

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

OMB No 1545-0052

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. Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

and ending

Name of foundation: BEREN SEA FOUNDATION. Address: 2020 N. BRAMBLEWOOD ST, WICHITA, KS 67206. Employer ID: 46-0800568. Telephone: 316-265-3311. Received In Corres IRS-OSC 03 NOV 05 2019.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 1,330,146) and Operating and Administrative Expenses (Total: 2,249,769).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	285,620.	40,041.	40,041.
	2 Savings and temporary cash investments	4,288,530.	2,043,617.	2,043,617.
	3 Accounts receivable ▶ 14,942.		14,942.	14,942.
	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 8	2,767,709.	3,988,508.	4,216,774.	
14 Land, buildings, and equipment: basis ▶ 11,544.				
Less: accumulated depreciation STMT 9 ▶ 4,835.	7,478.	6,709.	6,709.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,349,337.	6,093,817.	6,322,083.	
Liabilities	17 Accounts payable and accrued expenses	87,378.	153,924.	
	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)	87,378.	153,924.	
Net Assets or Fund Balances	24 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			
	27 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	7,261,959.	5,939,893.		
30 Total net assets or fund balances	7,261,959.	5,939,893.		
31 Total liabilities and net assets/fund balances	7,349,337.	6,093,817.		

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	7,261,959.
2 Enter amount from Part I, line 27a	2	<1,322,066.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,939,893.
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	5,939,893.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P		
b SEE ATTACHED	P		
c SEE ATTACHED	P		
d CAPITAL GAINS DIVIDENDS			
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 840,951.		902,485.	<61,534.>
b 414,590.		220,099.	194,491.
c 25,519.		28,233.	<2,714.>
d 34,869.			34,869.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			<61,534.>
b			194,491.
c			<2,714.>
d			34,869.
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	165,112.
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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	1,901,157.	6,799,004.	.279623
2016	1,132,747.	936,063.	1.210118
2015	995,017.	533,575.	1.864812
2014	562,079.	556,835.	1.009418
2013	576,510.	308,756.	1.867203

2 Total of line 1, column (d)	2	6.231174
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	1.246235
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	6,982,019.
5 Multiply line 4 by line 3	5	8,701,236.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,188.
7 Add lines 5 and 6	7	8,704,424.
8 Enter qualifying distributions from Part XII, line 4	8	2,249,769.

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
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).	6,377.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2
3	Add lines 1 and 2	6,377.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	6,377.
6	Credits/Payments:	
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a
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	53,276.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 46,899. Refunded <input type="checkbox"/> 0.	11

Part VII-A. Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
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)

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
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address BERENSEAFOUNDATION.ORG
14 The books are in care of THE FOUNDATION Telephone no. 316-265-3311 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 15 N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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

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

1a During the year, did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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.)
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?
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?

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:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	5b	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, and 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	448,983.
JOINT PHILANTHROPIC ADVISORY 1221 N PIERCE ST APT 201, ARLINGTON, VA 22209	CONSULTING SERVICES	222,198.
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	4,163,186.
b	Average of monthly cash balances	1b	2,925,158.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,088,344.
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	7,088,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,325.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,982,019.
6	Minimum investment return. Enter 5% of line 5	6	349,101.

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	349,101.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	6,377.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,377.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	342,724.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	342,724.
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	342,724.

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	2,249,769.
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	2,249,769.
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	2,249,769.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				342,724.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	566,951.			
b From 2014	544,416.			
c From 2015	968,338.			
d From 2016	1,132,747.			
e From 2017	1,579,382.			
f Total of lines 3a through e	4,791,834.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 2,249,769.				
a Applied to 2017, 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 2018 distributable amount				342,724.
e Remaining amount distributed out of corpus	1,907,045.			
5 Excess distributions carryover applied to 2018 (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:	6,698,879.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	566,951.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	6,131,928.			
10 Analysis of line 9:				
a Excess from 2014	544,416.			
b Excess from 2015	968,338.			
c Excess from 2016	1,132,747.			
d Excess from 2017	1,579,382.			
e Excess from 2018	1,907,045.			

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 2018, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 10

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

- 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 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				
CAMP RAMAH 385 FAIRVIEW RD OJAI, CA 93023	NONE	PUBLIC	FIRE RELIEF PLEDGE	40,000.
HEBREW CONGREGATION 1850 N WOODLAWN WICHITA, KS 67208	NONE	PUBLIC	GENERAL	9,000.
HILLEL AT THE UNIVERSITY OF PENNSYLVANIA 215 S 39TH STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	JEWISH COMMUNITY STUDENTS	25,000.
JEWISH FUNDERS NETWORK 150 W 30TH STREET, SUITE 900 NEW YORK, NY 10001	NONE	PUBLIC	DEFINING MOMENTS	5,000.
KANSAS UNIVERSITY - HILLEL 722 NEW HAMPSHIRE LAWRENCE, KS 66044	NONE	PUBLIC	GENERAL	14,952.
Total	SEE CONTINUATION SHEET(S)			1,254,256.
b Approved for future payment				
NONE				
Total				0.

BEREN SEA FOUNDATION
Schedule 3A

46-0800568
Form 990-PF, 2018

DESCRIPTION	NUMBER OF UNITS	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST & EXPENSES OF SALE	SHORT-TERM GAIN/(LOSS)	LONG-TERM GAIN/(LOSS)
SHORT-TERM - COVERED TRANSACTIONS:							
AMERCO	100	09/25/17	09/04/18	36,890	37,723	(833)	
ENANTA PHARMACEUTICALS	500	11/15/17	06/08/18	57,520	23,940	33,580	
GCP INC	3,300	07/24/18	08/28/18	1,030	64,859	(63,829)	
THERAVANCE BIOPHARMA	85	06/03/14	03/08/18	17,165	18,134	(969)	
YELP INC	500	11/01/17	08/09/18	23,645	23,585	59	
YELP INC	400	12/22/17	08/09/18	18,916	17,437	1,479	
ISHARES MSCI EURZONE ETF	10,950	11/29/17	07/11/18	461,263	238,730	222,533	
ISHARES MSCI EURZONE ETF	5,330	02/07/18	07/11/18	224,523	478,077	(253,554)	
TOTAL SHORT-TERM - COVERED				840,951	902,485	(61,534)	
SHORT-TERM - NON-COVERED TRANSACTIONS:							
NONE						0	
TOTAL SHORT-TERM - NON-COVERED				0	0	0	
LONG-TERM - COVERED TRANSACTIONS:							
AMERCO	50	02/10/17	09/04/18	18,445	18,679		(234)
AMERCO	25	04/07/17	09/04/18	9,223	9,064		158
AMERCO	25	05/26/17	09/04/18	9,223	8,669		553
GCP APPLIED TECH INC	300	10/21/16	08/17/18	7,609	7,780		(171)
GCP APPLIED TECH INC	500	10/21/16	08/31/18	12,314	12,966		(653)
MICROSOFT CORP	500	02/06/15	10/10/18	53,606	21,169		32,437
MICROSOFT CORP	2,400	04/10/15	10/10/18	257,309	100,414		156,895
ONEX CORP	400	10/16/14	09/11/18	27,743	21,309		6,434
THERAVANCE BIOPHARMA	85	06/03/14	03/08/18	2,372	1,998		374
THERAVANCE BIOPHARMA	600	07/11/14	03/08/18	16,746	18,050		(1,304)
TOTAL LONG-TERM - COVERED				414,590	220,099		194,491
LONG-TERM - NON-COVERED TRANSACTIONS:							
BROOKFIELD PROPERTY	CIL		09/20/18	17			17
APPROACH RESOURCES	1,000	07/14/11	11/02/18	1,522	23,599		(22,076)
RECKITT BENCKISER	300	02/27/03	10/31/18	23,981	4,635		19,346
TOTAL LONG-TERM - NON-COVERED				25,519	28,233		(2,714)
TOTAL GAINS/LOSS				1,281,061	1,150,817	(61,534)	191,777
							130,243
				FMCO 1099	595,258		
				US TRUST 1099	685,786		
				BROOKFIELD CIL NOT ON 1099	17		
				1,281,061			

BEREN SEA FOUNDATION

46-0800568

Part XV Supplementary Information**3. Grants and Contributions Paid During the Year (Continuation)**

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)				
KANSAS UNIVERSITY - HILLEL 722 NEW HAMPSHIRE LAWRENCE, KS 66044	NONE	PUBLIC	GENERAL	19,472.
MID-KANSAS JEWISH FEDERATION 400 N. WOODLAWN, SUITE 8 WICHITA, KS 67208	NONE	PUBLIC	2018 PLEDGE	90,000.
PEF ISRAEL ENDOWMENT FUNDS, INC 317 MADISON AVE NEW YORK, NY 10017	NONE	PUBLIC	BEREN-GALILA INITIATIVE	252,000.
PEF ISRAEL ENDOWMENT FUNDS, INC 317 MADISON AVE NEW YORK, NY 10017	NONE	PUBLIC	BEREN-GALILA INITIATIVE	634,665.
WSU FOUNDATION 1845 FAIRMOUNT STREET WICHITA, KS 67260-0002	NONE	PUBLIC	TOM OTTERNESS COMMISSION 211517	29,167.
THE TIKVAH FUND 165 E. 56TH ST, 4RH FLOOR NEW YORK, NY 10022	NONE	PUBLIC	GENERAL	75,000.
HILLEL INTERNATIONAL 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	NONE	PUBLIC	GENERAL	60,000.
Total from continuation sheets				1,160,304.

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545 0047

2018

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 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 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 (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization BEREN SEA FOUNDATION	Employer identification number 46-0800568
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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	<u>ADAM & ELLEN BEREN</u> <u>1729 DUCK CROSS COVE</u> <u>WICHITA, KS 67206</u>	\$ <u>590,652.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	<u>ISRAEL HENRY BEREN CHARITABLE FOUNDATION, INC</u> <u>2020 N BRAMBLEWOOD ST</u> <u>WICHITA, KS 67206</u>	\$ <u>402,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	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
1	5400 SH MSFT	\$ 590,652.	07/25/18
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization BEREN SEA FOUNDATION	Employer identification number 46-0800568
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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

(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

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	41,930.	41,930.	
KAYNE PARTNERS FUND	3,627.	3,627.	
TOTAL TO PART I, LINE 3	45,557.	45,557.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	58,537.	0.	58,537.	58,537.	
FIRST MANHATTAN COMPANY	99,214.	34,869.	64,345.	64,345.	
TO PART I, LINE 4	157,751.	34,869.	122,882.	122,882.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST MANHATTAN COMPANY	6,379.	0.	
OTHER PORTFOLIO INCOME - KAYNE PARTNERS	<63.>	<63.>	
ORDINARY INCOME - KAYNE PARTNERS	<2,373.>	<2,373.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,943.	<2,436.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,213.	0.		2,213.
TO FORM 990-PF, PG 1, LN 16B	2,213.	0.		2,213.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	671,181.	0.		671,181.
TO FORM 990-PF, PG 1, LN 16C	671,181.	0.		671,181.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAXES	40.	0.		40.
FOREIGN TAXES PAID ON INVESTMENT INCOME	4,361.	4,361.		0.
FEDERAL INCOME TAX	<60.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,341.	4,361.		40.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FMV OVER BASIS OF STOCKS CONTRIBUTED	364,720.	0.		0.
FREIGHT	33.	0.		0.
OTHER NONDEDUCTIBLE EXPENSES				
- KAYNE	179.	0.		0.
OTHER DEDUCTIONS - KAYNE	18,412.	0.		0.
INVESTMENT EXPENSE - KAYNE	1,057.	1,057.		0.
BUSINESS MEALS	1,414.	0.		707.
OTHER NONDEDUCTIBLE EXPENSES	5,328.	0.		0.
INVESTMENT FEES	6,870.	6,870.		0.
OTHER PORTFOLIO FEES	67.	0.		0.
AMORTIZATION	769.	0.		0.
TO FORM 990-PF, PG 1, LN 23	398,849.	7,927.		707.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KAYNE PARTNERSHIP	COST	300,010.	367,245.
SEE ATTACHED	COST	3,688,498.	3,849,529.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,988,508.	4,216,774.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATIONAL COSTS	7,985.	3,414.	4,571.
ORGANIZATIONAL COSTS	3,559.	1,421.	2,138.
TOTAL TO FM 990-PF, PART II, LN 14	11,544.	4,835.	6,709.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

ADAM E. BEREN
ADAM E. BEREN
ELLEN BEREN

BEREN SEA FOUNDATION
Schedule 2**46-0800568**
Form 990-PF, 2018**PART II, Line 10b: Investments - corporate stock:**

Stocks	# Shares			
Alphabet Inc	25	17,819	28,136	36,480
Amerco	0	74,136	0	0
Apple Inc	300	0	62,092	47,322
Approach Resources	1,000	23,599	0	0
Arrowhead Pharma	1,300	0	19,803	16,146
Brixmor Property G	6,000	109,128	108,986	88,140
Brookfield Asset Mgt	1,950	25,237	25,237	74,783
Brookfield Property	1,240	0	25,773	19,964
Criteo S A.	1,500	25,953	39,102	34,080
Enanta Pharmaceuticals	500	47,588	23,649	35,415
Extended Stay America	3,300	56,296	56,296	51,150
GCP Applied Tech Inc	0	20,746	0	0
Gilead Sciences Inc	700	57,430	57,430	43,785
IAC Interactivecorp	400	29,613	29,612	73,216
Lennar Corp	800	0	44,065	31,320
Microsoft Corp	3,000	21,169	125,518	304,710
Naspers	1,100	0	56,848	43,620
Nestle SA	450	10,718	10,718	36,432
Onex Corp	0	21,309	0	0
PPG Industries Inc	100	9,245	9,245	10,223
Simon Pty Inc	550	88,048	88,048	92,395
Ulta Beauty Inc	200	44,954	44,954	48,968
Ultra Petroleum Cp	353	11,699	11,699	268
Wabco Holdings	700	6,067	41,463	75,138
Wells Fargo & Co	800	12,136	26,518	36,864
Yelp Inc	0	41,022	0	0
Reckitt Benchiser	300	9,269	4,635	22,695
Theravance Biopharma	0	38,182	0	0
Chubb Limited	210	23,314	23,314	27,128
LyondellBasell Ind	800	24,185	73,991	66,528
IShares North American Tech Soft ETF	2,420	160,645	416,624	419,931
Vanguard S&P 500 ETF	3,555	480,772	871,601	816,975
IShares US Medical Devices ETF	2,515	199,704	474,547	502,522
IShares MSCI Eurzone ETF	0	478,077	0	0
IShares MSCI Japan ETF	2,980	119,797	179,680	151,056
Vanguard FTSE Emerging Mkts ETF	9,125	158,582	408,797	347,662
Vanguard Short-Term Corp Bond ETF	3,780	199,945	300,117	294,613

2,646,384	3,688,498	3,849,529
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