

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047
2022
Open to Public Inspection

For calendar year 2022, or tax year beginning 01-01-2022, and ending 12-31-2022

Name of foundation BEREN SEA FOUNDATION		A Employer identification number 46-0800568	
Number and street (or P.O. box number if mail is not delivered to street address) 2020 N BRAMBLEWOOD ST	Room/suite	B Telephone number (see instructions) (316) 265-3311	
City or town, state or province, country, and ZIP or foreign postal code WICHITA, KS 67206		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>8,467,879</u>		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>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(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 (attach schedule)	4,000,000			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	16,043	16,043		
4	Dividends and interest from securities	96,028	96,028		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	987,814			
b	Gross sales price for all assets on line 6a <u>2,724,068</u>				
7	Capital gain net income (from Part IV, line 2)		987,814		
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)	1,113	1,113		
12	Total. Add lines 1 through 11	5,100,998	1,100,998		
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)	1,383	0		1,383
c	Other professional fees (attach schedule)	650,087	0		650,087
17	Interest				
18	Taxes (attach schedule) (see instructions)	24,767	1,296		40
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	52,723	0		52,723
22	Printing and publications				
23	Other expenses (attach schedule)	20,029	8,374		1,889
24	Total operating and administrative expenses. Add lines 13 through 23	748,989	9,670		706,122
25	Contributions, gifts, grants paid	4,492,380			4,492,380
26	Total expenses and disbursements. Add lines 24 and 25	5,241,369	9,670		5,198,502
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-140,371			
b	Net investment income (if negative, enter -0-)		1,091,328		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	821,372	52,585	52,585
	2 Savings and temporary cash investments	3,062,112	1,382,966	1,382,966
	3 Accounts receivable ▶ <u>253</u>			
	Less: allowance for doubtful accounts ▶ _____	115	253	253
	4 Pledges receivable ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,196,397	5,532,520	5,803,957
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____			
Less: accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	1,908,913	881,840	1,224,485	
14 Land, buildings, and equipment: basis ▶ <u>11,544</u>				
Less: accumulated depreciation (attach schedule) ▶ <u>7,911</u>	4,402	3,633	3,633	
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,993,311	7,853,797	8,467,879	
Liabilities	17 Accounts payable and accrued expenses		857	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	857	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	7,993,311	7,852,940	
29 Total net assets or fund balances (see instructions)	7,993,311	7,852,940		
30 Total liabilities and net assets/fund balances (see instructions) .	7,993,311	7,853,797		

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 29 (must agree with end-of-year figure reported on prior year's return)		1	7,993,311
2 Enter amount from Part I, line 27a		2	-140,371
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	7,852,940
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 29 .		6	7,852,940

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 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)
(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	Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
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	987,814
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 Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, tax based on investment income, credits/payments, and tax due/overpayment.

Part VI-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, foundation changes, unrelated business income, liquidation, and state reporting.

Part VI-A Statements Regarding Activities (continued)

Table with 3 columns: Question number, Question text, and Yes/No columns. Rows 11-14.

Located at 2020 N BRAMBLEWOOD ST WICHITA KS ZIP+4 67206

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.

Table with 3 columns: Question number, Question text, and Yes/No columns. Row 16.

Part VI-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.

Main table for Part VI-B with 3 columns: Question number, Question text, and Yes/No columns. Rows 1a-4b.

Part VI-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:		Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?.	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?.	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?.	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	5a(4)		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?.	5a(5)		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.	5b		
c	Organizations relying on a current notice regarding disaster assistance check <input type="checkbox"/>			
d	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).	5d		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?.	6a		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.	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?.	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?.	8		No

Part VII 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
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—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 VII 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
STRATEGIC PHILANTHROPIC SERVICES 680 BEACON STREET NEWTON, MA 02459	CONSULTING SERVICES	550,801
SEE BOUND VENTURES 482 OAKLAND AVE FLOOR 2 CEDARHURST, NY 11516	CONSULTING SERVICES	90,286
Total number of others receiving over \$50,000 for professional services.		0

Part VIII-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

Part IX 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	7,435,172
b	Average of monthly cash balances.	1b	1,884,835
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,320,007
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	9,320,007
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	139,800
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	9,180,207
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	459,010

Part X 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 IX, line 6.	1	459,010
2a	Tax on investment income for 2022 from Part V, line 5.	2a	15,169
b	Income tax for 2022. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	15,169
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	443,841
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	443,841
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 XII, line 1.	7	443,841

Part XI 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	5,198,502
b	Program-related investments—total from Part VIII-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 XII, line 4.. . . .	4	5,198,502

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				443,841
2 Undistributed income, if any, as of the end of the end of 2022:				
a Enter amount for 2021 only.			0	
b Total for prior years: 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2022:				
a From 2017.	1,579,382			
b From 2018.	1,907,045			
c From 2019.	2,459,629			
d From 2020.	3,364,877			
e From 2021.	2,945,938			
f Total of lines 3a through e.	12,256,871			
4 Qualifying distributions for 2022 from Part XI, line 4: ▶ \$ <u>5,198,502</u>				
a Applied to 2021, 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 2022 distributable amount.				443,841
e Remaining amount distributed out of corpus	4,754,661			
5 Excess distributions carryover applied to 2022. (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	17,011,532			
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 2021. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023.				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 2017 not applied on line 5 or line 7 (see instructions).	1,579,382			
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a.	15,432,150			
10 Analysis of line 9:				
a Excess from 2018.	1,907,045			
b Excess from 2019.	2,459,629			
c Excess from 2020.	3,364,877			
d Excess from 2021.	2,945,938			
e Excess from 2022.	4,754,661			

Part XIII Private Operating Foundations (see instructions and Part VI-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 2022, enter the date of the ruling ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2022	(b) 2021	(c) 2020	(d) 2019	
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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 Additional Data Table

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

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

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 XIV **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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

Part XVI

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

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash.
(2) Other assets.

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

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

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

b If "Yes," complete the following schedule.

Schedule table with 3 columns: (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) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee: ***** Date: 2023-11-01 Title: *****

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only

Table for paid preparer information including name (BRIAN A WILKINSON CPA), signature, date, firm name (GJ & COMPANY LLC), address (345 N RIVERVIEW SUITE 520 WICHITA, KS 67203), PTIN (P00744871), EIN (48-0970195), and phone number (316) 267-9211.

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
1	JD COM INC COMMON	P	2022-03-25	2022-03-25
1	JD COM INC COMMON	P	2022-03-25	2022-03-30
	PAYPAL HLDGS INC	P	2021-09-22	2022-02-09
	PAYPAL HLDGS INC	P	2021-11-03	2022-02-09
	PAYPAL HLDGS INC	P	2021-11-03	2022-04-29
	INVESCO QQQ TRUST SERIES 1	P	2022-01-24	2022-02-14
	KAYNE PARTNERS	P		2022-12-31
	KAYNE PARTNERS	P		2022-12-31
	ALIBABA GROUP HLDG L ORD SHS	P	2020-11-12	2022-08-30
	ALIBABA GROUP HLDG L ORD SHS	P	2021-06-29	2022-08-30

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)
15		14	1
2,739		2,672	67
18,282		41,134	-22,852
12,188		22,831	-10,643
22,272		57,078	-34,806
100,474		100,884	-410
19,027			19,027
229,549			229,549
38,234		106,566	-68,332
25,091		59,826	-34,735

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	
			1
			67
			-22,852
			-10,643
			-34,806
			-410
			19,027
			229,549
			-68,332
			-34,735

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
APPLE INC	P	2018-11-02	2022-11-10
1 ARROWHEAD PHARMACEUT COM USD0.001	P	2018-07-03	2022-11-08
BOOKING HLDGS INC COMMON	P	2020-04-14	2022-04-06
BROOKFIELD ASSET MGT CLASS A	P	2020-09-30	2022-11-08
BROOKFIELD AST MGMT CL A LTD VOTING SHS	P	2020-09-30	2022-12-14
BROOKFIELD AST MGMT CL A LTD VOTING SHS	P	2020-09-30	2022-12-19
GILEAD SCIENCES INC	P	2016-03-29	2022-10-31
GILEAD SCIENCES INC	P	2016-07-15	2022-10-31
GILEAD SCIENCES INC	P	2017-10-31	2022-10-31
GODADDY INC COM CL A	P	2019-12-05	2022-02-28

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)
15,657		5,692	9,965
28,323		12,948	15,375
44,426		29,047	15,379
53,096		43,561	9,535
8		6	2
4,803		4,271	532
15,604		18,337	-2,733
7,802		8,719	-917
31,208		30,374	834
24,599		20,498	4,101

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	
			9,965
			15,375
			15,379
			9,535
			2
			532
			-2,733
			-917
			834
			4,101

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
GODADDY INC COM CL A	P	2020-05-27	2022-02-28
1 GODADDY INC COM CL A	P	2020-11-13	2022-02-28
GODADDY INC COM CL A	P	2019-09-26	2022-03-17
GODADDY INC COM CL A	P	2019-12-05	2022-03-17
KEYSIGHT TECHNOLOGIES INC	P	2020-07-13	2022-11-07
KKR & CO INC	P	2019-03-01	2022-11-08
KKR & CO INC	P	2019-08-08	2022-11-08
LIBERTY SIRIUS GROUP SER C	P	2019-04-29	2022-11-08
UNITEDHEALTH GROUP INC	P	2020-09-17	2022-07-28
UNITEDHEALTH GROUP INC	P	2020-09-17	2022-11-08

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)
24,599		22,983	1,616
24,599		22,147	2,452
68,661		59,951	8,710
7,629		6,833	796
16,209		9,634	6,575
15,595		6,890	8,705
36,389		17,750	18,639
89,917		85,026	4,891
10,728		6,119	4,609
60,437		33,653	26,784

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	
			1,616
			2,452
			8,710
			796
			6,575
			8,705
			18,639
			4,891
			4,609
			26,784

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
	BROOKFIELD AST MGMT CL A LTD VOTING SHS	P	2009-04-30	2022-12-19
1	BROOKFIELD AST MGMT CL A LTD VOTING SHS	P	2009-05-21	2022-12-19
	BROOKFIELD AST MGMT CL A LTD VOTING SHS	P	2010-05-05	2022-12-19
	LIBERTY SIRIUS GROUP SER C	P	2019-04-29	2022-11-08
	LIBERTY SIRIUS GROUP SER C	P	2020-05-18	2022-11-08
	ISHARES NORTH AMERICAN TECH-SOFTWARE ETF	P	2017-11-27	2022-02-22
	ISHARES NORTH AMERICAN TECH-SOFTWARE ETF	P	2018-02-05	2022-02-22
	ISHARES NORTH AMERICAN TECH-SOFTWARE ETF	P	2018-07-09	2022-02-22
	ISHARES U.S. MEDICAL DEVICES ETF	P	2017-11-27	2022-02-22
	ISHARES U.S. MEDICAL DEVICES ETF	P	2018-02-05	2022-02-22

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)
7,713		1,426	6,287
4,639		952	3,687
7,713		2,218	5,495
8,435		5,018	3,417
43		25	18
328,117		160,646	167,471
155,937		79,846	76,091
302,128		176,132	125,996
386,933		199,704	187,229
181,482		98,746	82,736

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	
			6,287
			3,687
			5,495
			3,417
			18
			167,471
			76,091
			125,996
			187,229
			82,736

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
ISHARES U.S. MEDICAL DEVICES ETF	P	2018-07-09	2022-02-22

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)
292,768		176,097	116,671

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	
			116,671

Form 990PF Part XIV Line 1a - 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).

ADAM E BEREN

ADAM E BEREN

ELLEN BEREN

Form 990PF Part XIV 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 <i>Paid during the year</i>				
ABAVATH ACHIM CONGREGATION 1850 N WOODLAWN WICHITA, KS 67208	NONE	PUBLIC	GENERAL	65,000
COMBAT HATE FOUNDATION 2146 ARROWHEAD ROAD MOUNDRIDGE, KS 67107	NONE	PUBLIC	GENERAL	3,125,000
MID-KANSAS JEWISH FEDERATION 400 N WOODLAWN SUITE 8 WICHITA, KS 67208	NONE	PUBLIC	2022 PLEDGE & CONTRIBUTION SUBSCRIPTIONS	57,380
Total ▶ 3a				4,492,380

Form 990PF Part XIV 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 <i>Paid during the year</i>				
PEF ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE NEW YORK, NY 10017	NONE	PUBLIC	BEREN-GALILA INITIATIVE	1,100,000
FRIEDMAN CENTER FOR PEACE 10205 COLLINS AVE APT 508 BAL HARBOUR, FL 33154	NONE	PUBLIC	GENERAL	50,000
FRIENDS OF UNITED HATZALAH 4425 5TH AVENUE 1866 NEW YORK, NY 10018	NONE	PUBLIC	GENERAL	25,000
Total ▶ 3a				4,492,380

Form 990PF Part XIV 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 <i>Paid during the year</i>				
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	RICHARD WONG LAB	50,000
WICHITA COMMUNITY TENNIS INC 14109 E PINNACLE DR WICHITA, KS 67230	NONE	PUBLIC	WTO CONTRIBUTION	20,000
Total				4,492,380

▶ 3a

TY 2022 Accounting Fees Schedule**Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	1,383	0		1,383

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2022 Amortization Schedule

Name: BEREN SEA FOUNDATION

EIN: 46-0800568

Amortization Schedule

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
ORGANIZATIONAL COSTS	2012-08-01	7,985	5,010	180.000000000000	532	0		5,542
ORGANIZATIONAL COSTS	2013-01-01	3,559	2,132	180.000000000000	237	0		2,369

TY 2022 Investments Corporate Stock Schedule

Name: BEREN SEA FOUNDATION

EIN: 46-0800568

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED HEALTH GROUP INC	90,344	169,658
TENCENT HLDGS LTD	205,028	147,875
NIKE INC	108,918	122,860
NESTLE SA	10,718	51,903
MICROSOFT CORP	29,287	167,874
MATCH GROUP	64,469	37,341
LINDE PLC ORDINARY SHARE	71,027	81,545
KKR & CO INC	74,730	153,186
KEYSIGHT TECHNOLOGIES	85,119	153,963
VIMEO INC	154,603	27,440
VISA INC	65,906	83,104
APPLE INC	56,400	141,624
IAC INTERACTIVE CORP	192,961	97,680
ENTEGRIS INC	178,312	104,616
BROOKFIELD ASSET MGT	66,026	139,840
INVESCO NASDAQ 100 ETF SHS	100,480	77,219
AMAZON COM	226,319	117,600
ALPHABET INC	203,605	670,548
ALPHABET INC	109,749	128,033
VANGUARD TOTAL STK MKT ETF	1,130,267	994,188
ISH TR CORE DIVID GROWTH ETF	1,028,608	987,000
PROSHARES S&P 500 DIVIDEND ARISTOCRATS ETF	150,360	145,784
VANGUARD 500 INDEX FUND SHS ETF	1,129,284	1,003,076

TY 2022 Investments - Other Schedule**Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
KAYNE PARTNERSHIP	AT COST	581,723	940,267
VANGUARD SHORT TERM CORP BOND ETF	AT COST	300,117	284,218

**TY 2022 Land, Etc.
Schedule****Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
ORGANIZATIONAL COSTS	7,985	5,542	2,443	
ORGANIZATIONAL COSTS	3,559	2,369	1,190	

TY 2022 Other Expenses Schedule**Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NONDEDUCTIBLE EXPENSES - KAYNE	73	0		0
OTHER DEDUCTIONS - KAYNE	10,943	227		1,889
OTHER PORTFOLIO FEES - KAYNE	113	113		0
INVESTMENT EXPENSE - KAYNE	128	128		0
OTHER NONDEDUCTIBLE EXPENSES	97	0		0
INVESTMENT FEES	7,716	7,716		0
OTHER PORTFOLIO FEES	12	12		0
ORDINARY LOSS - KAYNE PARTNERS	172	172		0
1231 LOSS - KAYNE PARTNERS	6	6		0
AMORTIZATION	769	0		0

TY 2022 Other Income Schedule**Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER TAX EXEMPT INCOME	6	6	6
OTHER TAX EXEMPT INCOME - KAYNE	1,107	1,107	1,107

TY 2022 Other Professional Fees Schedule**Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	650,087	0		650,087

TY 2022 Taxes Schedule**Name:** BEREN SEA FOUNDATION**EIN:** 46-0800568**Taxes Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAXES	40	0		40
FOREIGN TAXES PAID ON INVESTMENT INCOME	587	587		0
FEDERAL INCOME TAX	22,977	0		0
STATE TAXES	454	0		0
FOREIGN TAXES - KAYNE PARTNERS	709	709		0

Schedule B
(Form 990)
Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047
2022

Name of the organization
BEREN SEA FOUNDATION

Employer identification number
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 foundation

Check 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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
BEREN SEA FOUNDATION

Employer identification number
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	ROBERT M BEREN FOUNDATION 2020 N BRAMBLEWOOD ST WICHITA, KS 67206	\$ 3,500,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
2	ISRAEL HENRY BEREN FOUNDATION 2020 N BRAMBLEWOOD ST WICHITA, KS 67206	\$ 500,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.	_____ _____ _____	\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.	_____ _____ _____	\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.	_____ _____ _____	\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
.	_____ _____ _____	\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization
BEREN SEA FOUNDATION

Employer identification number
46-0800568

Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given <small>(see instructions). Use duplicate copies of Part II if additional space is needed.</small>	(c) FMV (or estimate) <small>(See instructions)</small>	(d) Date received
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____

Name of organization
BEREN SEA FOUNDATION

Employer identification number
46-0800568

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 information once. See instructions.) ▶ \$ _____
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
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	