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EXTENSION ATTACHED

Internal Revenue Service
2949415600-509 1

Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

SEP 23 2018
Kansas City, MO

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning **NOVEMBER 1**, 2018, and ending **OCTOBER 31**, 2019

Name of foundation
THE ROBERT M. BEREN FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
2020 N. BRAMBLEWOOD

City or town, state or province, country, and ZIP or foreign postal code
WICHITA KS 67206

A Employer identification number
48-0990309

B Telephone number (see instructions)
316-265-3311

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization. Section 501(c)(3) exempt private foundation **03**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 96,700,450
J Accounting method. Cash Accrual
 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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
SCH 1					
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	16,607,948			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch BS				
	3 Interest on savings and temporary cash investments	2,455	2,455		
	4 Dividends and interest from securities SCH 1	1,575,424	1,575,424		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,391,712			
	b Gross sales price for all assets on line 6a 23,245,185				
	7 Capital gain net income (from Part IV, line 2)		9,391,712		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	27,577,539	10,969,591	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SCH 1	5,134			5,134
	b Accounting fees (attach schedule) SCH 1	1,418			1,418
	c Other professional fees (attach schedule) SCH 1	165,885	165,885		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) SCH 1	112,778			7,778
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SCH 1	14,201,930	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	14,487,145	165,885	0	14,330
	25 Contributions, gifts, grants paid	4,889,546			4,889,546
26 Total expenses and disbursements. Add lines 24 and 25	19,376,691	165,885	0	4,903,876	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	8,200,848				
b Net investment income (if negative, enter -0-)		10,803,706			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2018)

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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	492,076	(1,203,944)	(1,203,944)
	2	Savings and temporary cash investments SCH 4	4,910,326	3,809,118	3,809,118
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	12	(25)	(25)
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule) SCH 4	0	7,936,335	7,948,773
	b	Investments—corporate stock (attach schedule) SCH 4	32,832,764	35,894,375	86,146,528
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) SCH 5	36,140	70,272	0	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	38,271,318	46,506,131	96,700,450	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue	(630,337)	(596,372)	
	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)	(630,337)	(596,372)		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	38,901,655	47,102,503	
30	Total net assets or fund balances (see instructions)	38,901,655	47,102,503		
31	Total liabilities and net assets/fund balances (see instructions)	38,271,318	46,506,131		

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	38,901,655
2	Enter amount from Part I, line 27a	2	8,200,848
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	47,102,503
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	47,102,503

29
30

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SCHEDULE 3			VARIOUS	2018-2019
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a			0	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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	9,391,712
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

If "Yes," the foundation doesn't 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))
2017	3,072,040	76,986,262	0.0399
2016	4,039,537	71,829,412	0.0562
2015	3,370,562	68,280,116	0.0494
2014	2,248,312	69,500,978	0.0323
2013	3,111,111	68,146,388	0.0457
2	Total of line 1, column (d)		0.2235
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years		0.447
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		89,164,640
5	Multiply line 4 by line 3		3,985,659
6	Enter 1% of net investment income (1% of Part I, line 27b)		108,037
7	Add lines 5 and 6		4,093,696
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		4,903,876

3

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	108,037	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2		
3	Add lines 1 and 2	3	108,037	
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	108,037	
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	74,962	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	40,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	114,962	
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	6,925	
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ 6,925 Refunded ▶	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 ▶	X	
14 The books are in care of ▶ <u>THE FOUNDATION</u> Telephone no. ▶ <u>316-265-3311</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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16 At any time during calendar year 2018, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 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 2018.)		
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 2018?		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 4945(d)(4)(A)? See instructions Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT M BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	PRES, TREAS 1 HR	NONE	NONE	NONE
CHARLES B. SPRADLIN, JR 2020 N BRAMBLEWOOD, WICHITA, KS 67206	SECRETARY 1 HR	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIRST MANHATTAN COMPANY 399 PARK AVENUE, NEW YORK, NY 1022-4871	INVESTMENT ADVICE	159,468
.....		
.....		
.....		
.....		
.....		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	
All other program-related investments See instructions 3	

Total. Add lines 1 through 3 ▶ **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	85,909,732
b	Average of monthly cash balances	1b	4,612,745
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	90,522,477
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	90,522,477
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,357,837
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	89,164,640
6	Minimum investment return. Enter 5% of line 5	6	4,458,232

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

1	Minimum investment return from Part X, line 6	1	4,458,232
2a	Tax on investment income for 2018 from Part VI, line 5	2a	108,037
b	Income tax for 2018. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,350,195
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,350,195
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,350,195

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	4,903,876
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,903,876
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	108,037
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,795,839

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				4,350,195
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			3,528,186	
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 4,889,546				
a Applied to 2017, but not more than line 2a			3,528,186	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				1,361,360
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				2,988,835
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					1 X 0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	1				1 X 0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

SEE SCHEDULE 2

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SCHEDULE 6</p>	NONE	X	SEE SCHEDULE	4,889,546
Total				▶ 3a 4,889,546
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2018▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

THE ROBERT M. BEREN FOUNDATION INC

Employer identification number

48-0990309

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE ROBERT M. BEREN FOUNDATION INC	Employer identification number 48-0990309
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT M. BEREN ----- 13840 LEMANS WAY ----- PALM BEACH GARDENS, FL 33410 -----	\$ 16,607,948 -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE ROBERT M. BEREN FOUNDATION INC.	Employer identification number 48-0990309
--	---

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	Reckitt Benckiser 8,100 Shares Common Stock Tax Basis \$124,804	\$ 660,798	11/2/2018
1	Berkshire Hathaway 33 Shares Common Stock Tax Basis \$212,992	\$ 10,050,100	12/31/2018
1	CVS 45,000 Shares Common Stock Tax Basis \$584,207	\$ 2,425,050	4/9/2019
1	3M 20,000 Shares Common Stock Tax Basis \$1,484,016	\$ 3,472,000	6/21/2019
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----

ROBERT M. BEREN FOUNDATION, INC.	48-0990309
Schedule 1	Form 990-PF, 2018

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

	COST	FMV
Reckitt Benckiser - 8,100 Shares	124,804	660,798
Berkshire Hathaway - 33 Shares	212,992	10,050,100
CVS - 45,000 Shares	584,207	2,425,050
3M - 20,000 Shares	1,484,016	3,472,000

16,607,948

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

Bank of America/ US Trust Cking & Savings	1,769
Ascot- Interest Income	686

2,455

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

Int Income - FMC Liquid Assets	82,040
Int Income - State Tax Free	99,741
Taxable Dividends	1,393,643

1,575,424

PART I, Line 6: Net gain/(loss) - sale of assets not on line 10:

Gain/(Loss) - Long-Term	9,427,947
Gain/(Loss) - Short-Term	(36,235)

9,391,712

PART I, Line 16A: Legal Fees:

Foulston & Siefkin	5,134
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5,134

PART I, Line 16b: Accounting Fees:

GJ & Company	1,418
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1,418

PART I, Line 16c: Other Professional Fees:

First Manhattan/US Trust - Advisory fees	160,254
Ascot- Other Deductions	519
Ascot- Portfolio Deductions	0
First Manhattan - Foreign fees	5,112

165,885

PART I, Line 18: Taxes:

Kansas - Secretary of State	40
Foreign Tax WH-First Manhattan	7,738
Federal Income Tax	105,000

112,778

PART I, Line 23: Other Expenses:

0

PART I, Line 25: Contributions, Gifts, Grants Paid:

Charitable Contributions - Schedule 4	4,889,546
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4,889,546

PART I, Line 23: Non-Deductible Expense:

Non-Deductible-Contributions	14,201,930
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14,201,930

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 2

Form 990-PF, 2018

PART XV, QUESTION 1a

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

“

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 3****Form 990-PF, 2018****PART IV CAPITAL GAINS & LOSSES**

	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR (LOSS)
SHORT TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	5,465,982	5,502,218	(36,236)
LONG TERM CAPITAL GAIN - STOCKS & BONDS FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	17,779,203	8,351,255	9,427,948
	23,245,185	13,853,473	9,391,712

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 3A****Form 990-PF, 2018****PART IV, CAPITAL GAINS & LOSSES**

	DATE		NO OF SHARES	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR (LOSS)
	BOUGHT	SOLD				
FIRST MANHATTAN COMPANY:						
CAPITAL GAIN/(LOSS)-SHORT-TERM:						
IAC INTERACTIVECORP	04/18/19	10/11/19	7,000	1,628,074 79	1,533,692 10	94,382 69
UNION PAC CORP	05/14/19	10/11/19	8,500	1,345,865 18	1,492,775 45	(146,910 27)
TOTAL SHORT-TERM COVERED				2,973,939 97	3,026,467 55	(52,527 58)
SHORT-TERM NON-COVERED						
UNITED STATES TREAS T-BILL	05/07/19	08/06/19	2,500,000	2,492,041 77	2,475,749 59	16,292 18
TOTAL SHORT-TERM NON-COVERED				2,492,041 77	2,475,749 59	16,292 18
TOTAL CAPITAL GAIN/(LOSS) - SHORT-TERM				5,465,981 74	5,502,217 14	(36,235 40)
LONG-TERM NON-COVERED						
RESIDEO TECHNOLOGIES INC	12/19/12	11/01/18	3,083 000	68,640 25	33,960 83	34,679 42
ALTRIA GROUP INC	12/06/16	01/09/19	18,000 000	896,276 94	1,149,217 00	(252,940 06)
ANHEUSER BUSCH INBEV	12/08/11	03/04/19	11,500 000	935,479 31	683,068 57	252,410 74
ANHEUSER BUSCH INBEV	05/17/12	03/04/19	5,000 000	406,730 14	347,525 00	59,205 14
ARAMARK	07/30/14	05/30/19	26,300 000	901,681 44	718,769 02	182,912 42
ARAMARK	07/31/14	05/30/19	13,700 000	469,697 17	373,544 54	96,152 63
FEDEX CORP	07/07/16	03/18/19	7,500 000	1,354,769 38	1,143,361 00	211,408 38
TOTAL LONG-TERM NON-COVERED				5,033,274 63	4,449,445 96	583,828 67
LONG-TERM COVERED						
UNITED TECHNOLOGIES		11/28/18	CIL	104 15	110 54	(6 39)
RECKITT BENCKISER GROUP	02/28/03	11/05/18	6,100 000	503,277 53	93,928 86	409,348 67
RECKITT BENCKISER GROUP	03/03/03	11/05/18	2,000 000	165,009 03	30,875 17	134,133 86
FOREST CITY RLTY TR	12/17/90	12/10/18	12,576 000	318,801 60	15,352 80	303,448 80
FOREST CITY RLTY TR	08/02/91	12/10/18	17,685 000	448,314 75	27,194 44	421,120 31
FOREST CITY RLTY TR	08/05/91	12/10/18	8,253 000	209,213 55	12,463 70	196,749 85
ROCKWELL COLLINS	10/21/08	11/28/18	3,400 000	483,252 67	121,957 91	361,294 76
RECKITT BENCKISER GROUP	01/26/00	01/11/19	10,000 000	787,365 50	106,083 49	681,282 01
RECKITT BENCKISER GROUP	02/11/00	01/11/19	10,000 000	787,365 50	91,067 79	696,297 71
CVS HEALTH CORP	03/26/96	04/04/19	2,000 000	106,353 92	14,594 78	91,759 14
CVS HEALTH CORP	08/08/01	04/04/19	10,000 000	531,769 59	180,279 01	351,490 58
CVS HEALTH CORP	11/16/06	04/04/19	8,000 000	425,415 66	233,900 40	191,515 26
CVS HEALTH CORP	05/29/03	04/04/19	45,000 000	2,409,405 67	584,206 89	1,825,198 78
3M CO	07/30/14	05/14/19	8,000 000	1,404,807 85	611,335 92	793,471 93
3M CO	07/31/14	05/14/19	4,000 000	702,403 92	294,441 79	407,962 13
3M CO	09/25/06	06/21/19	13,000 000	2,250,993 75	956,558 50	1,294,435 25
3M CO	10/18/06	06/21/19	7,000 000	1,212,073 56	527,457 50	684,616 06
TOTAL LONG-TERM COVERED				12,745,928 20	3,901,809 49	8,844,118 71
TOTAL CAPITAL GAIN/(LOSS) - LONG-TERM				17,779,202 83	8,351,255 45	9,427,947 38
TOTAL CAPITAL GAIN/(LOSS)				23,245,184 57	13,853,472 59	9,391,711 98

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 4 - Investments****Form 990-PF, 2018**

No of Shares	Description	Date Bought	Beg. of YR Book Value	End of YR Book Value	End of YR Mkt Value
SAVINGS AND TEMPORARY CASH INVESTMENTS					
	US Trust Savings Account		1,291,746	1,813,448	1,813,448
	First Manhattan Liquid Assets		3,618,580	1,995,670	1,995,670
TOTAL SAVINGS & TEMP CASH INV			\$ 4,910,326	\$ 3,809,118	\$ 3,809,118
U.S. TREASURY BILLS & NOTES					
	First Manhattan T-Bills		0	7,936,335	7,948,773
TOTAL U.S. TREASURY BILLS & NOTES			\$ -	\$ 7,936,335	\$ 7,948,773
EQUITIES					
Equities-FMCO					
1,525	Alphabet Inc	09/15/16	1,172,192	1,172,192	1,921,668
18,000	Altria Group Inc	12/06/16	1,149,217	0	0
1,500	American Express Co	07/31/90	11,332	11,333	175,920
20,000	American Express Co	12/22/00	930,096	930,096	2,345,600
11,500	Anheuser Busch InBev SA NV	12/08/11	683,069	0	0
5,000	Anheuser Busch InBev SA NV	05/17/12	347,525	0	0
12,000	Apple Inc	05/11/16	1,113,711	1,113,711	2,985,120
3,000	Apple Inc	07/06/16	285,693	285,693	746,280
26,300	Aramark	07/30/14	718,769	0	0
13,700	Aramark	07/31/14	373,545	0	0
2,000	Autozone Inc	09/27/18	1,559,216	1,559,216	2,288,760
8	Berkshire Hathaway Inc	09/25/90	0	47,238	2,551,512
15	Berkshire Hathaway Inc	12/28/90	0	99,583	4,784,085
10	Berkshire Hathaway Inc	12/31/90	0	66,172	3,189,390
35	Berkshire Hathaway Inc	05/27/97	1,519,000	1,518,996	11,162,865
45,000	Brookfield Asset Mgmt	06/21/10	748,760	748,760	2,486,250
22,000	Capital One Finl Co	06/30/16	1,381,823	1,381,823	2,051,500
2,000	CVS Corp	03/25/96	14,595	0	0
10,000	CVS Corp	08/08/01	180,279	0	0
8,000	CVS Corp	11/16/06	233,900	0	0
25,000	Citigroup Inc	08/17/16	1,165,505	1,165,505	1,796,500
343	Costco Whsl Corp New Com	12/21/01	13,977	13,977	101,908
20,000	Danaher Corp	07/07/14	1,198,244	1,198,244	2,756,400
5,000	Danaher Corp	07/12/16	401,893	401,894	689,100
24,000	Dunkin Brands Gr	02/22/18	1,476,942	1,476,942	1,886,880
7,500	FedEx Corp	07/07/16	1,143,361	0	0
15,000	Fidelity National	08/05/19	0	1,884,330	1,976,400
12,576	Forest City Entprses	12/17/90	15,353	0	0
17,685	Forest City Entprses	08/02/91	27,194	0	0

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 4 - Investments****Form 990-PF, 2018**

No of Shares	Description	Date Bought	Beg. of YR Book Value	End of YR Book Value	End of YR Mkt Value
EQUITIES (Continued)					
8,253	Forest City Entprses	08/05/91	12,464	0	0
18,500	Honeywell Intl Inc	12/19/12	1,128,826	1,129,719	3,195,505
23,000	IAA Inc	02/01/19	0	727,736	877,450
15,000	IAA Inc	02/07/19	0	482,848	572,250
12,000	IAA Inc	02/21/19	0	351,487	457,800
12,000	IAA Inc	06/26/19	0	456,541	457,800
28,000	Inter Continental Ex	04/18/19	0	2,242,119	2,640,960
1,500	International Business Machine	12/27/00	128,099	128,099	200,595
6,000	International Business Machine	06/16/05	462,493	462,493	802,380
10,000	Johnson & Johnson	08/04/89	65,999	65,999	1,320,400
10,000	Johnson & Johnson	06/09/10	583,843	583,843	1,320,400
23,000	KAR Auction Service	02/01/19	0	469,198	571,780
15,000	KAR Auction Service	02/07/19	0	311,310	372,900
12,000	KAR Auction Service	02/21/19	0	226,616	298,320
50,000	KAR Auction Service	06/25/19	0	1,191,115	1,243,000
9,000	Microsoft Corp	05/23/05	234,022	234,022	1,290,330
15,000	Microsoft Corp	06/16/05	377,475	377,475	2,150,550
5,000	Microsoft Corp	03/30/07	139,534	139,534	716,850
5,000	Microsoft Corp	03/31/11	127,817	127,817	716,850
32,500	Mondelez Intl Inc CL A (Kraft)	06/24/10	607,348	607,348	1,704,625
7,500	Mondelez Intl Inc CL A (Kraft)	08/13/10	140,229	140,229	393,375
23,250	Nestle Sa-Sponsored	05/21/02	558,879	558,879	2,491,470
8,750	Nestle Sa-Sponsored	06/24/02	201,331	201,331	937,650
17,500	Oracle Corp	04/30/14	710,367	710,368	953,575
12,500	Oracle Corp	05/02/14	511,110	511,110	681,125
10,000	Oracle Corp	06/30/14	406,180	406,180	544,900
6,000	Oracle Corp	09/16/19	0	317,771	326,940
36,000	Pfizer Inc	12/10/15	1,167,073	1,167,073	1,381,320
7,500	Pfizer Inc	02/01/16	225,864	225,864	287,775
6,500	Pfizer Inc	02/25/16	198,209	198,209	249,405
600	Philip Morris Intl Inc Com	12/21/88	2,598	2,598	48,864
2,400	Philip Morris Intl Inc Com	02/15/89	11,334	11,334	195,456
20,500	Philip Morris Intl Inc Com	05/27/97	478,196	478,196	1,669,520
3,083	Resideo Technologies	12/19/12	34,853	0	0
3,400	Rockwell Collins Inc	12/21/08	121,958	0	0
8,000	3M Co Com	04/20/05	611,336	0	0
4,000	3M Co Com	08/04/05	294,442	0	0
10,000	Reckitt Benckiser Gr	01/26/00	106,083	0	0
10,000	Reckitt Benckiser Gr	02/11/00	91,068	0	0
1,275	United Technologies	11/27/18	0	165,820	183,065
32,000	Wells Fargo & Co New	06/21/10	908,684	908,684	1,652,160
5,000	Wells Fargo & Co New	10/19/10	125,012	125,012	258,150
10,000	Zimmer Biomet Hlds	02/13/15	1,189,623	1,189,623	1,382,300
Total Equities-FMCO			29,827,540	32,709,305	80,443,933

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 4 - Investments****Form 990-PF, 2018**

No of Shares	Description	Date Bought	Beg. of YR Book Value	End of YR Book Value	End of YR Mkt Value
EQUITIES (Continued)					
Equities-US Trust					
3,802	AT&T INC COM	1992	60,619	60,619	146,339
16,000	EXXON MOBIL CORP	1992	204,883	204,883	1,081,120
17,699	GENERAL AMERICAN INVSTRS	1992	515,103	515,103	658,757
2,083	GENERAL AMERICAN INVSTRS	12/31/97	52,205	52,205	77,529
2,381	GENERAL AMERICAN INVSTRS	12/31/98	69,421	69,421	88,621
978	GENERAL AMERICAN INVSTRS	12/31/98	30,135	30,135	36,401
2,113	GENERAL AMERICAN INVSTRS	12/31/99	72,172	72,172	78,646
1,351	GENERAL AMERICAN INVSTRS	03/31/00	49,734	49,734	50,284
4,465	GENERAL AMERICAN INVSTRS	12/31/01	162,554	162,554	166,187
1,745	GENERAL AMERICAN INVSTRS	03/31/01	64,609	64,609	64,949
2,050	GENERAL AMERICAN INVSTRS	03/31/02	68,255	68,255	76,301
438	GENERAL AMERICAN INVSTRS	12/26/02	11,147	11,147	16,302
607	GENERAL AMERICAN INVSTRS	12/24/03	17,645	17,645	22,593
1,906	GENERAL AMERICAN INVSTRS	12/23/05	66,348	66,348	70,941
3,087	GENERAL AMERICAN INVSTRS	12/21/06	113,447	113,447	114,898
6,668	GENERAL AMERICAN INVSTRS	12/28/07	235,180	235,180	248,183
1,346	GENERAL AMERICAN INVSTRS	12/26/08	20,930	20,930	50,098
748	GENERAL AMERICAN INVSTRS	12/28/09	17,099	17,099	27,841
821	GENERAL AMERICAN INVSTRS	05/16/11	23,807	23,807	30,558
990	GENERAL AMERICAN INVSTRS	12/27/11	25,223	25,223	36,848
2,561	GENERAL AMERICAN INVSTRS	12/28/12	72,066	72,066	95,320
1,062	GENERAL AMERICAN INVSTRS	01/31/13	30,861	30,861	39,528
3,356	GENERAL AMERICAN INVSTRS	12/30/13	115,708	115,708	124,910
5,810	GENERAL AMERICAN INVSTRS	12/30/14	204,551	204,551	216,248
2,398	GENERAL AMERICAN INVSTRS	12/30/15	73,881	73,881	89,254
6,544	GENERAL AMERICAN INVSTRS	12/30/16	205,318	205,318	243,568
6,737	GENERAL AMERICAN INVSTRS	12/30/17	226,195	226,195	250,751
5,964	GENERAL AMERICAN INVSTRS	12/31/18	0	179,846	221,980
8,000	JOHNSON & JOHNSON	1993	95,537	95,537	1,056,320
3,660	VERIZON COMMUNICATIONS	06/15/05	100,591	100,591	221,320
Total Equities-US Trust			3,005,224	3,185,070	5,702,595
TOTAL EQUITIES			\$ 32,832,764	\$ 35,894,375	\$ 86,146,528

ROBERT M. BEREN FOUNDATION, INC.

48-0990309

Schedule 5

Form 990-PF, 2018

No of Shares	Description	Date Bought or Sold	Beg. of YR Book Value	End of YR Book Value	Market Value
INVESTMENTS - OTHER					
	Hedge Fund Ascot Partners LP		36,140	70,272	0
TOTAL INVESTMENTS - OTHER			36,140	70,272	0

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 6****Form 990-PF, 2018****Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year**

Recipient Name and Address	If Recipient is an Individual, Show Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Contributions:				
AICE 2810 BLAINE DR CHEVY CHASE, MD 20815	NONE	PUBLIC	GENERAL FUND	5,000
AIEF-AMERICAN ISRAEL EDUCATION FUND 900 SOUTH PINE ISLAND RD SUITE 320 PLANTATION, FL 33324	NONE	PUBLIC	GENERAL FUND	75,000
ALZHEIMER'S ACCOCIATION SOUTHEAST FLORIDA CHAPTER 3323 W COMMERCIAL BOULEVARD SUITE 260 FORT LAUDERDALE, FL 33309-3447	NONE	PUBLIC	GENERAL FUND	200
AMERICAN CANCER SOCIETY FLORIDA DIVISION P O BOX 13300 TAMPA, FL 33681-3300	NONE	PUBLIC	ANNUAL FUND DRIVE	500
AMERICAN HEART ASSOCIATION 11207 BLUE HERON BLVD N ST PETERSBURG, FL 33716	NONE	PUBLIC	GENERAL FUND	500
AMERICAN COUNCIL OF TRUSTEES AND ALUMNI 1730 M STREET NW, SUITE 600 WASHINGTON, DC 20036	NONE NONE	PUBLIC PUBLIC	GENERAL FUND GENERAL FUND	100 500
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3300 PGA BLVD , SUITE 970 PALM BEACH GARDENS, FL 33410	NONE	PUBLIC	GENERAL FUND	1,000
AMERICAN KIDNEY FUND P O BOX 11038 LEWISTON, ME 04243	NONE NONE NONE	PUBLIC PUBLIC PUBLIC	GENERAL FUND GENERAL FUND GENERAL FUND	150 200 300
AMERICAN RED CROSS P O BOX 628205 ORLANDO FL 32862-8205	NONE	PUBLIC	GENERAL FUND	250
ARTHRITIS FOUNDATION 400 HIBISCUS STREET, SUITE 100 WEST PALM BEACH, FL 33401	NONE	PUBLIC	GENERAL FUND	200

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 6****Form 990-PF, 2018****Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year**

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AYN RAND INSTITUTE THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 2121 ALTON PARKWAY, SUITE 250 IRVINE, CA 92606	NONE	PUBLIC	GENERAL FUND	1,000
CFACT P O BOX 430 ABINGDON, MD 21009-0430	NONE NONE	PUBLIC PUBLIC	GENERAL FUND GENERAL FUND	500 1,000
CHABAD AT CLINTON RABBI DIDY WAKS 8 DWIGHT AVENUE CLINTON, NY 13323-1614	NONE	PUBLIC	GENERAL FUND	540
CLAREMONT INSTITUTE 1317 W FOOTHILL BLVD, SUITE 120 UPLAND, CA 91789	NONE	PUBLIC	GENERAL FUND	500
CONG KEHILAT KETER TORAH 1292 OCEAN PARKWAY BROOKLYN, NY 11230	NONE	PUBLIC	GENERAL FUND	500
EISENHOWER FOUNDATION 200 SE 4th STREET PO BOX 295 ABILENE, KS 67410	NONE NONE NONE	PUBLIC PUBLIC PUBLIC	GENERAL FUND GENERAL FUND GENERAL FUND	100 2,500 50,000
EMORY UNIVERSITY INSTITUTE FOR THE STUDY OF MODERN ISRAEL 1762 CLIFTON ROAD NE SUITE 1400 ATLANTA, GA 30322	NONE	PUBLIC	GENERAL FUND	500
FEDERATION OF JEWISH COMMUNITIES OF THE CIS 445 PARK AVE, 9TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC	GENERAL FUND	180
FOUNDATION FOR JEWISH CAMP, INC 253 WEST 35TH STREET, 4TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC	GENERAL FUND	100,000
FOUNDATION FOR PERIPHERAL NEUROPATHY 485 HALF DAY ROAD SUITE 350 BUFFALO GROVE, IL 60089	NONE	PUBLIC	GENERAL FUND	1,000

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 6****Form 990-PF, 2018****Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year**

Recipient Name and Address	If Recipient is an Individual, Show Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
FRIENDS OF HARVARD JUDAICA COLLECTION WIDENER LIBRARY M HARVARD UNIVERSITY CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL FUND	100
FRIENDS OF HARVARD TENNIS MURR CENTER 65 NORTH HARVARD STREET BOSTON, MA 02163	NONE NONE	PUBLIC PUBLIC	GENERAL FUND GENERAL FUND	3,000 3,000
FRIENDS OF THE JEWISH CHAPEL 326 FIRST ST, SUITE 22 ANAPOLIS, MD 21403	NONE	PUBLIC	GENERAL FUND	500
FRIENDS OF THE IDF 29 EAST MADISON STREET CHICAGO, IL 60602	NONE	PUBLIC	GENERAL FUND	500
GARDENS JEWISH EXPERIENCE 180 BENT TREE DR PALM BEACH GARDENS, FL 33418	NONE	PUBLIC	GENERAL FUND	5,000
HARVARD BUSINESS SCHOOL P O BOX 412275 BOSTON, MA 02241-2275	NONE	PUBLIC	UNIVERSITY COLLABORATIONS	5,000
HARVARD UNIVERSITY CENTER FOR JEWISH STUDIES 8 DIVINITY AVENUE CAMBRIDGE, MA 02138	NONE	PUBLIC	CENTER FOR JEWISH STUDIES	1,000
HARVARD HILLEL 52 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	PUBLIC	GRADUATE PROGRAM UNDERGRADUATE PROGRAM	50,000
HEBREW CONGREGATION 1850 NORTH WOODLAWN WICHITA KS 67208	NONE	PUBLIC	CONTRIBUTION PLEDGE 2019	1,365
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE ARTHUR AND ROCHELLE BELFER BUILDING 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	NONE	PUBLIC	CHALLENGE GRANT	50,000
HILLELOF BROWARD AND PALM BEACH 777 GLADES ROAD, BLDG LY-3A BOCA RATON, FL 33431	NONE	PUBLIC	GENERAL FUND	3,000

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 6****Form 990-PF, 2018****Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year**

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HILLSDALE COLLEGE 33 E COLLEGE STREET SUITE 500 HILLSDALE, MI 49242	NONE	PUBLIC	GENERAL FUND	100
ISRAEL TENNIS CENTERS FOUNDATION 3275 WEST HILLSBORO BOULEVARD, SUITE 102 DEERFIELD BEACH, FL 33442	NONE	PUBLIC	GENERAL FUND	5,000
JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK, NY 10022	NONE	PUBLIC	FUND #182	1,500,000
JEWISH FEDERATION OF PALM BEACH 220 SUNRISE AVENUE, SUITE 202 PALM BEACH, FL 33480	NONE	PUBLIC	GENERAL FUND	550,000
JEWISH NATIONAL FUND 78 RANDALL AVE ROCKVILLE, NY 11570	NONE	PUBLIC	GENERAL FUND	5,000
JTA 24 WEST 30TH STREET, 4TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC	GENERAL FUND	100
JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HWY JUPITER, FL 33458-7205	NONE	PUBLIC	GENERAL FUND	2,000
NCSY 7200 W CAMINO REAL SUITE 214 BOCA RATON, FL 33433	NONE	PUBLIC	ISRAEL PRIDE/SERVICE LEARNING PROGRAM	1,000
NATIONAL JEWISH HEALTH 1400 JACKSON STREET DENVER, CO 80206-2762	NONE	PUBLIC	GENERAL FUND	110 390
NEFESH B'NEFESH 50 EISENHOWER DRIVE PARAMUS, NJ 07652	NONE	PUBLIC	GENERAL FUND	2,000
OHR TORAH STONE 49 WEST 45TH STREET, SUITE 701 NEW YORK, NY 10036	NONE	PUBLIC	GENERAL FUND	100,000

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 6****Form 990-PF, 2018****Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year**

Recipient Name and Address	If Recipient is an Individual, Show Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
THE USO P O BOX 96860 WASHINGTON DC 20077-7677	NONE	PUBLIC	GENERAL FUND	100
PALM BEACH ORTHODOX SYNAGOGUE 120 NORTH COUNTY ROAD PALM BEACH, FL 33480	NONE NONE NONE	PUBLIC PUBLIC PUBLIC	GENERAL FUND GENERAL FUND GENERAL FUND	100 18,000 3,600
PARDES INSTITUTE OF JEWISH STUDIES NORTH AMER 404 5th AVENUE SUITE 7013 NEW YORK, NY 10018	NONE	PUBLIC	GENERAL FUND	180,000
PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401	NONE	PUBLIC	GENERAL FUND	200
RAYMOND F KRAVIS CENTER FOR THE PERFORMING A 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401	NONE	PUBLIC	EDUCATION AND OUTREACH PROGRA	1,000
RAYMER SOCIETY FOR THE ARTS 212 S MAIN STREET LINDSBORG, KS 67456	NONE	PUBLIC	GENERAL FUND	100
ROBERT M BEREN ACADEMY 11333 CLIFFWOOD DRIVE HOUSTON, TX 77035-6011	NONE	PUBLIC	GENERAL FUND	400,000
SOUTHERN INSTITUTE FOR EDUCATION AND RESEARC TULANE UNIVERSITY MR BOX 1692 31 MCALISTER DRIVE NEW ORLEANS, LA 70118-5555	NONE	PUBLIC	GENERAL FUND	500
ST JUDE CHILDERN'S HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	NONE	PUBLIC	GENERAL FUND	250
STAND WITH US 1801 W OLYPIC BLVD PASADENA, CA 91199-2215	NONE	PUBLIC	GENERAL FUND	500
TELSHE YESHIVA 28400 EUCLID AVE WICKLIFFE, OH 44092	NONE NONE	PUBLIC PUBLIC	GENERAL FUND GENERAL FUND	100 100

ROBERT M. BEREN FOUNDATION, INC.**48-0990309****Schedule 6****Form 990-PF, 2018****Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year**

Recipient Name and Address	If Recipient is an Individual, Show Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	NONE	PUBLIC	GENERAL FUND	75
THE JEWISH FOUNDATION FOR THE RIGHTEOUS 80 MAIN ST SUITE 380 WEST ORANGE, NJ 07052	NONE NONE	PUBLIC PUBLIC	GENERAL FUND GENERAL FUND	1,000 1,000
THE JEWISH POLICY CENTER 50 F ST NW SUITE 100 WASHINGTON D C 20001	NONE	PUBLIC	GENERAL FUND	100,000
TRUMAN LIBRARY INSTITUTE 500 WEST US HIGHWAY 24 INDEPENDENCE, MO 64050	NONE	PUBLIC	GENERAL FUND	500
UNITED WAY OF PALM BEACH COUNTY 477 S ROSEMARY AVENUE, STE 230 WEST PALM BEACH, FL 33401	NONE	PUBLIC	GENERAL FUND	25,000
WJC AMERICAN SECTION 501 MADISON AVENUE NEW YORK, NY 10022	NONE NONE	PUBLIC PUBLIC	GENERAL FUND GENERAL FUND	1,000 1,000
YESHIVAS OHR YECHZKEL WISCONSIN INSTITUTE FOR TORAH STUDY 3288 NORTH LAKE DRIVE MILWAUKEE, WI 53211	NONE	PUBLIC	GENERAL FUND	36
YESHIVA UNIVERSITY 500 WEST 185TH STREET, BH 704 NEW YORK, NY 10033-3201	NONE	PUBLIC	ANNUAL HANUKKAH DINNER & CONVOCATION	25,000
			Total Contributions Paid	3,289,546
Grants:				
BEREN SEA FOUNDATION 2020 N BRAMBLEWOOD ST WICHITA, KS 67206	NONE NONE NONE	PUBLIC PUBLIC PUBLIC	GENERAL GENERAL GENERAL	150,000 100,000 1,350,000
			Total Grants Paid	1,600,000
			Total Grants & Contributions Paid	4,889,546

STATEMENT S225

Distributions to Donor Advised Fund
(See Key Issue 26L)

Organization: ROBERT M. BEREN FOUNDATION, INC.
TIN: 48-0990309
Tax Year Ended: OCTOBER 31, 2019

Form 990-PF, Part VII-A, Line 12—Distributions to donor advised fund

The following table provides the detail of distributions paid by the organization during the tax year ended 10/19 to a donor advised fund over which the foundation or a disqualified person had advisory privileges.

Table with 3 columns: Recipient, How Distribution Accomplishes Charitable Purpose, and Amount Treated as Qualifying Distribution. Row 1: JEWISH COMMUNAL FUND, Jewish Communal Fund (JCF) facilitates and promotes charitable giving to sectarian and nonsectarian organizations through donor advised funds and provides support to Jewish organizations in New York. Amount: \$1,500,000.

Robert M. Beren Foundation, Inc.
EIN: 48-0990309

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statement

Recipient's Name and Address

Beren Sea Foundation
2020 N. Bramblewood
Wichita, KS 67206

Grant Amount: See Schedule 7

Date of Grant: See Schedule 7

Amount Expended (based upon most recent report received from Grantee): \$459,000

Verification Date: March 31, 2020

Purpose of Grant: To further the advancement, enhancement, promotion and/or welfare of the Orthodox Jewish faith and causes.

Date of Report by Grantee: March 31, 2020

Diversions by Grantee: None, to the knowledge of Grantor

Results of Verification: No independent verification was deemed necessary.

ROBERT M. BEREN FOUNDATION, INC.
Schedule 7

48-0990309
Form 990-PF, 2018

PART I, Line 18: Grants Payable:

NONE

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Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statement
See Schedule 8 & 9

Grant Amount:	Date of Grant	Amount Expended:
150,000.00	7/11/2019	150,000 00
100,000.00	7/11/2019	100,000.00
1,350,000 00	10/17/2019	209,000.00
1,600,000.00		459,000.00