

EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

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

For calendar year 2016 or tax year beginning , and ending

Name of foundation
BEREN SEA FOUNDATION

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **6,003,509.**

J Accounting method: Cash Accrual
 Other (specify)

A Employer identification number
46-0800568

B Telephone number
316-265-3311

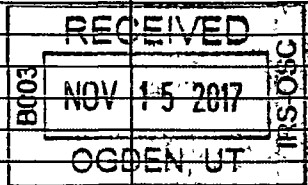
C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		6,475,616.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		813.	813.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,178,407.			
b Gross sales price for all assets on line 6a		6,435,462.			
7 Capital gain net income (from Part IV, line 2)			4,178,407.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		10,654,836.	4,179,220.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		STMT 2 1,045.	0.		1,045.
c Other professional fees		STMT 3 306,478.	0.		306,478.
17 Interest					
18 Taxes		STMT 4 40.	0.		40.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		STMT 5 4,219,330.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		4,526,893.	0.		307,563.
25 Contributions, gifts, grants paid		825,184.			825,184.
26 Total expenses and disbursements. Add lines 24 and 25		5,352,077.	0.		1,132,747.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,302,759.			
b Net investment income (if negative, enter -0-)			4,179,220.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED NOV 15 2017

Operating and Administrative Expenses

927-32 5

Part II Balance Sheets		Beginning of year		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing	691,254.	45,037.	45,037.		
	2 Savings and temporary cash investments	481.	5,768,166.	5,768,166.		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other	STMT 7	0.	182,059.	182,059.		
14 Land, buildings, and equipment: basis ▶	11,544.					
Less: accumulated depreciation	STMT 6 ▶	3,297.	9,015.	8,247.	8,247.	
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		700,750.	6,003,509.	6,003,509.		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds		0.	0.			
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds		700,750.	6,003,509.			
30 Total net assets or fund balances		700,750.	6,003,509.			
31 Total liabilities and net assets/fund balances		700,750.	6,003,509.			

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	700,750.
2 Enter amount from Part I, line 27a	2	5,302,759.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,003,509.
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	6,003,509.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P		
b SEE ATTACHED	P		
c SEE ATTACHED	P		
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 376,623.		353,986.	22,637.
b 682,208.		347,224.	334,984.
c 5,376,631.		1,555,845.	3,820,786.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			22,637.
b			334,984.
c			3,820,786.
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	4,178,407.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	995,017.	533,575.	1.864812
2014	562,079.	556,835.	1.009418
2013	576,510.	308,756.	1.867203
2012	388,003.	327.	1,186.553517
2011			

2 Total of line 1, column (d)	2	1,191.294950
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	297.823738
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	936,063.
5 Multiply line 4 by line 3	5	278,781,782.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,792.
7 Add lines 5 and 6	7	278,823,574.
8 Enter qualifying distributions from Part XII, line 4	8	1,132,747.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	83,584.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	83,584.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	83,584.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	97,652.
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	97,652.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2,191.
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	11,877.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax	11	0.
			STATEMENT 10
			11,464. Refunded

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>BERENSEAFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>316-265-3311</u> Located at ► <u>2020 N. BRAMBLEWOOD ST, WICHITA, KS</u> ZIP+4 ► <u>67206</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** 5b

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? **N/A** 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? **N/A** 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ADAM E. BEREN 2020 N BRAMBLEWOOD WICHITA, KS 67206	PRESIDENT 1.00	0.	0.	0.
ADAM E. BEREN 2020 N BRAMBLEWOOD WICHITA, KS 67206	SECRETARY 1.00	0.	0.	0.
ELLEN BEREN 1739 DUCK CROSS COVE WICHITA, KS 67206	TREASURER 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
STRATEGIC PHILANTHROPIC SERVICES 680 BEACON STREET, NEWTON, MA 02459	CONSULTING SERVICES	306,478.

Total number of others receiving over \$50,000 for professional services **0**

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 **0.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,586.
b	Average of monthly cash balances	1b	942,732.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	950,318.
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	950,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,255.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	936,063.
6	Minimum investment return. Enter 5% of line 5	6	46,803.

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	46,803.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	83,584.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	83,584.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
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	0.

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	1,132,747.
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:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,132,747.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,132,747.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	387,987.			
c From 2013	566,951.			
d From 2014	544,416.			
e From 2015	968,338.			
f Total of lines 3a through e	2,467,692.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,132,747.				
a Applied to 2015, but not more than line 2a			0.	
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 2016 distributable amount				0.
e Remaining amount distributed out of corpus	1,132,747.			
5 Excess distributions carryover applied to 2016 (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	3,600,439.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,600,439.			
10 Analysis of line 9:				
a Excess from 2012	387,987.			
b Excess from 2013	566,951.			
c Excess from 2014	544,416.			
d Excess from 2015	968,338.			
e Excess from 2016	1,132,747.			

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 11

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

NONE

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
-
- b The form in which applications should be submitted and information and materials they should include:
-
- c Any submission deadlines:
-
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

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				
BOYS & GIRLS CLUB OF SOUTH CENTRAL KANSAS 2400 N. OPPORTUNITY DRIVE WICHITA, KS 67219	NONE	PUBLIC	CITATION X PLUS TRIP	7,500.
CAMP RAMAH 385 FAIRVIEW RD OJAI, CA 93023	NONE	PUBLIC	NEW MACHON	40,000.
KANSAS UNIVERSITY - HILLEL 722 NEW HAMPSHIRE LAWRENCE, KS 66044	NONE	PUBLIC	JEWISH COMMUNITY STUDENTS	15,775.
MID-KANSAS JEWISH FEDERATION 400 N. WOODLAWN, SUITE 8 WICHITA, KS 67208	NONE	PUBLIC	GENERAL	75,200.
PEF ISRAEL ENDOWMENT FUNDS, INC 317 MADISON AVE NEW YORK, NY 10017	NONE	PUBLIC	GALLA THE NORTHERN GALILEE DEVELOPMENT FOUNDATION	589,509.
Total	SEE CONTINUATION SHEET(S)			825,184.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

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

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 11-9-2017, Title: PRESIDENT.

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

Paid Preparer Use Only Print/Type preparer's name: BRIAN A. WILKINSON, CPA. Preparer's signature: [Signature]. Date: 11/7/17. Check self-employed: []. PTIN: P00744871. Firm's name: GJ & COMPANY, LLC. Firm's EIN: 48-0970195. Firm's address: 345 RIVERVIEW, SUITE 520, WICHITA, KS 67203-4265. Phone no.: (316) 267-9211.

BEREN SEA FOUNDATION

46-0800568

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
AMERICAN ISRAEL EDUCATION FOUNDATION 25 H STREET NW WASHINGTON, DC 20001	NONE	PUBLIC	GENERAL	75,000.
HARVARD HILLEL 52 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC	JEWISH COMMUNITY STUDENTS	1,800.
HEBREW CONGREGATION 1850 N WOODLAWN WICHITA, KS 67208	NONE	PUBLIC	ALIYAH	5,400.
MARK ARTS 9112 E CENTRAL WICHITA, KS 67206	NONE	PUBLIC	CAPITAL CAMPAIGN	5,000.
RESPECTABILITY 11333 WOOFLEEN DRIVE, SUITE 102 ROCKVILLE, MD 20852	NONE	PUBLIC	GENERAL	10,000.
Total from continuation sheets				97,200.

Schedule B

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

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

BEREN SEA FOUNDATION**46-0800568**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

BEREN SEA FOUNDATION**46-0800568****Part I Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 177,279.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 357,017.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 283,741.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 183,028.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
5	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 126,175.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 111,908.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

BEREN SEA FOUNDATION

46-0800568

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 121,299.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
8	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 188,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
9	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 185,840.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
10	ADAM & ELLEN BEREN 1729 DUCK CROSS COVE WICHITA, KS 67206	\$ 4,740,829.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

BEREN SEA FOUNDATION

46-0800568

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	3670 SH ZTS STOCK _____ _____ _____	\$ <u>177,279.</u>	<u>04/20/16</u>
<u>2</u>	2900 SH KUKA AG _____ _____ _____	\$ <u>357,017.</u>	<u>06/08/16</u>
<u>3</u>	3090 SH NIDEC _____ _____ _____	\$ <u>283,741.</u>	<u>10/17/16</u>
<u>4</u>	247 SH KEYENCE _____ _____ _____	\$ <u>183,028.</u>	<u>10/17/16</u>
<u>5</u>	1250 SH MASTERCARD _____ _____ _____	\$ <u>126,175.</u>	<u>10/17/16</u>
<u>6</u>	875 SH FACEBOOK _____ _____ _____	\$ <u>111,908.</u>	<u>10/17/16</u>

Name of organization

Employer identification number

BEREN SEA FOUNDATION

46-0800568

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
7	150 SH ALPHABET _____ _____ _____	\$ 121,299.	10/17/16
8	1175 SH ACTELION _____ _____ _____	\$ 188,500.	10/17/16
9	505 SH REGN _____ _____ _____	\$ 185,840.	10/17/16
10	SEE ATTACHED _____ _____ _____	\$ 4,740,829.	12/09/16
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

BEREN SEA FOUNDATION

46-080568

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	813.	813.	
TOTAL TO PART I, LINE 3	813.	813.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,045.	0.		1,045.
TO FORM 990-PF, PG 1, LN 16B	1,045.	0.		1,045.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	306,478.	0.		306,478.
TO FORM 990-PF, PG 1, LN 16C	306,478.	0.		306,478.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAXES	40.	0.		40.
TO FORM 990-PF, PG 1, LN 18	40.	0.		40.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FMV OVER BASIS OF STOCKS CONTRIBUTED AMORTIZATION	4,218,561.	0.		0.
	769.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,219,330.	0.		0.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 6
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	7,985.	2,350.	5,635.	5,635.
ORGANIZATIONAL COSTS	3,559.	947.	2,612.	2,612.
TO 990-PF, PART II, LN 14	11,544.	3,297.	8,247.	8,247.

FORM 990-PF	OTHER INVESTMENTS			STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
KAYNE PARTNERSHIP	COST	182,059.	182,059.	
TOTAL TO FORM 990-PF, PART II, LINE 13		182,059.	182,059.	

FORM 990-PF	LATE PAYMENT PENALTY				STATEMENT 8
DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/17	75,932.	75,932.	1	380.
PAYMENT	05/19/17	<90,000.>	<14,068.>	5	
DATE FILED	11/15/17		<14,068.>		
TOTAL LATE PAYMENT PENALTY					380.

FORM 990-PF

LATE PAYMENT INTEREST

STATEMENT 9

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/17	75,932.	75,932.	.0400	4	33.
PAYMENT	05/19/17	<90,000.>	<14,035.>	.0400	180	
DATE FILED	11/15/17		<14,035.>			
TOTAL LATE PAYMENT INTEREST						33.

FORM 990-PF

INTEREST AND PENALTIES

STATEMENT 10

OVERPAYMENT FROM FORM 990-PF, PART VI, LINE 10	11,877.
LATE PAYMENT INTEREST	<33.>
LATE PAYMENT PENALTY	<380.>
NET OVERPAYMENT	11,464.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

ADAM E. BEREN
ADAM E. BEREN
ELLEN BEREN

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	ORGANIZATIONAL COSTS	08/01/12	248	180M		HY43	7,985.				7,985.	1,818.		532.	2,350.
2	ORGANIZATIONAL COSTS * TOTAL 990-PF PG 1 DEPR & AMORT	01/01/13		180M		HY43	3,559. 11,544.				3,559. 11,544.	710. 2,528.		237. 769.	947. 3,297.

Beren Sea Foundation

ID # 46-0800568

12-31-2016

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

SHORT-TERM CAPITAL GAIN/(LOSS):

COVERED

Brookfield Asset Mgm	02/12/16	12/12/16	2,100.0000	69,227.63	60,358.00	8,869.63
Brookfield Asset Mgm	02/25/16	12/12/16	3,000.0000	98,896.59	91,965.10	6,931.49
Nestle SA	02/12/16	12/12/16	1,000.0000	69,001.16	73,411.00	(4,409.84)
Rockwell Collins Inc	02/12/16	12/12/16	500.0000	46,499.35	40,237.60	6,261.75
Rockwell Collins Inc	02/25/16	12/12/16	1,000	92,998.72	88,014.80	4,983.92

TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)

376,623.45	353,986.50	22,636.95
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LONG-TERM CAPITAL GAIN/(LOSS):

COVERED

Reckitt Benckiser GR	10/26/11	12/12/16	2,000.0000	163,356.50	102,787.56	60,568.94
Rockwell Collins Inc	08/04/11	12/12/16	1,900.0000	176,697.55	97,768.98	78,928.57
Rockwell Collins Inc	08/11/11	12/12/16	2,500.0000	232,496.77	110,307.00	122,189.77
Wabco Holdings	10/04/11	12/12/16	1,000.0000	109,657.07	36,360.00	73,297.07

682,207.89	347,223.54	334,984.35
------------	------------	------------

NON-COVERED

Brookfield Asset Mgt	04/30/09	12/12/16	9,150.0000	301,634.66	95,530.87	206,103.79
Brookfield Asset Mgt	05/05/09	12/12/16	9,300.0000	306,579.49	94,761.62	211,817.87
Brookfield Asset Mgt	04/21/10	12/12/16	2,550.0000	84,062.12	43,897.07	40,165.05
Brookfield Asset Mgt	05/06/10	12/12/16	2,100.0000	69,227.63	33,764.02	35,463.61
EOG Resources Inc	09/26/01	12/12/16	2,799.6190	303,003.18	18,600.30	284,402.88
EOG Resources Inc	04/27/06	12/12/16	3.8160	413.01	144.00	269.01
EOG Resources Inc	07/28/06	12/12/16	4.1620	450.45	144.11	306.34
EOG Resources Inc	10/30/06	12/12/16	4.0630	439.74	144.24	295.50
EOG Resources Inc	01/30/07	12/12/16	4.4012	476.34	144.36	331.98
EOG Resources Inc	04/27/07	12/12/16	5.7758	625.12	216.74	408.38
EOG Resources Inc	07/30/07	12/12/16	6.1248	662.89	217.00	445.89
EOG Resources Inc	10/30/07	12/12/16	5.2840	571.89	217.28	354.61
EOG Resources Inc	01/30/08	12/12/16	5.1536	557.77	217.51	340.26
EOG Resources Inc	04/29/08	12/12/16	4.3744	473.44	290.33	183.11
EOG Resources Inc	07/30/08	12/12/16	5.5382	599.40	290.59	308.81
EOG Resources Inc	10/30/08	12/12/16	9.6880	1,048.53	314.91	733.62
Liberty Global PLC	07/11/02	12/12/16	410.0000	11,702.10	2,061.03	9,641.07
Liberty Global PLC	08/23/04	12/12/16	82.0000	2,340.42	497.14	1,843.28
Liberty Global PLC	09/14/04	12/12/16	12,246.0000	349,521.90	83,426.38	266,095.52
Nestle SA	04/26/02	12/12/16	5,000.0000	345,005.77	116,936.88	228,068.89
Nestle SA	09/03/04	12/12/16	2,500.0000	172,502.89	60,065.55	112,437.34
Nestle SA	06/19/06	12/12/16	1,000.0000	69,001.15	30,133.43	38,867.72
Reckitt Benckiser GR	03/10/03	12/12/16	6,100.0000	498,237.33	92,825.84	405,411.49
Rockwell Collins Inc	10/21/08	12/12/16	2,600.0000	241,796.64	92,875.16	148,921.48
Rockwell Collins Inc	01/23/09	12/12/16	1,500.0000	139,498.06	54,510.25	84,987.81
Wabco Holdings	03/16/09	12/12/16	6,700.0000	734,702.39	67,776.53	666,925.86
Alphabet Inc	01/20/15	10/18/16	150.0000	122,639.57	76,644.75	45,994.82
Facebook Inc	06/02/14	10/18/16	875.0000	112,482.20	55,188.70	57,293.50
Kuka Ag	10/16/12	06/09/16	2,000.0000	243,965.02	64,827.44	179,137.58
Kuka Ag	11/12/12	06/09/16	105.0000	12,808.16	3,082.27	9,725.89
Kuka Ag	11/13/12	06/09/16	101.0000	12,320.23	2,966.63	9,353.60
Kuka Ag	11/14/12	06/09/16	82.0000	10,002.57	2,413.14	7,589.43
Kuka Ag	11/15/12	06/09/16	148.0000	18,053.41	4,329.11	13,724.30
Kuka Ag	11/16/12	06/09/16	14.0000	1,707.76	408.55	1,299.21

Beren Sea Foundation

ID # 46-0800568

12-31-2016

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

Kuka Ag	12/06/12	06/09/16	100.0000	12,198 25	3,577.41	8,620 84
Kuka Ag	02/12/13	06/09/16	250 0000	30,495 63	10,936 41	19,559 22
Kuka Ag	04/08/13	06/09/16	50 0000	6,099.13	2,039.20	4,059 93
Kuka Ag	04/10/13	06/09/16	50.0000	6,099.13	2,080 84	4,018 29
Mastercard	01/04/11	10/18/16	35.0000	3,544.17	777.82	2,766 35
Mastercard	01/04/11	10/18/16	105.0000	10,632.51	2,333.47	8,299.04
Mastercard	11/14/14	10/18/16	315.0000	31,897.52	26,498.37	5,399 15
Mastercard	07/06/10	10/18/16	100.0000	10,126 20	2,016.35	8,109.85
Mastercard	07/08/10	10/18/16	150.0000	15,189.30	3,111 97	12,077 33
Mastercard	09/08/10	10/18/16	225 0000	22,783.94	4,417 09	18,366 85
Mastercard	10/11/10	10/18/16	75 0000	7,594.65	1,676 54	5,918.11
Mastercard	10/15/10	10/18/16	125 0000	12,657 75	2,910.38	9,747.37
Mastercard	10/20/10	10/18/16	15 0000	1,518.93	357 95	1,160 98
Mastercard	12/17/10	10/18/16	105 0000	10,632.51	2,319.06	8,313 45
Keyence Corp	10/09/12	10/19/16	137.0000	102,659.60	35,082 70	67,576 90
Keyence Corp	10/12/12	10/19/16	50 0000	37,467.01	12,168.80	25,298 21
Keyence Corp	10/17/12	10/19/16	60 0000	44,960.41	15,303 13	29,657 28
NIDEC Corp	06/07/12	10/19/16	200.0000	18,314.83	8,252 15	10,062 68
NIDEC Corp	06/08/12	10/19/16	200 0000	18,314.83	8,317 29	9,997 54
NIDEC Corp	06/08/12	10/19/16	300 0000	27,472 25	12,475.95	14,996 30
NIDEC Corp	06/12/12	10/19/16	100 0000	9,157 42	4,126 91	5,030 51
NIDEC Corp	06/13/12	10/19/16	100 0000	9,157 42	4,203 44	4,953 98
NIDEC Corp	06/15/12	10/19/16	190 0000	17,399 09	8,102 05	9,297 04
NIDEC Corp	08/16/12	10/19/16	100 0000	9,157 42	4,095.86	5,061 56
NIDEC Corp	01/31/13	10/19/16	200 0000	18,314 83	5,720.61	12,594 22
NIDEC Corp	03/12/13	10/19/16	500 0000	45,787 07	15,039 93	30,747 14
NIDEC Corp	03/22/13	10/19/16	200 0000	18,314 83	5,975 76	12,339 07
NIDEC Corp	04/25/13	10/19/16	500.0000	45,787 08	16,758 89	29,028 19
NIDEC Corp	04/26/13	10/19/16	300 0000	27,472 24	10,174.27	17,297.97
NIDEC Corp	07/24/13	10/19/16	200.0000	18,314 83	8,061 01	10,253 82
Regeneron Pharmaceuticals	03/08/11	10/18/16	332 0000	123,600 41	12,833 16	110,767 25
Regeneron Pharmaceuticals	03/09/11	10/18/16	100 0000	37,229 04	4,009 05	33,219 99
Regeneron Pharmaceuticals	03/09/11	10/18/16	28 0000	10,424 13	1,103 45	9,320.68
Regeneron Pharmaceuticals	03/30/11	10/18/16	33 0000	12,285 58	1,485 82	10,799 76
Regeneron Pharmaceuticals	06/24/13	10/18/16	12.0000	4,467 48	2,678 10	1,789 38
Zoetis Inc	11/22/13	04/22/16	880 0000	42,881 64	27,601.19	15,280 45
Zoetis Inc	11/25/13	04/22/16	2,790 0000	135,954 28	87,348 76	48,605.52
Acelion LTD	09/05/13	10/18/16	850 0000	138,281 78	57,099 80	81,181 98
Acelion LTD	09/12/13	10/18/16	150.0000	24,402.67	10,438 52	13,964.15
Acelion LTD	10/03/13	10/18/16	175.0000	28,469 78	12,471 68	15,998 10

5,376,630 80 1,555,844 87 3,820,785 93

TOTAL LONG-TERM CAPITAL GAIN/(LOSS)

6,058,838 69 1,903,068 41 4,155,770 28

TOTAL GAIN/(LOSS):

6,435,462 14 2,257,054 91 4,178,407 23