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Form 990-PF

Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation LOIS & MAX BEREN FOUNDATION		A Employer identification number 48-6107224
Number and street (or P O box number if mail is not delivered to street address) 100 N MAIN SUITE 700		Room/suite
City or town, state or province, country, and ZIP or foreign postal code WICHITA, KS 672021384		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,768,806	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

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)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	325			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities.	84,486	84,486		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	116,762			
	b Gross sales price for all assets on line 6a 247,435				
	7 Capital gain net income (from Part IV, line 2)		116,762		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	201,578	201,253		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,370	3,580		1,790
	c Other professional fees (attach schedule)	14,653	14,653		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,727	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	21,750	18,233		1,790
	25 Contributions, gifts, grants paid.	110,585			110,585
	26 Total expenses and disbursements. Add lines 24 and 25	132,335	18,233		112,375
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	69,243			
	b Net investment income (if negative, enter -0-)		183,020		
	c Adjusted net income (if negative, enter -0-)				

Part III 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	33,093	23,286	23,286
2	Savings and temporary cash investments	18,799	34,771	34,771
3	Accounts receivable ►	1,541		
4	Less allowance for doubtful accounts ►			
5	Pledges receivable ►			
6	Less allowance for doubtful accounts ►			
7	Grants receivable			
8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
9	Other notes and loans receivable (attach schedule) ►			
10a	Less allowance for doubtful accounts ►			
b	Investments—U S and state government obligations (attach schedule)	930,139	994,758	2,710,749
c	Investments—corporate stock (attach schedule)			
11	Investments—corporate bonds (attach schedule)			
12	Investments—land, buildings, and equipment basis ►			
13	Less accumulated depreciation (attach schedule) ►			
14	Investments—mortgage loans			
15	Investments—other (attach schedule)			
16	Land, buildings, and equipment basis ►			
17	Less accumulated depreciation (attach schedule) ►			
18	Other assets (describe ► _____)	983,572	1,052,815	2,768,806
19	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			
Liabilities				
20	Accounts payable and accrued expenses			
21	Grants payable			
22	Deferred revenue			
23	Loans from officers, directors, trustees, and other disqualified persons			
24	Mortgages and other notes payable (attach schedule)			
25	Other liabilities (describe ► _____)	0	0	
26	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
28	and complete lines 24 through 26 and lines 30 and 31.			
29	Unrestricted			
30	Temporarily restricted			
31	Permanently restricted			
32	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
33	and complete lines 27 through 31.			
34	Capital stock, trust principal, or current funds	983,572	1,052,815	
35	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
36	Retained earnings, accumulated income, endowment, or other funds	0	0	
37	Total net assets or fund balances (see page 17 of the instructions)	983,572	1,052,815	
38	Total liabilities and net assets/fund balances (see page 17 of the instructions)	983,572	1,052,815	

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	983,572
2	Enter amount from Part I, line 27a	2	69,243
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	1,052,815
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,052,815

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	116,762
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 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))
2012	112,033	2,378,518	0 047102
2011	108,302	2,244,162	0 048259
2010	89,963	1,999,048	0 045003
2009	111,705	1,842,206	0 060637
2008	113,621	2,268,279	0 050091
2 Total of line 1, column (d).			2 0 251092
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 050218
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 2,564,230
5 Multiply line 4 by line 3.			5 128,771
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,830
7 Add lines 5 and 6.			7 130,601
8 Enter qualifying distributions from Part XII, line 4.			8 112,375

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,660
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	3,660
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
3	Add lines 1 and 2.	5	3,660
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,320
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	7,320
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,660
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 3,660 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<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>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	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>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3	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>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/> Yes	
7	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>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KS, CO		
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 General Instruction G? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
9	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► LOIS MAX BEREN FOUNDATION Located at ► 100 N MAIN SUITE 700 WICHITA KS	Telephone no ► (316) 263-0220 ZIP +4 ► 672021384
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
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16	At any time during calendar year 2013, 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?	16	Yes	No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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.

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<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)	2b		
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 2013 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 2013)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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 instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 5b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. 6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d). 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870. 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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 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
See Additional Data Table				

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
NONE				
Total number of other employees paid over \$50,000. 0				

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
NONE		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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 page 24 of the instructions

3 _____

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	2,484,613
b	Average of monthly cash balances.	1b	118,666
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,603,279
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,603,279
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,049
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,564,230
6	Minimum investment return. Enter 5% of line 5.	6	128,212

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	128,212
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,660
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,660
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	124,552
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	124,552
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	124,552

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	112,375
b	Program-related investments—total from Part IX-B.	1b	0
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	112,375
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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).	6	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	112,375

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				124,552
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			97,539	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 112,375				
a Applied to 2012, but not more than line 2a			97,539	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.			14,836	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				109,716
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

CARLA BEREN GARRITY

- 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

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

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

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

CARLA BEREN GARRITY
3360 S COLUMBINE CIRCLE
ENGLEWOOD, CO 80113
(303) 761-1572

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

LETTER OF REQUEST FOR SCHOLARSHIP APPLICATION & SELF ADDRESSED STAMPED ENV

- c Any submission deadlines

BY DECEMBER 31

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

SCHOLARSHIPS FOR COLLEGE EDUCATION, SCHOLARSHIPS ARE PAID DIRECTLY TO EDUCATIONAL INSTITUTIONS

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	110,585
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue							
a							
b							
c							
d							
e							
f							
g Fees and contracts from government agencies							
2 Membership dues and assessments.							
3 Interest on savings and temporary cash investments.							
4 Dividends and interest from securities.					14		
5 Net rental income or (loss) from real estate					14	84,486	
a Debt-financed property.							
b Not debt-financed property.							
6 Net rental income or (loss) from personal property.							
7 Other investment income.							
8 Gain or (loss) from sales of assets other than inventory.					18	116,762	
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory.							
11 Other revenue a							
b							
c							
d							
e							
12 Subtotal Add columns (b), (d), and (e).				0		201,253	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)					13		201,253

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-05-12

* * * * *

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Here

Paid Preparer Use Only	GARY W DEAN			Employed by	100150755
	Firm's name ►	LUCAS & ASSOCIATES CPA'S PA			Firm's EIN ► 48-1004588
	Firm's address ►	100 N MAIN SUITE 700 WICHITA, KS 672021384			Phone no (316) 263-0220

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
250 SH APT INVT & MGMT A CLASS A REIT	P	2003-07-24	2013-01-17
870 SH APT INVT & MGMT A CLASS A REIT	P	2005-01-12	2013-01-17
49 SH APT INVT & MGMT A CLASS A REIT	P	2008-01-31	2013-01-17
74 SH APT INVT & MGMT A CLASS A REIT	P	2008-08-29	2013-01-17
167 SH APT INVT & MGMT A CLASS A REIT	P	2008-12-01	2013-01-17
209 SH APT INVT & MGMT A CLASS A REIT	P	2009-01-29	2013-01-17
2000 SH COCA COLA	D	1982-11-30	2013-10-17
1000 SH EMERSON ELECTRIC CO	P	1995-10-17	2013-10-17
300 SH HEALTHCARE REALTY TRUST REIT	P	2003-07-24	2013-01-17
800 SH HEALTHCARE REALTY TRUST REIT	P	2005-02-15	2013-01-17
1200 SH HEALTHCARE REALTY TRUST REIT	P	2007-12-13	2013-01-17
100 SH SPECTRA ENERGY CORP	P	2005-12-20	2013-10-17
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,924		9,364	-2,440
24,096		30,325	-6,229
1,357		1,897	-540
2,050		2,652	-602
4,625		1,413	3,212
5,788		2,002	3,786
76,774		1,625	75,149
64,863		17,758	47,105
7,496		8,055	-559
19,989		26,679	-6,690
29,984		26,613	3,371
3,487		2,290	1,197
2			2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,440
			-6,229
			-540
			-602
			3,212
			3,786
			75,149
			47,105
			-559
			-6,690
			3,371
			1,197
			2

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARLA BEREN GARRITY	CO-TRUSTEE 4 50	0	0	0
3360 S COLUMBINE CIRCLE ENGLEWOOD, CO 80113				
STANLEY D NEELEMAN	CO-TRUSTEE 1 00	0	0	0
185 S STATE STREET SUITE 800 SALT LAKE CITY, UT 84111				
MARK GARRITY	CO-TRUSTEE 3 00	0	0	0
333 N HIBISCUS DRIVE MIAMI BEACH, FL 33139				
MEGAN BEREN	CO-TRUSTEE 1 00	0	0	0
3360 S COLUMBINE CIRCLE ENGLEWOOD, CO 80113				
WILLIAM PORTER	CO-TRUSTEE 1 00	0	0	0
967 FILMORE STREET DENVER, CO 80206				
BILL SOBETSKY	CO-TRUSTEE 1 00	0	0	0
130 RAMPART WAY SUITE 110 DENVER, CO 80230				
KENT COLLINS	CO-TRUSTEE 1 00	0	0	0
185 S STATE STREET SUITE 800 SALT LAKE CITY, UT 84111				

Form 990PF Part XV Line 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)				
a Paid during the year				
BARD COLLEGE PO BOX 5000 ANNANDALEONHUDSON, NY 125045000	NONE		SCHOLARSHIP	5,000
BROOKLYN COLLEGE 2900 BEDFORD AVE BROOKLYN, NY 11210	NONE		SCHOLARSHIP	5,000
COLLEGE AT SOUTHEASTERN PO BOX 1889 WAKE FOREST, NC 275881889	NONE		SCHOLARSHIP	5,000
COLORADO SCHOOL OF MINES 1600 MAPLE ST GOLDEN, CO 80401	NONE		SCHOLARSHIP	5,000
COLORADO STATE UNIVERSITY 1065 CAMPUS DELIVERY FORT COLLINS, CO 805231065	NONE		SCHOLARSHIP	5,000
DEVRY UNIVERSITY 75 REMITTANCE DR SUITE 1815 CHICAGO, IL 60675	NONE		SCHOLARSHIP	5,000
EMPORIA STATE UNIVERSITY 1200 COMMERCIAL STREET EMPORIA, KS 668015087	NONE		SCHOLARSHIP	10,000
FLORIDA INTERNATIONAL UNIVERSITY 11200 SW 8TH ST MIAMI, FL 33199	NONE		SCHOLARSHIP	5,000
MIAMI DADE COLLEGE WOLFSON CAMPUS 300 NE SECOND AVE ROOM 3115 MIAMI, FL 331322297	NONE		SCHOLARSHIP	5,000
NEW YORK UNIVERSITY 726 BROADWAY 9TH FLOOR NEW YORK, NY 100039580	NONE		SCHOLARSHIP	10,000
NORTH GREENVILLE UNIVERSITY PO BOX 1892 TIGERVILLE, SC 29688	NONE		SCHOLARSHIP	5,000
SAINT LOUIS UNIVERSITY 221 N GRAND BLVD ROOM 2 ST LOUIS, MO 63103	NONE		SCHOLARSHIP	5,000
SYRACUSE UNIVERSITY 1216 ARCHBOLD NORTH SYRACUSE, NY 13244	NONE		SCHOLARSHIP	5,000
UNIV OF NORTHERN COLORADO 501 20TH STREET GREELEY, CO 80639	NONE		SCHOLARSHIP	15,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 191046270	NONE		SCHOLARSHIP	5,000
Total				110,585
			► 3a	

Form 990PF Part XV Line 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)				
a Paid during the year				
VASSAR COLLEGE 124 RAYMOND AVE POUGHKEEPSIE, NY 126040008	NONE		SCHOLARSHIP	5,000
WILLIAMS COLLEGE 880 MAIN ST WILLIAMSTOWN, MA 01267	NONE		SCHOLARSHIP	10,000
WITHANA TESFA 875 ELM ST DENVER, CO 80220	NONE		SCHOLARSHIP FUNDS USED TO PAY FOR BOOKS (REIMBURSED STUDENT PER RECEIPTS SUBMITTED)	585
Total			► 3a	110,585

TY 2013 Accounting Fees Schedule

Name: LOIS & MAX BEREN FOUNDATION

EIN: 48-6107224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,370	3,580		1,790

**TY 2013 Investments Corporate
Stock Schedule**

Name: LOIS & MAX BEREN FOUNDATION
EIN: 48-6107224

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2295 SHS BP PLC	20,483	111,560
1735 SHS VERIZON	47,741	85,258
1800 SHS AMERICAN ELECTRIC POWER	31,199	84,132
2000 SHS COCA-COLA	1,625	82,620
4000 SHS EXXON MOBIL CORP.	11,007	404,800
1200 SHS ALTRIA GROUP	941	46,068
4000 SHS SOUTHERN CO.	26,448	164,440
2000 SHS AT&T INC.	31,775	70,320
2000 SHS BRISTOL MYERS SQUIBB	27,643	106,300
1600 SHS EMERSON ELECTRIC	28,412	112,288
2590 SHS J P MORGAN CHASE & CO.	56,809	151,463
1664 SHS GENERAL ELECTRIC	54,132	46,642
300 SHS ZIMMER HOLDINGS	2,094	27,957
1619 SHS APT INV & MGMT (SOLD)	0	0
2080 SHS NEXTERA ENERGY	66,684	178,090
2300 SHS HEALTHCARE REALTY TRUST REIT (SOLD)	0	0
800 SHS PUBLIC STORAGE	34,899	120,416
3851 SECTOR SPDR UTIL SELECT	97,537	146,222
600 SH ABBOT LABORATORIES	13,162	22,998
700 SH BHP BILLITON LTD ADR	52,106	47,740
850 SH CUMMINS INC.	50,964	119,825
830 SH MONDELEZ INTL INC	626	29,299
800 SH MCDONALDS CORP.	48,749	77,624
100 SH SPECTRA ENERGY CORP (SOLD)	0	0
1500 SH WASTE MANAGEMENT INC.	51,004	67,305
1200 SH PHILIP MORRIS INTL	2,144	104,556
276 SH KRAFT FOODS GROUP	338	14,879
750 SH W P CAREY INC	26,664	46,013
600 SH ABBVIE INC	14,273	31,686
720 SH MCCORMICK & CO INC	49,844	49,622

Name of Stock	End of Year Book Value	End of Year Fair Market Value
407 SH 3M COMPANY	45,494	57,082
660 SH NIKE	49,830	51,902
640 SH STANLEY BLACK & DECKER	50,131	51,642

TY 2013 Other Professional Fees Schedule

Name: LOIS & MAX BEREN FOUNDATION**EIN:** 48-6107224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	14,653	14,653		0

TY 2013 Taxes Schedule

Name: LOIS & MAX BEREN FOUNDATION**EIN:** 48-6107224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	1,727	0		0