSOCIATION - SEDGWICK CO DIV 2100 E DOUGLAS AVE WICHITA, KS 67214	250 00 X	GENERAL FUND
04/12/02 #2059	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
10/21/02 #2096	ANTI-DEFAMATION LEAGUE 828 UNITED NATIONS PLAZA P O BOX 5085 NEW YORK, NY 10087-5085	500 00 X	GENERAL FUND
06/04/02 #2067	AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 4640 ADMIRALTY WAY, SUITE 406 MARINA DEL REY, CA 90292	1,000 00 X	GENERAL FUND
09/12/02 #2091	BETH JACOB CONGREGATION 9030 W OLYMPIC BLVD BEVERLY HILLS, CA 90211	2,500 00 X	GENERAL FUND
10/22/02 #2110	BOY SCOUTS OF AMERICA 8335 NO MILITARY TRAIL PALM BECH GARDENS, FL 33410	250 00 X	GENERAL FUND
01/18/02 #2024	BOYS TOWN JERUSALEM FOUNDATION OF AMERICA INC	250 00 X	SCHOLARSHIP FUND
06/04/02 #2066	12 WEST 31ST STREET, SUITE 300	50,000 00 X	SCHOLARSHIP FUND
10/22/02	NEW YORK, NY 10001	50,000 00 X	SCHOLARSHIP FUND

THE ROBERT M BEREN FOUNDATION, INC

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CONTRIBUTIONS

			PURPOSE
03/20/02 #2057	CLOSE UP FOUNDATION 44 CANAL CENTER PLAZA ALEXANDRIA, VA 22314-1592	500 00 X	CLOSE UP WASHINGTON PROGRAM
06/05/02 #2071	EDUCATIONAL CENTERS IN ISRAEL OFFICE OF THE AMERICAN FRIENDS 305 SEVENTH AVENUE, 12TH FL NEW YORK, NY 10001	2,500 00 X	GAN YAVNE YOUTH VILLAGE
10/28/02 #2116	FIFTH AVENUE SYNAGOGUE FIVE EAST SIXTY-SECOND STREET NEW YORK, NY 10021	1,000 00 X	GENERAL FUND
06/04/02 #2068	FRIENDS OF HARVARD TENNIS HARVARD UNIVERSITY, MURR CENTER 65 NORTH HARVARD STREET BOSTON, MA 02163	1,000 00 X	GENERAL FUND
11/28/01 #2048	FRIENDS OF HARVARD JUDAICA COLLECTION	35 00 NN	GENERAL FUND
10/01/02	JUDAICA DIV HARVARD COLLEGE LIBRARY WIDENER LIBRARY M HARVARD UNIVERSITY CAMBRIDGE, MA 02138	35 00 X	GENERAL FUND
10/28/02 #2120	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	CANCER RESEARCH
10/28/02 #2117	HARVARD HILLEL 52 MOUNT AUBURN ST CAMBRIDGE, MA 02138	75,000 00 X	GENERAL FUND
10/21/02 #2100	HARVARD WESTLAKE SCHOOL P O BOX 492415 LOS ANGELES, CA 90049	1,500 00 X	GENERAL FUND
01/25/02 #2053	HEBREW CONGREGATION	1,000 00 X	GENERAL FUND
10/28/02 #2118	1850 NORTH WOODLAWN WICHITA KS 67208	1,000 00 X	GENERAL FUND
10/21/02 #2097	ISRAEL CANCER RESEARCH FUND 1290 AVENUE OF THE AMERICAS SUITE 550 NEW YORK, NY 10104-0599	500 00 X	GENERAL FUND
10/28/02 #2119	JEWISH COMMUNAL FUND 130 EAST 59TH STREET, SUITE 1204 NEW YORK, NY 10022	600,000 00 X	GENERAL FUND

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CONTRIBUTIONS			PURPOSE
10/21/02 #2098	JEWISH FEDERATION OF PALM BEACH COUNTY 4601 COMMUNITY DRIVE WEST PALM BEACH, FLORIDA 33417-2760	250,000 00 X	GENERAL FUND
10/22/02 #2115	JEWISH NATIONAL FUND P O BOX 800 ROCKVILLE CENTRE, NY 11571-0800	180 00 NN	GENERAL FUND
05/28/02 #2064	JEWISH ORTHODOX FEMINIST ALLIANCE 459 COLUMBUS AVENUE, SUITE 329 NEW YORK, NY 10024	1,800 00 X	JOFA MISSION TO ISRAEL
04/17/02 #2062	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
03/05/02 #2026	LEAGUE FOR THE HARD OF HEARING 71 WEST 23RD STREET NEW YORK, NY 10010-4162	500 00 X	2002 AWARDS LUNCHEON HONOR C GINSBURG
02/15/02 #2055	M C B TENNIS FOUNDATION RIVERSIDE TENNIS PROJECT C/O SUE SCHLAPP OF GENESIS RACQUET CLUB 1551 N ROCK ROAD WICHITA, KS 67206	100 00 NN	MEMORIAL FOR BARBARA EVERSOLE
09/04/02 #2087	MARIETTA COLLEGE 215 FIFTH STREET MARIETTA, OH 45750-4008	300,000 00 X	BEREN TENNIS CENTER
09/09/02 #2089	MARIETTA COLLEGE FRIENDS OF ROWING 215 FIFTH STREET MARIETTA, OH 45750-4008	3,000 00 X	CREW TRAVEL TO WICHITA
10/22/02 #2114	MID-KANSAS JEWISH FEDERATION 400 N WOODLAWN, SUITE 8 WICHITA, KS 67208	10,000 00 X	GENERAL FUND
08/21/02 #2083	NEIL BOURMAN, M D ALS RESEARCH FUND OF THE ALS ASS C/O ALS ASSOCIATION 27001 AGOURA RD , STE 150 CALABASAS, CA 91301	1,000 00 X	GENERAL FUND
11/15/01 #2023	OHR TORAH STONE 155 E 55TH ST, STE 303 NEW YORK, NY 10022	20,000 00 X	
07/17/02 #2077	PALM BEACH ORTHODOX SYNAGOGUE	2,000 00 X	GENERAL FUND
09/30/02 #2092	P O BOX 3225	2,500 00 X	GENERAL FUND
10/22/02 #2105	PALM BEACH, FL 33480	50,000 00 X	BUILDING FUND

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CONTRIBUTIONS			PURPOSE
10/21/02 #2099	ROBERT M BEREN ACADEMY 11333 CLIFFWOOD DRIVE HOUSTON, TX 77035-6011	82,500 00 X	BUILDING PLEDGE
10/22/02 #2113	SHALHEVET SCHOOL 910 S FAIRFAX AVENUE LOS ANGELES, CA 90036	5,000 00 X	GENERAL FUND
04/29/02 #2063	SINAI AKIBA ACADEMY 10400 WILSHIRE BLVD LOS ANGELES, CA 90024	1,000 00 X	GENERAL FUND
07/30/02 #2080	SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TURLANE UNIVERSITY MR BOX 1692 31 MCALISTER DRIVE NEW ORLEANS, LA 70118-5555	500 00 X	GENERAL FUND
09/09/02 #2088	TORAH FAX 3844 LYME AVE SEA-GATE, N Y 11224	180 00 NN	GENERAL FUND
10/21/02 #2101	UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	25,000 00 X	GENERAL FUND
08/02/02 #2081	VICTORY IN THE VALLEY, INC 917 NORTH MARKET, P O BOX 2210 WICHITA, KS 67201-2210	100 00 X	MEMORIAL FOR KARYN CRISS
10/21/02 #2102	WICHITA ART MUSEUM 619 STACKMAN DRIVE WICHITA, KS 67203-3296	50,000 00 X	MURDOCK COLLECTION EXHIBITION
1/3/2002 #2050	WICHITA COLLEGIATE SCHOOL 9115 E 13TH ST WICHITA, KS 67206	500 00 X	GENERAL
10/21/02 #2103	WICHITA GRAND OPERA, INC CENTURY II CONCERT HALL 225 W DOUGLAS AVENUE WICHITA, KS 67202	6,000 00 X	GENERAL FUND
10/21/02 #2104	WICHITA SYMPHONY CENTURY II CONCERT HAUL 225 WEST DOUGLAS WICHITA, KS 67202	500 00 X	GENERAL FUND
08/09/02 #2082	WORLD JEWISH CONGRESS P O BOX 90400 WASHINGTON, DC 20090-0400	1,000 00 X	GENERAL

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CONTRIBUTIONS

PURPOSE

10/22/02 #2107	YESHIVA UNIVERSITY 500 WEST 185TH STREET NEW YORK, NY 10033	90,000 00 X	EINSTEIN COLLEGE OF MEDICINE
07/30/02 #2079	ZIMMER CHILDREN'S MUSEUM 6505 WILSHIRE BOULEVARD, SUITE 100 LOS ANGELES, CA 90048	1,000 00 X	GENERAL

TOTAL CONTRIBUTIONS 1,807,540 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
- 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	Name of Exempt Organization	Employer identification number
	ROBERT M. BEREN FOUNDATION, INC.	48-0990309
	Number, street, and room or suite no If a P O box, see instructions	
	P O. BOX 20380	
File by the due date for filing your return See instructions	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 16, 2003 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, 2001, and ending OCTOBER 31, 2002

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 \$ 39,400.

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 \$ 39,400

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 ▶ 2/14/03

For Paperwork Reduction Act Notice, see Instruction