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

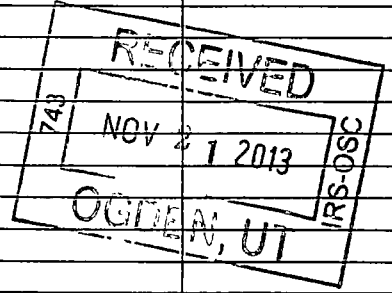
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>ISRAEL HENRY BEREN CHARITABLE TRUST</b>		A Employer identification number <b>48-6337836</b>
Number and street (or P O box number if mail is not delivered to street address) <b>ROBERT M. BEREN, TRUSTEE, 2020 N. BRAMB</b>	Room/suite	B Telephone number <b>316-265-3311</b>
City or town, state, and ZIP code <b>WICHITA, KS 67206</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>53,363,576.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	141,675.	141,675.		STATEMENT 1
	4 Dividends and interest from securities	1,068,192.	1,068,192.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	295,565.			
	b Gross sales price for all assets on line 6a	6,661,570.			
	7 Capital gain net income (from Part IV, line 2)		295,565.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11		1,505,432.	1,505,432.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,165.	0.		1,165.
	c Other professional fees	297,301.	297,301.		0.
	17 Interest				
	18 Taxes	34,557.	14,557.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,990.	1,780.		210.
	24 Total operating and administrative expenses. Add lines 13 through 23	335,013.	313,638.		1,375.
	25 Contributions, gifts, grants paid	2,521,000.			2,521,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,856,013.	313,638.		2,522,375.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,350,581.>				
b Net investment income (if negative, enter -0-)		1,191,794.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,190,870.	647,544.	647,544.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	13,523.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	25,552,472.	25,994,052.	44,289,337.
	c Investments - corporate bonds STMT 8	2,701,107.	1,513,417.	1,683,920.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	8,193,972.	8,146,350.	6,742,775.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>37,651,944.</b>	<b>36,301,363.</b>	<b>53,363,576.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)				
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	37,651,944.	36,301,363.		
<b>30 Total net assets or fund balances</b>	<b>37,651,944.</b>	<b>36,301,363.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>37,651,944.</b>	<b>36,301,363.</b>		

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	37,651,944.
2 Enter amount from Part I, line 27a	2	<1,350,581.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	36,301,363.
5 Decreases not included in line 2 (itemize) ▶	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>36,301,363.</b>

**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 ATTACHED SCHEDULE 2	P		
b SEE ATTACHED SCHEDULE 2	P		
c CAPITAL GAINS DIVIDENDS			
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 534,776.		552,617.	<17,841.>
b 6,117,354.		5,813,388.	303,966.
c 9,440.			9,440.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<17,841.>
b			303,966.
c			9,440.
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	295,565.
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). If (loss), enter -0- in Part I, line 8		3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,925,793.	49,513,874.	.038894
2010	1,931,261.	45,712,813.	.042248
2009	1,470,000.	42,081,787.	.034932
2008	1,162,500.	47,207,083.	.024626
2007	2,548,782.	52,855,717.	.048222

2 Total of line 1, column (d)	2	.188922
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	.037784
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	51,847,795.
5 Multiply line 4 by line 3	5	1,959,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,918.
7 Add lines 5 and 6	7	1,970,935.
8 Enter qualifying distributions from Part XII, line 4	8	2,522,375.

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.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	11,918.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	11,918.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,918.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,415.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	47,415.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,497.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 35,497. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		X
d		
(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e		
Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2		X
If "Yes," attach a detailed description of the activities		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T		
6	X	
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	X	
If "Yes," complete Part II, col (c), and Part XV		
8a		
OH		
8b	X	
If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9		X
Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>THE FOUNDATION</u> Telephone no. ▶ <u>316-265-3511</u> Located at ▶ <u>2020 N. BRAMBLEWOOD, WICHITA, KS</u> ZIP+4 ▶ <u>67206</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes No X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		
6b		X
7b		

**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.

(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	TRUSTEE 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 0





**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	51,147,034.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,490,321.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	52,637,355.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	52,637,355.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	789,560.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	51,847,795.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	2,592,390.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,592,390.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	11,918.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	11,918.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,580,472.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,580,472.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,580,472.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,522,375.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,522,375.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	11,918.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	2,510,457.

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,580,472.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,406,854.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,522,375.				
a Applied to 2011, but not more than line 2a			2,406,854.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				115,521.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,464,951.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**NONE**

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.

**NONE**

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE 3				2,521,000.
<b>Total</b>				<b>2,521,000.</b>
<b>▶ 3a</b>				
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>
<b>▶ 3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 141,675), 4 Dividends and interest from securities (14, 1,068,192), 5 Net rental income from real estate (a, b), 6 Net rental income from personal property, 7 Other investment income, 8 Gain or loss from sales of assets other than inventory (18, 295,565), 9 Net income from special events, 10 Gross profit from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 1,505,432), 13 Total (13, 1,505,432).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one row with 'N/A' in column (c).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one row with 'N/A' in column (a).

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 11/13/13 Title: Trustee

Paid Preparer Use Only Print/Type preparer's name: BRIAN A. WILKINSON Preparer's signature: [Signature] Date: 11/2/13 Check [ ] if self-employed PTIN: P00744871 Firm's name: GUTSCHENRITTER & JOHNSON, L.L.C. Firm's EIN: 48-0970195 Firm's address: 345 RIVERVIEW, SUITE 610 WICHITA, KS 67203 Phone no.: (316) 267-9211

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA	451.
FIRST MANHATTAN COMPANY	141,224.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	141,675.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA - US TRUST	354,262.	0.	354,262.
FIRST MANHATTAN COMPANY	723,370.	9,440.	713,930.
TOTAL TO FM 990-PF, PART I, LN 4	1,077,632.	9,440.	1,068,192.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GUTSCHENRITTER & JOHNSON, LLC	1,165.	0.		1,165.
TO FORM 990-PF, PG 1, LN 16B	1,165.	0.		1,165.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	297,301.	297,301.		0.
TO FORM 990-PF, PG 1, LN 16C	297,301.	297,301.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX	20,000.	0.			0.
FOREIGN TAX WITHHELD ON INVESTMENT INCOME	14,557.	14,557.			0.
TO FORM 990-PF, PG 1, LN 18	34,557.	14,557.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ASCOT PARTNERS, L.P. - PORTFOLIO DEDUCTIONS	1,009.	1,009.			0.
FREIGHT AND POSTAGE	210.	0.			210.
OTHER PORTFOLIO FEES	771.	771.			0.
TO FORM 990-PF, PG 1, LN 23	1,990.	1,780.			210.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHED SCHEDULE 1	25,994,052.	44,289,337.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,994,052.	44,289,337.		



FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE 1	1,513,417.	1,683,920.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,513,417.	1,683,920.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE 1	COST	8,146,350.	6,742,775.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,146,350.	6,742,775.

## ISRAEL HENRY BEREN CHARITABLE TRUST

48-6337836

## Schedule 1

Form 990-PF, 2012

BEGINNING OF YEAR	END OF YR BOOK VALUE	END OF YR MKT VALUE
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## PART II, Line 10a: Investments - U.S. &amp; state government obligations:

None 0 0 0 0

0	0	0
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## PART II, Line 10b: Investments - corporate stock:

Stocks:	# Shares			
Exxon/Mobil	60,000	911,796	911,796	5,193,000
Peoples Bancorp Inc.	24,136	203,322	203,322	493,098
Peoples Bancorp Inc.	incl above	20,446	20,446	incl above
Chevron/Texaco Inc	60,570	1,197,102	1,197,102	6,550,040
Agilent Technologies Inc Com	20,000		804,737	818,800
Agilent Technologies Inc Com	4,000		146,850	163,760
Altria Group Inc	8,000	89,110	0	0
Altria Group Inc.	1,000	10,644	0	0
Altria Group Inc.	1,000	9,164	0	0
Altria Group Inc.	11,500	234,204	0	0
Ameren Corp	23,500	682,491	682,491	721,920
Ameren Corp	5,000	138,075	138,075	153,600
Ameren Corp	6,500		193,453	199,680
American Express Co.	8,000	465,206	465,206	459,840
American Express Co.	4,000	171,540	171,540	229,920
Anheuser Busch Inbev SA NV	10,000	590,663	590,663	874,100
Anheuser Busch Inbev SA NV	2,000	116,446	116,446	174,820
Approach Resources Inc.	23,000		535,224	575,230
Approach Resources Inc.	2,500		59,589	62,525
Bank of New York Mellon Corp	18,000	478,062	478,062	462,600
Bank of New York Mellon Corp	8,500	216,246	216,246	218,450
Baxter International Inc	13,500	655,900	655,900	899,910
Baxter International Inc	5,000	261,461	261,461	333,300
Becton Dickinson & Co	7,000	457,825	0	0
Becton Dickinson & Co	1,000	76,824	0	0
Beiersdorf AG DN	11,000	0	706,908	899,995
Berkshire Hathaway	1	67,849	67,849	134,060
Berkshire Hathaway	1	68,049	68,049	134,060
Berkshire Hathaway	3	204,649	204,649	402,180
Berkshire Hathaway	5	419,799	419,799	670,300
Brookfield Asset Mgmt Inc Vtg	26,500		846,353	971,225
CBS Corp CL B Com	6,000	159,643	0	0
CBS Corp CL B Com	4,000	88,626	0	0
CBS Corp CL B Com	6,000	105,020	0	0
CBS Corp CL B Com	20,000	134,460	134,460	761,000
CVS Corp	16,875	611,156	494,049	815,906
CVS Corp	9,125	285,965	285,965	441,194
Comcast Corp CL A	26,000	557,486	483,155	971,360
Discovery Communications Inc	12,500	153,376	153,376	731,250
Discovery Communications Inc	2,500	30,835	30,835	146,250
Discovery Communications Inc	17,500	628,664	628,664	1,023,750

## ISRAEL HENRY BEREN CHARITABLE TRUST

48-6337836

## Schedule 1

Form 990-PF, 2012

## PART II, Line 10b: Investments - corporate stock:

General Electric	16,500	515,578	0	0
General Electric	5,000	176,336	176,336	104,950
General Electric	15,000	237,470	237,470	314,850
General Electric	23,500	380,135	380,135	493,265
Gilead Sciences Inc	8,500	304,568	0	0
Gilead Sciences Inc	7,000	272,648	0	0
Hess Corp Com	10,000	740,885	0	0
Honeywell Intl Inc	14,000		893,917	888,580
IBM	500	44,258	44,258	95,775
IBM	2,000	168,869	168,869	383,100
IBM	1,500	115,764	115,764	287,325
IBM	1,500	194,528	194,528	287,325
IBM	1,000	138,698	138,698	191,550
IBM	1,500	208,659	208,659	287,325
Johnson & Johnson	6,500	579,347	376,575	455,650
Johnson & Johnson	2,000	127,644	127,644	140,200
Johnson & Johnson	6,000	380,361	380,361	420,600
Kraft Foods Inc Cl A	5,500	487,303	170,204	250,085
Kraft Foods Inc Cl A	2,833	270,750	94,567	128,817
Kraft Foods Inc Cl A	3,333	304,634	106,402	151,551
Microsoft Corp	13,500	353,512	353,512	360,581
Microsoft Corp	7,500	201,251	201,251	200,323
Microsoft Corp	5,000	125,981	125,981	133,548
Microsoft Corp	24,000	609,992	609,992	641,033
Mondelez Intl Inc CL A	16,500	Kraft Spinoff	317,099	419,978
Mondelez Intl Inc CL A	8,500	Kraft Spinoff	176,183	216,352
Mondelez Intl Inc CL A	10,000	Kraft Spinoff	198,232	254,532
Nestle Sa-Sponsored	5,000	111,961	111,961	325,850
Nestle Sa-Sponsored	12,500	296,809	296,809	814,625
Pentair LTD	899	Tyco Merger	34,398	44,186
Pentair LTD	300	Tyco Merger	10,728	14,745
Pentair LTD	390	Tyco Merger	12,869	19,169
Pentair LTD	1,290	Tyco Merger	40,145	63,403
Pentair LTD	1,200	Tyco Merger	24,391	58,980
Pfizer Inc	14,775	260,927	0	0
Philip Morris Intl Inc Com	1,000	24,454	24,454	83,640
Philip Morris Intl Inc Com	1,000	21,054	21,054	83,640
Philip Morris Intl Inc Com	8,000	204,719	204,719	669,120
Procter & Gamble Co	6,500	350,518	350,518	441,285
Procter & Gamble Co	3,500	218,692	218,692	237,615
Procter & Gamble Co	5,000	318,325	318,325	339,450
Reckitt Benckiser	12,000	455,125	455,125	756,543
Reckitt Benckiser	6,000	308,647	308,647	378,272
Reckitt Benckiser	6,000	317,300	317,300	378,272
Rouse Pptys Inc.	58,000		636,772	981,360
3M CO COM	4,000	329,280	329,280	371,400
3M CO COM	2,000	156,177	156,177	185,700
3M CO COM	1,500	115,761	115,761	139,275
SLM Corporation Voting	30,000	534,997	401,248	513,900
Staples Inc	20,000	463,926	0	0
Staples Inc	5,000	115,774	0	0
Staples Inc	25,000	418,868	0	0
Tyco Intl Ltd	3,750	182,137	89,025	109,688
Tyco Intl Ltd	1,250	56,804	27,765	36,562

## ISRAEL HENRY BEREN CHARITABLE TRUST

48-6337836

## Schedule 1

Form 990-PF, 2012

Tyco Intl Ltd	1,625	68,142	33,306	47,531
Tyco Intl Ltd	5,375	212,566	103,898	157,219
Tyco Intl Ltd	5,000	129,151	63,126	146,250
Ultra Pete Corp Com	15,000	818,829	701,853	271,950
Ultra Pete Corp Com	17,500		428,710	317,275

**PART II, Line 10b: Investments - corporate stock:**

United Technologies Corp	6,500	440,460	440,460	533,065
United Technologies Corp	5,000		367,384	410,050
Vornado Realty Trust	6,500	356,546	356,546	520,520
Vornado Realty Trust	108	3,464	3,464	8,649
Vornado Realty Trust	72	3,463	3,463	5,766
Vornado Realty Trust	33	1,791	1,791	2,642
Vornado Realty Trust	24	1,650	1,650	1,922
Wells Fargo & Co New	5,000	113,804	113,804	170,900
Wells Fargo & Co New	8,500	241,094	241,095	290,530
Wells Fargo & Co New	4,500	125,970	125,970	153,810
Wells Fargo & Co New	4,500	117,410	117,410	153,810
Wells Fargo & Co New	4,000	102,620	102,620	136,720
Wells Fargo & Co New	3,500	111,982	111,982	119,630

25,552,472	25,994,052	44,289,337
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**PART II, Line 10c: Investments - corporate bonds:**

Arch Capital Group	754,572	0	0
Ball Corp Sr NT	277,525	277,525	278,125
Comcast Corp New NT	288,285	288,285	344,679
Donnelley RR & Sons	295,900	295,900	290,250
Leucadia Nat'l Corp Sr Sub	294,725	294,725	360,063
Neenah Paper Inc	141,840	79,785	81,202
Wendys/Arbys Restaurants LLC	371,063	0	0
Western Un Corp	277,197	277,197	329,601

2,701,107	1,513,417	1,683,920
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**PART II, Line 13: Investments - other:**

Ascot Partners, L P	17,821	16,812	0
Ascot Partners, L P - Unrealized Loss	719,135	719,135	0
Casdin CLSP Overseas	0	0	0
First Bio Med Ltd	3,000,000	3,000,000	6,735,179
Gotham Partners International	149,156	149,156	7,596
Lancer Offshore Inc	4,307,860	4,261,247	0
Locus Pharm	0	0	0

8,193,972	8,146,350	6,742,775
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## ISRAEL HENRY BEREN CHARITABLE TRUST

48-6337836

## Schedule 2A

Form 990-PF, 2012

DESCRIPTION	NUMBER OF UNITS	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST & EXPENSES OF SALE	SHORT-TERM GAIN/(LOSS)	LONG-TERM GAIN/(LOSS)
SLM CORP	10,000	12/15/2011	3/13/2012	164,566 03	133,749 25	30,816 78	
STAPLES INC	25,000	12/24/2007	2/3/2012	370,210 39	418,867 50	(48,657 11)	
				<b>534,776.42</b>	<b>552,616 75</b>	<b>(17,840 33)</b>	
ADT CORP	1,875	6/16/2005	10/18/2012	72,464 24	58,713 85		13,750 39
ADT CORP	625	9/12/2005	10/18/2012	24,154 75	18,311 46		5,843 29
ADT CORP	812	4/6/2006	10/18/2012	31,381 84	21,966 32		9,415 52
ADT CORP	2,688	11/21/2007	10/18/2012	103,884 73	68,523		35,361 81
ADT CORP	2,500	11/5/2008	10/18/2012	96,618 98	41,633 12		54,985 86
ALTRIA GROUP INC	1,000	1/3/2002	3/22/2012	30,109 39	10,644 14		19,465 25
ALTRIA GROUP INC	1,000	8/7/2003	3/22/2012	30,109 40	9,164 56		20,944 84
ALTRIA GROUP INC	8,000	6/4/2004	3/22/2012	240,875 16	89,110		151,765.20
ALTRIA GROUP INC	11,500	4/30/2008	3/22/2012	346,258 04	234,204 46		112,053 58
ARCH CAP GROUP	3,400	3/10/2009	5/2/2012	85,000 00	52,467 78		32,532 22
ARCH CAP GROUP	1,700	3/10/2009	5/2/2012	42,500 00	26,872 07		15,627 93
ARCH CAPITAL GROUP	26,500	1/7/2011	5/2/2012	662,500 00	675,232		(12,731 75)
BECTON DICKINSON	7,000	8/4/2009	9/20/2012	553,448 03	457,825 20		95,622 83
BECTON DICKINSON	1,000	4/29/2010	9/20/2012	79,064 00	76,824 20		2,239 80
CBS CORPORATION	4,000	1/31/2006	2/13/2012	120,734 28	106,428 57		14,305 71
CBS CORPORATION	2,000	1/31/2006	6/27/2012	64,024 96	53,214		10,810 67
CBS CORPORATION	3,000	6/4/2008	6/27/2012	96,037 45	66,469 94		29,567 51
CBS CORPORATION	1,000	6/4/2008	9/28/2012	36,179 09	22,156 65		14,022 44
CBS CORPORATION	1,000	8/12/2008	9/28/2012	36,179 08	17,503 31		18,675 77
CBS CORPORATION	5,000	8/12/2008	12/19/2012	182,394 91	87,516 55		94,878 36
COMCAST CORP	4,000	12/27/2007	10/15/2012	143,729.37	74,331 47		69,397 90
CVS CAREMARK CORP	4,000	12/5/2006	5/3/2012	184,110 47	117,107 80		67,002 67
GENERAL ELECTRIC CO	16,500	6/4/2004	12/24/2012	343,988 99	515,577 60		(171,588 61)
GILEAD SCIENCES INC	8,500	9/29/2010	2/21/2012	384,431 82	304,567 53		79,864 29
GILEAD SCIENCES INC	7,000	9/29/2010	2/21/2012	316,590 91	272,647 70		43,943 21
HESS CORPORATION	10,000	12/6/2010	6/26/2012	400,590 02	740,885 00		(340,294 98)
JOHNSON & JOHNSON	3,500	1/31/2006	1/25/2012	227,689 37	202,771.35		24,918 02
KRAFT FOODS INC	CIL		10/12/2012	30 49			30 49
NEENAH PAPER INC 7 375 NOV 15 14	10,000	3/22/2010	4/23/2012	10,122 90	9,850 00		272 90
NEENAH PAPER INC 7 375 NOV 15 14	53,000	3/22/2010	11/15/2012	53,000 00	52,205 00		795 00
PENTAIR LTD SHS ISIN	CIL		10/4/2012	1 36			1 36
PFIZER INC	14,775	10/16/2009	5/16/2012	333,519 06	260,926 50		72,592 56
STAPLES INC	20,000	5/23/2011	2/3/2012	296,168 31	463,926 65		(167,758 34)
STAPLES INC	5,000	5/23/2011	2/3/2012	74,042 08	115,772 73		(41,730 65)
ULTRA PETROLEUM	2,500	5/6/2011	11/19/2012	55,295 26	116,975 57		(61,680 31)
WENDYS / ARBYS RESTA 10 000 JUL 15 16	250,000	10/28/2010	7/16/2012	268,750 00	276,900 00		(8,150 00)
WENDYS / ARBYS RESTA 10 000 JUL 15 16	85,000	10/28/2010	7/16/2012	91,375 00	94,162 50		(2,787 50)
ROUNDING DIFFERENCE - STOCK BASIS					0 06		(0 06)
				<b>6,117,353 74</b>	<b>5,813,388 56</b>		<b>303,965 18</b>
CAPITAL GAIN DISTRIBUTIONS PER 1099			2012	9,440 20			9,440 20
FIRST MANHATTAN CAPITAL GAIN DISTRIBUTION				9,440 20	-	-	9,440 20
TOTAL GAINS/LOSS				<b>6,661,570 36</b>	<b>6,366,005 31</b>	<b>(17,840 33)</b>	<b>313,405 38</b>
FMCO 1099 B				6,652,130 16			295,565 05
FMCO Litigation Settlementer				-			
FMCO Capital Gains				9,440 20			
				<b>6,661,570 36</b>			

**ISRAEL HENRY BEREN CHARITABLE TRUST**  
**Schedule 2B**

**48-6337836**  
**Form 990-PF, 2012**

DESCRIPTION	NUMBER OF UNITS	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST & EXPENSES OF SALE	SHORT-TERM GAIN/ (LOSS)	LONG-TERM GAIN/(LOSS)
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NONE

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TOTAL GAINS/LOSS

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**ISRAEL HENRY BEREN CHARITABLE TRUST**  
**Schedule 3**

**48-6337836**  
**Form 990-PF, 2012**

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

CONTRIBUTIONS:				PURPOSE
12/10/2012	1,484	AMERICAN FRIENDS OF BEIT MORASHA P O BOX 940459 444 BEACH 129 STREET ROCKAWAY BEACH, NY 11694	100,000.00 X	GENERAL FUND
10/1/2012	1,482	FEDERATION OF JEWISH COMMUNITIES O 141 LACPLESA STREET RIGA LV-1003 LATIVA	18,000.00 X	MEALS ON WHEELS PROGRAM RIGA
12/17/2012	1,487	FRIENDS OF THE JERUSALEM COLLEGE OI 358 FIFTH AVENUE, SUITE 1406 NEW YORK, NY 10001	325,000.00 X	IHB CENTER FOR ACADEMIC PREPARATORY STUDIES
12/10/2012	1,486	FOUNDATION FOR JEWISH CAMP 253 WEST 35TH STREET 4TH FLOOR NEW YORK, NY 10001	100,000.00 X	GENERAL FUND
10/1/2012	1,482	HILLEL AT THE UNIVERSITY OF FLORIDA 2020 W UNIVERSITY AVENUE GAINSVILLE, FL 32603	18,000.00 X	GENERAL FUND
6/1/2012	1,598	ISRAEL HENRY BEREN CHARITABLE FOUNI 2020 N BRAMBLEWOOD WICHITA, KS 67206	15,000.00 X	GENERAL FUND
7/17/2012	1,600	ISRAEL HENRY BEREN CHARITABLE FOUNI 2020 N BRAMBLEWOOD WICHITA, KS 67206	5,000.00 X	GENERAL FUND
12/19/12	1488	NER ISRAEL RABBINICAL COLLEGE 400 MT WILSON LANE BALTIMORE, MD 21208	500,000.00 X	FOOD SERVICE BUILDING PROJECT
6/8/2012	1,480	OHR TORAH STONE 49 WEST 45TH STREET, SUITE 701 NEW YORK, NY 10036	500,000.00 X	BEREN ACADEMIC CENTER
7/25/2012	1,479	OHR TORAH STONE 49 WEST 45TH STREET, SUITE 701 NEW YORK, NY 10036	500,000.00 X	BEREN ACADEMIC CENTER
9/19/2012	1,481	OHR TORAH STONE 49 WEST 45TH STREET, SUITE 701 NEW YORK, NY 10036	400,000.00 X	BEREN ACADEMIC CENTER
3/28/2012	1,477	YESHIVA UNIVERSITY 500 WEST 185TH STREET, BH 704 NEW YORK, NY 10033-3201	40,000.00 X	STERN CAMPUS, BEREN CAMPUS FLAGS & BANNERS

TOTAL CONTRIBUTIONS **2,521,000.00**



**ISRAEL HENRY BEREN CHARITABLE TRUST**  
**Schedule 4**

**48-6337836**  
**Form 990-PF, 2012**

**PART I, Line 18: Grants Payable:**

NONE

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