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

Department of the Treasury  
Internal Revenue Service

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

**2010**

**For calendar year 2010, or tax year beginning** NOVEMBER 1 , 2010, **and ending** OCTOBER 31 , 2011

**G** Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation <b>THE ROBERT M. BEREN FOUNDATION INC.</b>		<b>A</b> Employer identification number 48-0990309
Number and street (or P O box number if mail is not delivered to street address) <b>2020 N BRAMBLEWOOD</b>	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) 316-265-3311
City or town, state, and ZIP code <b>WICHITA KS 67206</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>51,371,887</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B	SCH 1			
	<b>3</b> Interest on savings and temporary cash investments	2,506	2,506		
	<b>4</b> Dividends and interest from securities SCH 1	1,313,347	1,313,347		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,895,272	1,895,272		
	<b>b</b> Gross sales price for all assets on line 6a 6,582,860				
	<b>7</b> Capital gain net income (from Part IV, line 2)		1,895,272		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)	0				
<b>11</b> Other income (attach schedule) SCH 1	22,129	22,129			
<b>12</b> Total. Add lines 1 through 11	3,233,254	3,233,254		0	
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule) SCH 1	180			180
	<b>b</b> Accounting fees (attach schedule) SCH 1	1,992			1,992
	<b>c</b> Other professional fees (attach schedule) SCH 1	391,563	391,563		
	<b>17</b> Interest SCH 1				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	46,590			16,550
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	440,325	391,563		18,722
	<b>25</b> Contributions, gifts, grants paid	2,335,075			2,335,075
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	2,775,400	391,563		2,353,797	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	457,854				
<b>b</b> Net investment income (if negative, enter -0-)		2,841,691			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

16 P

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	212,707	737,574	737,574
	<b>2</b> Savings and temporary cash investments . . . . .	964,542	479,757	479,757
	<b>3</b> Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	122	0	0
	<b>4</b> Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)	999,579	0	0
	<b>b</b> Investments—corporate stock (attach schedule) SCH 4	31,784,847	33,101,675	45,741,960
	<b>c</b> Investments—corporate bonds (attach schedule) SCH 4	3,756,778	3,857,985	4,405,000
	<b>11</b> Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) SCH 5	169,454	168,890	7,596	
<b>14</b> Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
<b>15</b> Other assets (describe ▶ )				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	37,888,029	38,345,881	51,371,887	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .	(1,062,383)	(1,062,383)	
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ )			
	<b>23 Total liabilities</b> (add lines 17 through 22)	(1,062,383)	(1,062,383)	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	38,950,412	39,408,264	
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions)	38,950,412	39,408,264		
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	37,888,029	38,345,881		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b> 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)		<b>1</b>	38,950,412
<b>2</b> Enter amount from Part I, line 27a		<b>2</b>	457,854
<b>3</b> Other increases not included in line 2 (itemize) ▶		<b>3</b>	
<b>4</b> Add lines 1, 2, and 3		<b>4</b>	39,408,266
<b>5</b> Decreases not included in line 2 (itemize) ▶ <b>ROUNDING</b>		<b>5</b>	2
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		<b>6</b>	39,408,264

**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.)
<b>1a</b>	SCHEDULE 3		VARIOUS	2010-2011
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				0
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	1,895,272
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	2,158,664	48,328,129	0.0447
2008	1,971,573	41,214,858	0.0478
2007	1,790,265	54,374,660	0.0329
2006	2,876,580	60,954,782	0.0472
2005	2,745,581	55,175,985	0.0498
<b>2</b>	Total of line 1, column (d)		0.2224
<b>3</b>	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		0445
<b>4</b>	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		51,847,065
<b>5</b>	Multiply line 4 by line 3		2,307,194
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		28,417
<b>7</b>	Add lines 5 and 6		2,335,611
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		2,353,797

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

<b>1a</b>	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>b</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	<b>1</b>	28,417	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>	28,417	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	28,417	
<b>6</b>	Credits/Payments:			
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	43,323	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	43,323	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	14,906	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> 14,906   <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>KANSAS</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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 page 20 of the instructions)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	<b>13</b>	X	
<b>14</b>	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>			
<b>15</b>	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>			
<b>16</b>	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	<b>16</b>	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
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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 2010? . . . . .	<b>1c</b>	X
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.) . . . . .	<b>2b</b>	N/A
<b>c</b>	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____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2010 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 2010.) . . . . .	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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 2010?	<b>4b</b>	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

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? **6b** X

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? **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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

**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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIRST MANHATTAN COMPANY 437 MADISON AVENUE, NEW YORK, NY 10022	INVESTMENT ADVICE	390,999
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

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

	Amount
<b>1</b>	
<b>2</b>	
<b>3</b> All other program-related investments. See page 24 of the instructions.	
<b>Total. Add lines 1 through 3</b>	<b>0</b>



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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>	49,444,671
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	3,184,346
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions) . . . . .	<b>1c</b>	7,597
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	52,636,614
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	52,636,614
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	789,549
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	51,847,065
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	2,592,353

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	2,592,353
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5 . . . . .	<b>2a</b>	28,417
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	28,417
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	2,563,936
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	2,563,936
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	2,563,936

**Part XII Qualifying Distributions** (see page 25 of the 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>	2,353,797
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<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>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,353,797
<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 (see page 26 of the instructions) . . . . .	<b>5</b>	28,417
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	2,325,380

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				2,563,936
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only . . . . .			1,133,436	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .				
<b>b</b> From 2006 . . . . .				
<b>c</b> From 2007 . . . . .				
<b>d</b> From 2008 . . . . .				
<b>e</b> From 2009 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,353,797				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			1,133,436	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2010 distributable amount . . . . .				1,220,361
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				1,343,575
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .				
<b>b</b> Excess from 2007 . . . . .				
<b>c</b> Excess from 2008 . . . . .				
<b>d</b> Excess from 2009 . . . . .				
<b>e</b> Excess from 2010 . . . . .				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> 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 page 28 of the instructions.)

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

SEE SCHEDULE 2

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

N/A

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

**Part XV Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p>SCHEDULE 6</p>	NONE	X	SEE SCHEDULE	2,335,075
<p><b>Total</b> . . . . .</p>			▶ <b>3a</b>	2,335,075
<p><b>b</b> <i>Approved for future payment</i></p>				
<p><b>Total</b> . . . . .</p>			▶ <b>3b</b>	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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). (See page 29 of the instructions.)



**ROBERT M. BEREN FOUNDATION, INC.****48-0990309****Schedule 1 -****Form 990-PF, 2010****PART I, Line 1: Contributions, gifts, grants, etc., received:**

0

0

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

Bank of America/ US Trust Cking & Savings	1,465
US Trust Trust Savings	1,041

2,506

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

Div - Banc of America Securities	3,381
Div - First Manhattan Co	961,962
Div - Gift Certificates.com ID# 13-4175350	79,036
Int - Ascot Partners L P , Fed ID# 13-3693341	0
Int - First Manhattan Company - Liquid Assets	790
Int - First Manhattan Company - Bonds	265,505
Int - First Manhattan Company - T Bills	1,498
Int - US Trust - T-Bills	1,175

1,313,347

**PART I, Line 11: Other Income:**

NT Distributions	116
Miscellaneous Income - Litigation Settlements	22,013

22,129

**PART I, Line 16A: Legal Fees:**

Foulston & Siefkin	180
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180

**PART I, Line 16b: Accounting Fees:**

Gutschenritter & Johnson	1,992
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1,992

**PART I, Line 16c: Other Professional Fees:**

First Manhattan - Advisory fees	390,999
Ascot- Portfolio Deductions	564

391,563

**PART I, Line 18: Taxes:**

Kansas - Secretary of State	40
Foreign Tax WH-First Manhattan	16,550
Federal Income Tax	30,000

46,590

<b>ROBERT M. BEREN FOUNDATION, INC.</b>	<b>48-0990309</b>
<b>Schedule 2</b>	<b>Form 990-PF, 2010</b>

**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, 2010**

**PART IV CAPITAL GAINS & LOSSES**

	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR (LOSS)
SHORT TERM CAPITAL GAIN - STOCKS			
US TRUST INVESTMENTS - SCHEDULE 3B ATTACHED	0	0	0
LONG TERM CAPITAL GAIN - STOCKS			
US TRUST INVESTMENTS - SCHEDULE 3B ATTACHED	716	0	716
SHORT TERM CAPITAL GAIN - STOCKS & BONDS			
FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	1,681,258	1,513,408	167,850
LONG TERM CAPITAL GAIN - STOCKS & BONDS			
FIRST MANHATTAN COMPANY - SCHEDULE 3A ATTACHED	4,900,886	3,174,180	1,726,706
	<b>6,582,860</b>	<b>4,687,588</b>	<b>1,895,272</b>

**ROBERT M. BEREN FOUNDATION, INC.****48-0990309****Schedule 3A****Form 990-PF, 2010****PART IV, CAPITAL GAINS & LOSSES**

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

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

DRESSER-RAND GROUP INC SR SUB NT	02/11/10	04/25/11	500,000	512,290 00	498,375 00	13,915 00
IRON MTN INC PA SR SUB NT	03/24/09	01/18/11	265,000	265,000 00	262,482 50	2,517 50
STAPLES INC SR NT	03/26/09	06/24/11	500,000	597,125 00	522,375 00	74,750 00
SUNGARD DATA SYSTEMS INC NTS	12/10/08	12/16/10	300,000	306,843 00	230,175 00	76,668 00

**TOTAL CAPITAL GAIN/(LOSS) - BONDS**

<b>1,681,258 00</b>	<b>1,513,407 50</b>	<b>167,850 50</b>
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**CAPITAL GAIN/(LOSS)-STOCKS:**

CARDINAL HEALTH LITIGATION SETTLEMENT		11/2010		4,345 11		4,345 11
COLGATE - POMOLIVE CO	07/27/94	12/17/10	10,000	809,540 65	131,312 96	678,227 69
COLGATE - POMOLIVE CO	10/30/03	12/17/10	5,000	404,770 32	260,467 63	144,302 69
DIME BANCORP INC NEW WT	07/23/93	04/25/11	10,000	7,574 85		7,574 85
DISCOVERY COMM INC SER A	05/23/02	12/01/10	1,000	41,116 44	13,615 00	27,501 44
DISCOVERY COMM INC SER A	06/20/02	12/01/10	1,000	41,116 44	11,735 67	29,380 77
DISCOVERY COMM. INC SER A	12/02/02	12/01/10	80	3,289 32	911 98	2,377 34
DISCOVERY COMM. INC SER A	05/30/03	12/01/10	420	17,268 90	5,742 87	11,526 03
DISCOVERY COMM. INC SER A	07/26/05	12/01/10	30,000	1,233,493.06	407,774 44	825,718 62
GLAXOSMITHKLINE PLC ADR	04/06/06	01/20/11	10,000	370,453 88	519,317 27	(148,863 39)
GLAXOSMITHKLINE PLC ADR	04/06/06	01/21/11	10,000	372,808 84	519,317 28	(146,508 44)
ZIMMER HLDGS INC	11/15/07	02/11/11	9,000	543,651 79	602,794 10	(59,142 31)
ZIMMER HLDGS INC	01/22/08	02/11/11	5,000	302,028.77	332,326 89	(30,298.12)
CBS CORP CL B COM	12/16/04	06/27/11	10,000	273,474 74	280,156 16	(6,681 42)
AMERICAN ATLANTIC CO	12/28/95	08/10/11	9,958	475,952.57	88,707 82	387,244 75

**TOTAL CAPITAL GAIN/(LOSS) - STOCKS**

<b>4,900,885 68</b>	<b>3,174,180.07</b>	<b>1,726,705 61</b>
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**TOTAL CAPITAL GAIN/(LOSS)**

<b>6,582,143 68</b>	<b>4,687,587 57</b>	<b>1,894,556.11</b>
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(0 00)

<b>ROBERT M. BEREN FOUNDATION, INC.</b>	<b>48-0990309</b>
<b>Schedule 3B</b>	<b>Form 990-PF, 2009</b>

BANC AMERICA INVESMENTS & MISC	NUMBER OF SHARES	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	BASIS AND EXP OF SALE	CAPITAL ST GAIN/ (LOSS)	CAPITAL LT GAIN/ (LOSS)
<b>SHORT-TERM CAPITAL GAIN/(LOSS):</b>							
NONE						0	
<b>TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)</b>				-	-	-	-
<b>LONG-TERM CAPITAL GAIN/(LOSS):</b>							
QUEST SECURITIES LITIGATION : LTGG			5/20/2011	78 46			78 46
EFUNDS CORP SEC LITIGATION LTGG			5/25/2011	26 26			26 26
SEC V BANK OF AMERICA CORP LTGG			9/12/2011	611 13			611 13
<b>TOTAL LONG-TERM CAPITAL GAIN/(LOSS)</b>				715 85	-	-	715 85
<b>TOTAL CAPITAL GAIN/(LOSS)</b>				715 85	-	-	715 85
							715 85

**ROBERT M. BEREN FOUNDATION, INC.**  
**Schedule of Unrealized Gains & Losses**
**48-0990309**  
**Form 990-PF, 2010**

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
<b>LIQUID ASSETS</b>						
	First Manhattan Liquid Assets		412,672	412,672	0	
	<b>TOTAL LIQUID ASSETS</b>		<b>412,672</b>	<b>412,672</b>	<b>0</b>	<b>0</b>
<b>U.S. TREASURY BILLS &amp; NOTES</b>						
	None		0	0	0	
	<b>TOTAL U.S. TREASURY BILLS &amp; NOTES</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TAXABLE BONDS &amp; NON-CV PFD</b>						
15,000	Arch Capital Group LTD	01/28/11	381,008	382,500	1,492	
500	Arch Capital Group LTD	01/31/11	12,706	12,750	44	
4,400	Arch Capital Group LTD	02/01/11	111,459	112,200	741	
1,600	Arch Capital Group LTD	02/02/11	40,551	40,800	249	
1,500	Arch Capital Group LTD	02/03/11	38,021	38,250	229	
500	Arch Capital Group LTD	02/04/11	12,695	12,750	55	
500,000	Comcast Corp New Nt	03/18/09	480,225	577,960		97,735
500,000	Donnelley & Sons Co R R NT	06/21/11	493,150	475,000	(18,150)	
400,000	L-3 Communications Corp	06/24/10	399,025	408,500		9,475
700,000	Leucadia Natl Corp Sr Sub Nt	01/15/09	589,000	742,875		153,875
500,000	Prestige Brands Inc Gtd Sr Nt	08/16/11	525,025	510,000	(15,025)	
500,000	Western Un Corp Sub Ser Wi	03/18/09	461,745	558,915		97,170
500,000	Wngley Wm Jr Co Sr Nt	10/28/08	313,375	532,500		219,125
	<b>Total Taxable Bonds &amp; Non-CV PFD-FMCO</b>		<b>3,857,985</b>	<b>4,405,000</b>	<b>(30,365)</b>	<b>577,380</b>
	Bond (Discount) Premium		0	0	0	
	<b>TOTAL CORPORATE BONDS</b>		<b>\$ 3,857,985</b>	<b>\$ 4,405,000</b>	<b>\$ (30,365)</b>	<b>\$ 577,380</b>

**ROBERT M. BEREN FOUNDATION, INC.**  
**Schedule of Unrealized Gains & Losses**
**48-0990309**  
**Form 990-PF, 2010**

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
<b>EQUITIES</b>						
600	Altna Group Inc Com	12/21/88	1,131	16,530		15,399
2,400	Altna Group Inc Com	02/15/89	4,933	66,120		61,187
20,500	Altna Group Inc Com	05/27/97	208,149	564,775		356,626
23,500	Altna Group Inc Com	04/30/08	478,355	647,425		169,070
3,600	American Express Co	08/12/88	25,871	182,232		156,361
3,900	American Express Co	07/31/90	29,464	197,418		167,954
20,000	American Express Co	12/22/00	930,096	1,012,400		82,304
40,000	American Wtr Wks Co Inc New	10/05/09	781,728	1,221,200		439,472
18,000	Baxter International Inc	02/11/11	921,992	989,640	67,648	
3,500	Baxter International Inc	03/07/11	186,696	192,430	5,734	
14,000	Becton Dickinson & Co	05/07/09	861,825	1,095,220		233,395
2,500	Becton Dickinson & Co	04/29/10	192,023	195,575		3,552
35	Berkshire Hathaway Inc	05/27/97	1,518,996	4,093,250		2,574,254
35,000	Brookfield Asset Mgmt Inc Vtg	06/21/10	875,743	1,015,000		139,257
15,000	Brooks Automation Inc New Com	11/25/96	636,418	156,750		(479,668)
5,000	CBS Corp-CL B Com	12/16/04	140,078	129,050		(11,028)
5,000	CBS Corp-CL B Com	12/27/05	131,449	129,050		(2,399)
20,000	CBS Corp-CL B Com	02/01/06	525,804	516,200		(9,604)
10,000	CBS Corp-CL B Com	06/04/08	221,331	258,100		36,769
10,000	CBS Corp-CL B Com	08/12/08	174,906	258,100		83,194
20,000	CVS Corp	03/25/96	145,948	726,650		580,702
10,000	CVS Corp	08/08/01	180,279	363,325		183,046
13,694	CVS Corp	11/16/06	400,379	497,537		97,158
343	Costco Whsl Corp New Com	12/21/01	13,977	28,555		14,578
1,000	Discovery Communications Inc-Ser C	05/23/02	12,225	39,570		27,345
1,000	Discovery Communications Inc-Ser C	06/20/02	10,537	39,570		29,033
80	Discovery Communications Inc-Ser C	12/02/02	819	3,166		2,347
420	Discovery Communications Inc-Ser C	05/30/03	5,156	16,619		11,463
30,000	Discovery Communications Inc-Ser C	07/26/05	366,132	1,187,100		820,968
14,000	Discovery Communications Inc-Ser C	12/01/10	502,936	553,980	51,044	
24,000	General Electric Co	12/22/00	1,167,000	401,040		(765,960)
26,000	General Electric Co	04/06/06	894,497	434,460		(460,037)
25,000	General Electric Co	02/25/10	395,783	417,750		21,967
23,500	Gilead Sciences Inc	09/29/10	842,014	979,010		136,996
12,000	Hess Corp Com	12/06/10	889,057	750,720	(138,337)	
20,000	Ingersoll Rand PLC	07/12/11	902,903	622,600	(280,303)	
4,000	International Business Machine	12/27/00	341,596	738,520		396,924
6,000	International Business Machine	06/16/05	462,493	1,107,780		645,287
2,500	International Business Machine	05/12/10	324,197	461,575		137,378
14,000	Johnson & Johnson	08/04/89	92,398	901,460		809,062
10,000	Johnson & Johnson	06/09/10	583,843	643,900		60,057
14,000	Kellogg Co	05/23/06	646,950	758,940		111,990
14,000	Kellogg Co	05/24/06	653,762	758,940		105,178
32,500	Kraft Foods Inc CL A	06/24/10	959,815	1,143,350		183,535
7,500	Kraft Foods Inc CL A	08/13/10	221,606	263,850		42,244
37,000	Microsoft Corp	05/23/05	962,091	985,310		23,219
15,000	Microsoft Corp	06/16/05	377,475	399,450		21,975
5,000	Microsoft Corp	03/30/07	139,534	133,150		(6,384)
5,000	Microsoft Corp	03/31/11	127,817	133,150	5,333	
35,000	Nestle Sa-Sponsored	05/21/02	841,323	2,021,600		1,180,277
8,750	Nestle Sa-Sponsored	06/24/02	201,331	505,400		304,069
33,490	Pfizer Inc	10/16/09	591,433	645,017		53,584
800	Philip Morris Intl Inc Com	12/21/88	2,598	41,922		39,324
2,400	Philip Morris Intl Inc Com	02/15/89	11,334	167,688		156,354
20,500	Philip Morris Intl Inc Com	05/27/97	478,196	1,432,335		954,139
25,000	Procter & Gamble Co	05/03/07	1,559,110	1,599,750		40,640

**ROBERT M. BEREN FOUNDATION, INC.**  
**Schedule of Unrealized Gains & Losses**
**48-0990309**  
**Form 990-PF, 2010**

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
<b>EQUITIES (Continued)</b>						
13,000	3M Co Com	04/20/05	993,421	1,027,260		33,839
4,000	3M Co Com	08/04/05	294,442	316,080		21,638
33,000	Reckitt Benckiser Plc Shs	01/26/00	359,000	1,703,212		1,344,212
10,000	Reckitt Benckiser Plc Shs	02/11/00	93,390	516,125		422,735
7,500	Tyco Intl Ltd	06/28/05	354,461	341,625		(12,836)
1,250	Tyco Intl Ltd	09/12/05	56,791	56,938		147
5,000	Tyco Intl Ltd	04/07/06	207,464	227,750		20,286
13,750	Tyco Intl Ltd	11/26/07	543,498	626,313		82,815
20,000	Ultra Pete Corp Com	05/06/11	935,801	637,200	(298,601)	
15,000	United Technologies Corp	06/06/08	1,016,112	1,169,700		153,588
32,000	Wells Fargo & Co New	06/21/10	908,684	829,120		(79,564)
5,000	Wells Fargo & Co New	10/19/10	125,012	129,550		4,538
	<b>Total Equities-FMCO</b>		<b>31,043,608</b>	<b>42,422,077</b>	<b>(587,482)</b>	<b>11,965,951</b>
	<b>US Trust Securities</b>		<b>2,058,067</b>	<b>3,319,883</b>		<b>1,261,816</b>
	<b>TOTAL EQUITIES</b>		<b>\$ 33,101,675</b>	<b>\$ 45,741,960</b>	<b>\$ (587,482)</b>	<b>\$ 13,227,767</b>

<b>ROBERT M. BEREN FOUNDATION, INC.</b>	<b>48-0990309</b>
<b>Schedule of Unrealized Gains &amp; Losses</b>	<b>Form 990-PF, 2010</b>

No of Shares	Description	Date Bought or Sold	Cost Basis	Market Value	Unrealized Gain/Loss	
					Short Term	Long Term
<b>INVESTMENTS - OTHER</b>						
Hedge Fund	Ascot Partners LP		27,438	0		(27,438)
Hedge Fund	Gotham Partners International		141,452	7,596		(133,856)
<b>TOTAL INVESTMENTS - OTHER</b>			<b>168,890</b>	<b>7,596</b>	<b>0</b>	<b>(161,294)</b>

## ROBERT M. BEREN FOUNDATION, INC.

48-0990309

## Schedule of Contributions

Form 990-PF, 2010

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necessary

11/12/10 #1292	AHAVATH ACHIM HEBREW CONGREGATION	1,000 00	X	GENERAL FUND
03/31/11 #1306	1850 NORTH WOODLAWN	1,000 00	X	GENERAL FUND
05/02/11 #1312	WICHITA KS 67208	100 00	X	IN MEMORY OF DAVID LITAN
07/18/11 #1316	AMERICAN CANCER SOCIETY FLORIDA DIVISION P O BOX 13300 TAMPA, FL 33681-3300	50 00	NN	GENERAL FUND
10/25/11 #1325	AMERICAN FRIENDS OF BEIT MORASHA C/O MR LEE BOTNICK 15 AMBERSON ST YONKERS, NY 10705	100,000 00	X	ROBERT M BEREN COLLEGE
07/18/11 #1317	AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001	75,000 00	X	GENERAL FUND - ANNUAL GIFT
11/24/10 #1295	ARTHRITIS FOUNDATION 400 HIBISCUS STREET, SUITE 100 WEST PALM BEACH, FL 33401	50 00	NN	GENERAL FUND
11/24/10 #1297	AYN RAND INSTITUTE	1,000 00	X	GENERAL FUND
08/15/11 #1321	THE CENTER FOR THE ADVANCEMENT OF OBJECTIVISM 2121 ALTON PARKWAY, SUITE 250 IRVINE, CA 92606	1,000 00	X	GENERAL FUND
12/17/10 #1300	BOYS TOWN JERUSALEM FOUNDATION FO AMERICA 17525 VENTURA BOULEVARD, SUITE 201 ENCINO, CA 91316	97,000 00	X	HARRY H BEREN SYNAGOGUE
10/25/11 #1327	CAMP RAMAH IN CALIFORNIA 17525 VENTURA BOULEVARD, SUITE 201 ENCINO, CA 91316	2,500 00	X	GENERAL FUND
03/31/11 #1307	EMORY UNIVERSITY 1256 BRIARCLIFF ROAD A-408N ATLANTA, CA 30306	1,000 00	X	INSTITUTE FOR THE STUDY OF MODERN ISRAEL
10/25/11 #1326	FOUNDATION FOR JEWISH CAMPING, INC. 6 EAsT 39TH STREET TENTH FLOOR NEW YORK, NY 10016	100,000 00	X	GENERAL FUND
10/25/11 #1476	FRIENDS OF THE JEWISH CHAPEL 326 FIRST ST, SUITE 11 ANAPOLIS, MD 21403	500 00	X	GENERAL FUND
10/25/11 #1328	FRIENDS OF HARVARD TENNIS HARVARD UNIVERSITY, MURR CENTER 65 NORTH HARVARD STREET BOSTON, MA 02163	3,000 00	X	GENERAL FUND



**ROBERT M. BEREN FOUNDATION, INC.****48-0990309****Schedule of Contributions****Form 990-PF, 2010**

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08/03/11 #1319	HARVARD UNIVERSITY 6 DIVINITY AVENUE CAMBRIDGE, MA 02138	350,000 00	X	ROBERT M BEREN TENNIS FACILITY FUND
10/25/11 #1330	HARVARD UNIVERSITY CENTER FOR JEWISH STUDIES 6 DIVINITY AVENUE CAMBRIDGE, MA 02138	1,000 00	X	GENERAL FUND
10/25/11 #1329	HARVARD HILLEL 52 MOUNT AUBURN ST CAMBRIDGE, MA 02138	25,000 00	X	GENERAL FUND
10/25/11 #1331	HARVARD-WESTLAKE SCHOOL 700 N. FARING RD LOS ANGELES, CA 90077	1,500 00	X	GENERAL FUND
10/25/11 #1332	HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE ARTHUR AND ROCHELLE BELFER BUILDING 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	50,000 00	X	INTERNATIONAL BOARD OF GOVERNORS
01/10/11 #1302	HILLELOF BROWARD AND PALM BEACH 777 GLADES ROAD, BLDG LY-3A BOCA RATON, FL 33431	2,500 00	X	GENERAL FUND
03/25/11 #1305	ISRAEL CHILDREN'S CENTERS 2151 WEST HILLSBORO BOULEVARD, SUITE 306 DEERFIELD BEACH, FL 33442-1107	5,000 00	X	ISRAEL TENNIS CENTERS
10/25/11 #1480	JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK, NY 10022	375,000 00	X	GENERAL FUND
04/15/11 #1310	JEWISH FEDERATION OF PALM BEACH COUNTY	18,000 00	X	FL ISRAEL CAMPUS INITIATIVE/HILLEL
10/25/11 #1333	4601 COMMUNITY DRIVE	10,000 00	X	WOMEN'S DIVISION FOR JUNE GARSON
10/25/11 #1333	WEST PALM BEACH, FLORIDA 33417-2760	18,000.00	X	ARTHUR I MEYER JEWISH ACADEMY
10/25/11 #1333		10,000.00	X	ALPERT JEWISH FAMILY & CHILDREN'S SERVICE
10/25/11 #1333		150,000 00	X	ETHEL & ADOLPH BEREN EDUCATORS INSTITUTE
10/25/11 #1333		312,000 00	X	GENERAL FUND
08/08/11 #1320	JEWISH NATIONAL FUND P.O BOX 389 PALM BEACH, FL 33480	1,000.00	X	GENERAL FUND
05/09/11 #1313	JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HWY JUPITER, FL 33458-7205	1,000.00	X	GENERAL FUND
01/23/11 #1303	MORSE LIFE FOUNDATION 4847 FRED GLADSTONE DRIVE WEST PALM BEACH, FL 33417	1,200 00	X	GENERAL FUND
10/25/11 #1334	MOUNT SINAI HOSPITAL ONE GUSTAVE I LEVY PLACE, BOX 1049 NEW YORK, NY 10029-6574	50,000 00	X	05/2009 PLEDGE AGREEMENT

**ROBERT M. BEREN FOUNDATION, INC.****48-0990309****Schedule of Contributions****Form 990-PF, 2010**

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11/24/10 #1294	NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY	20,000 00	X	CAPITAL & ENDOWMENT CAMPAIGN
10/25/11 #1335	INDEPENDENCE MALL EAST 55 NORTH 5TH STREET PHILADELPHIA, PA 19106	40,000 00	X	CAPITAL & ENDOWMENT CAMPAIGN
04/15/11 #1309	PALM BEACH ORTHODOX SYNAGOGUE	250,000 00	X	RECEPTION ROOM
07/18/11 #1318	P O. BOX 3225	18,000 00	X	CHAI SOCIETY
10/05/11 #1323	PALM BEACH, FL 33480	3,600 00	X	KOL NIDRE APPEAL
01/07/11 #1301	PALM BEACH PET RESCUE, INC 378 NORTH LAKE BLVD, PMB#129 NORTH PALM BEACH, FL 33408	50 00	NN	GENERAL FUND
07/13/11 #1315	RAYMOND F KRAVIS CENTER FOR THE PERFORMING AF 701 OKEECHOBEE BLVD WEST PALM BEACH, FL 33401	925 00	X	DRESS CIRCLE
10/25/11 #1478	ROBERT M BEREN ACADEMY 11333 CLIFFWOOD DRIVE HOUSTON, TX 77035-6011	150,000 00	X	GENERAL FUND
04/04/11 #1308	SINAI AKIBA ACADEMY 10400 WILSHIRE BLVD LOS ANGELES, CA 90024	1,000 00	X	GENERAL FUND
10/25/11 #1336	SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH- TURLANE UNIVERSITY MR BOX 1692 31 MCALISTER DRIVE NEW ORLEANS, LA 70118-5555	500 00	X	GENERAL FUND
05/16/11 #1314	THE EISENHOWER FOUNDATION P O. BOX 295 ABILENE, KS 67410	5,000 00	X	EISENHOWER AGENT OF CHANGE PROJECT
12/08/10 #1298	TRUMAN LIBRARY INSTITUTE 500 U S WEST HIGHWAY 24 INDEPENDENCE, MO 64050-1798	500 00	X	GENERAL FUND
12/17/10 #1299	UNITED HEBREW CEMETARY ASSOCIATION 7855 CANTON AVE ST. LOUIS, MO 63130	100 00	NN	GENERAL FUND
10/25/11 #1475	UNITED WAY OF PALM BEACH COUNTY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	25,000 00	X	GENERAL FUND
10/25/11 #1477	WORLD JEWISH CONGRESS FOUNDATION 501 MADISON AVENUE NEW YORK, NY 10022	1,000.00	X	GENERAL FUND
05/02/11 #1311	YALE UNIVERSITY ARTHUR LIMAU PUBLIC INTEREST PROGRAM P O BOX 208215 NEW HAVEN, CT 06520-8215	5,000 00	X	GENERAL FUND

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11/24/10 #1293	YESHIVA UNIVERSITY	25,000 00	X	GENERAL FUND
10/5/2011 #1324	500 WEST 185TH STREET NEW YORK, NY 10033	25,000 00	X	HANUKKAH DINNER 2011

**TOTAL CONTRIBUTIONS** **2,335,075.00**