

Form **990-PF**

EXTENDED TO NOVEMBER 15, 2018
Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2017

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.

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation
ISRAEL HENRY BEREN CHARITABLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
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
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 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)
\$ 46,339,782.

J Accounting method:
 Cash
 Accrual
 Other (specify)

A Employer identification number
45-2529445

B Telephone number
316-265-3311

C If exemption application is pending, check here

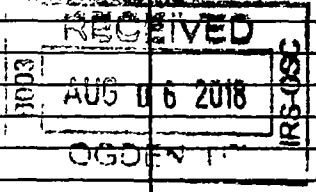
D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

3/4

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		2,990,936.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments		15,638.	15,638.		STATEMENT 1
3 Dividends and interest from securities		723,859.	723,859.		STATEMENT 2
4a Gross rents					
b Net rental income or (loss)					
5a Net gain or (loss) from sale of assets not on line 10		<277,733.>			
b Gross sales price for all assets on line 6a		3,288,609.			
6 Capital gain net income (from Part IV, line 2)			0.		
7 Net short-term capital gain					
8 Income modifications					
9a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
10 Other income					
11 Total. Add lines 1 through 11		3,452,700.	739,497.		
12 Compensation of officers, directors, trustees, etc		0.	0.		0.
13 Other employee salaries and wages					
14 Pension plans, employee benefits					
15a Legal fees					
b Accounting fees STMT 3		1,070.	0.		1,070.
c Other professional fees STMT 4		224,818.	224,818.		0.
16 Interest					
17 Taxes STMT 5		40,083.	24,058.		25.
18 Depreciation and depletion					
19 Occupancy					
20 Travel, conferences, and meetings					
21 Printing and publications					
22 Other expenses STMT 6		21,438.	3,054.		598.
23 Total operating and administrative expenses. Add lines 13 through 23		287,409.	251,930.		1,693.
24 Contributions, gifts, grants paid		1,564,000.			1,514,000.
25 Total expenses and disbursements. Add lines 24 and 25		1,851,409.	251,930.		1,515,693.
26 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,601,291.			
b Net investment income (if negative, enter -0-)			487,567.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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		3,375.	336,037.	336,037.
	2	Savings and temporary cash investments		739,087.	2,280,730.	2,280,730.
	3	Accounts receivable	286.			
		Less: allowance for doubtful accounts			286.	286.
	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		21,243,842.	20,971,594.	43,713,269.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis	15,772.				
	Less: accumulated depreciation	6,312.	10,512.	9,460.	9,460.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		21,996,816.	23,598,107.	46,339,782.	
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		21,996,816.	23,598,107.		
30	Total net assets or fund balances		21,996,816.	23,598,107.		
31	Total liabilities and net assets/fund balances		21,996,816.	23,598,107.		

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	21,996,816.
2	Enter amount from Part I, line 27a	2	1,601,291.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	23,598,107.
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	23,598,107.

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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			
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 739,583.		744,553.	<4,970.>
b 2,549,026.		2,821,789.	<272,763.>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<4,970.>
b			<272,763.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	<277,733.>
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	3	N/A
If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		

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))
2016	1,163,600.	30,021,535.	.038759
2015	601,192.	22,640,693.	.026554
2014	32,837.	12,705,397.	.002584
2013	2,343.	518,926.	.004515
2012	1,218.	6,445.	.188984

2 Total of line 1, column (d)	2	.261396
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	.052279
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	39,348,433.
5 Multiply line 4 by line 3	5	2,057,097.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,876.
7 Add lines 5 and 6	7	2,061,973.
8 Enter qualifying distributions from Part XII, line 4	8	1,515,693.

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.

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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 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 and enter 1% of Part I, line 27b
- 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-)
- 3 Add lines 1 and 2
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)
- 5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments:
- a 2017 estimated tax payments and 2016 overpayment credited to 2017
- b Exempt foreign organizations - tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached
- 9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
- 11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** 7,687. Refunded

6a	17,538.
6b	0.
6c	0.
6d	0.

1	9,751.
2	0.
3	9,751.
4	0.
5	9,751.
7	17,538.
8	100.
9	
10	7,687.
11	0.

Part VII-A Statements Regarding Activities

- 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.
- c Did the foundation file Form 1120-POL for this year?
- d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. $\$$ 0. (2) On foundation managers. $\$$ 0.
- e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0.
- 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.
- 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
- 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.
- 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
- 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV
- 8a Enter the states to which the foundation reports or with which it is registered. See instructions. KS, DE
- b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation
- 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV
- 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

N/A

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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	11		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	12	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	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 2017, 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 ▶	16		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	1b	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 2017?	1c		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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	2b	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 2017 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 2017.) N/A	3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2017?	4b		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 Organizations relying on a current notice regarding disaster assistance, check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No 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? Yes No N/A

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
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	PRESIDENT 1.00	0.	0.	0.
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	TREASURER 1.00	0.	0.	0.
CHARLES B. SPRADLIN, JR 2020 N. BRAMBLEWOOD WICHITA, KS 67206	SECRETARY 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

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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
NONE		

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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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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	38,124,004.
b	Average of monthly cash balances	1b	1,823,644.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	39,947,648.
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	39,947,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	599,215.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,348,433.
6	Minimum investment return. Enter 5% of line 5	6	1,967,422.

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	1,967,422.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	9,751.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,751.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,957,671.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,957,671.
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	1,957,671.

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	1,515,693.
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	1,515,693.
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	1,515,693.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,957,671.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,428,814.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,515,693.				
a Applied to 2016, but not more than line 2a			1,428,814.	
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 2017 distributable amount				86,879.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,870,792.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

**ISRAEL HENRY BEREN CHARITABLE
FOUNDATION, INC.**

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 2017, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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).)
- NONE**
- 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:

**ISRAEL HENRY BEREN CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2017)

45-2529445 Page 11

Part XV **Supplementary Information** *(continued)*

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

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
a <i>Paid during the year</i> SEE SCHEDULE 4 ATTACHED				1,564,000.
Total				▶ 3a 1,564,000.
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0.

**ISRAEL HENRY BEREN CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2017)

45-2529445 Page 12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15,638.	
4 Dividends and interest from securities			14	723,859.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<277,733.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		461,764.	0.
13 Total. Add line 12, columns (b), (d), and (e)				¹³ 461,764.	

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

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

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

**ISRAEL HENRY BEREN CHARITABLE
FOUNDATION, INC.**

Part XVII

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- | | Yes | No |
|---|-----|----|
| 1a(1) Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| 1b(1) Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| 1c | | X |
- 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. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.	May the IRS discuss this return with the preparer shown below? See instr. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee: <i>Israel Henry Beren</i> Date: <i>7/26/18</i> Title: <i>Pres</i>	

Paid Preparer Use Only	Print/Type preparer's name BRIAN A. WILKINSON, CPA	Preparer's signature <i>Brian A. Wilkinson</i>	Date <i>7/24/18</i>	Check <input type="checkbox"/> if 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	

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

2017

Name of the organization

**ISRAEL HENRY BEREN CHARITABLE
FOUNDATION, INC.**

Employer identification number

45-2529445

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, 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) (2017)

Name of organization
**ISRAEL HENRY BEREN CHARITABLE
 FOUNDATION, INC.**

Employer identification number
45-2529445

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	ISRAEL HENRY BEREN CHARITABLE TRUST 2020 N. BRAMBLEWOOD WICHITA, KS 67206	\$ 2,502,028.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ISRAEL HENRY BEREN CHARITABLE TRUST 2020 N. BRAMBLEWOOD WICHITA, KS 67206	\$ 488,908.	Person <input checked="" 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.)
		\$	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization ISRAEL HENRY BEREN CHARITABLE FOUNDATION, INC.	Employer identification number 45-2529445
--	---

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	SEE ATTACHED SCHEDULE 5 _____ _____ _____	\$ 4,964,540.	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization ISRAEL HENRY BEREN CHARITABLE FOUNDATION, INC.	Employer identification number 45-2529445
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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	217.	217.	
FMC	13,479.	13,479.	
FMC	1,942.	1,942.	
TOTAL TO PART I, LINE 3	15,638.	15,638.	

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
FMC	723,859.	0.	723,859.	723,859.	
TO PART I, LINE 4	723,859.	0.	723,859.	723,859.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GJ & COMPANY, LLC	1,070.	0.		1,070.
TO FORM 990-PF, PG 1, LN 16B	1,070.	0.		1,070.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FMC INVESTMENT FEES	224,818.	224,818.		0.
TO FORM 990-PF, PG 1, LN 16C	224,818.	224,818.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELAWARE FRANCHISE TAX	25.	0.		25.
FOREIGN TAXES	24,058.	24,058.		0.
FEDERAL TAXES	16,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	40,083.	24,058.		25.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PORTFOLIO FEES	3,054.	3,054.		0.
LICENSES AND FEES	247.	0.		247.
REPAIRS & MAINTENANCE	300.	0.		300.
SUPPLIES	51.	0.		51.
STOCK BASIS ADJUSTMENTS	16,734.	0.		0.
AMORTIZATION	1,052.	0.		0.
TO FORM 990-PF, PG 1, LN 23	21,438.	3,054.		598.

ISRAEL HENRY BEREN CHARITABLE FOUNDATION
Schedule 4

45-2529445
Form 990-PF, 2017

Form 990-PF, Part XV, 3(a) - Grants & Contributions Paid During the Year

Recipient Name and Address	If Recipient is an Individual, Show Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Contributions:				
AMERICAN FRIENDS OF OHEL SARAH, INC 225 HUDSON STREET LAKEWOOD, NJ 08701	NONE	PUBLIC	GENERAL	5,000
CHABAD OF CLINTON 108 COLLEGE STREET CLINTON, NY 13323	NONE	PUBLIC	END OF YEAR CAMPAIGN 2017	1,000
FEDERATION OF JEWISH COMMUNITIES OF THE CIS 531 CROWN ST BROOKLYN, NY 11213	NONE	PUBLIC	RIGA JEWISH COMMUNITY	30,000
FOUNDATION FOR JEWISH CAMP 253 WEST 35TH STREET 4TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC	BEREN SCHOLARSHIP PROGRAM	100,000
JEWISH COMMUNAL FUND 575 MADISON AVENUE SUITE 703 NEW YORK, NY 10022	NONE	PUBLIC	FUND #5542	1,000,000
ROSE HILL CEMETERY 6841 EAST 62ND AVENUE COMMERCE CITY, CO 80022	NONE	PUBLIC	GENERAL	500
THE BETH JACOB CONGREGATION 1223 COLLEGE AVENUE COLUMBUS, OH 43209	NONE	PUBLIC	WATER STAND REDEDICATION	5,000
UNITED HATZALAH OF ISRAEL 208 EAST 51ST SUITE 303 NEW YORK, NY 10022	NONE	PUBLIC	GENERAL	2,500
UNIVERSITY OF FLORIDA HILLEL 2020 WEST UNIVERSITY AVENUE	NONE	PUBLIC	GENERAL	18,000
			Total Contributions Paid	<u>1,162,000</u>
Grants:				
BEREN SEA FOUNDATION 2020 N BRAMBLEWOOD ST WICHITA, KS 67206	NONE	PUBLIC	GENERAL	402,000
			Total Grants Paid	<u>402,000</u>
			Total Grants & Contributions Paid	<u>1,564,000</u>

ISRAEL HENRY BEREN CHARITABLE FOUNDATION
Schedule 5

45-2529445
Form 990-PF, 2017

BEGINNING OF YEAR	END OF YR BOOK VALUE	END OF YR MKT VALUE
----------------------	-------------------------	------------------------

Sch B, Part II: Non-Cash Property Received

Stocks.	# Shares			
ALPHABET INC	100	0	76,875	103,705
APPLE INC	800	0	74,257	135,496
APPROACH RESOURCES	23,000	0	535,224	55,430
APPROACH RESOURCES	2,500	0	59,589	6,025
ARAMARK	3,000	0	81,988	128,070
BROOKFIELD ASSET MGT	3,500	0	74,335	151,725
CAPITAL ONE FINL CO	1,200	0	75,380	114,948
CVS HEALTH CORP	1,000	0	31,339	73,090
DANAHER CORP	1,800	0	117,664	167,724
FEDEX CORP	500	0	76,234	120,365
HONEYWELL INTL INC	1,400	0	88,918	215,124
JOHNSON & JOHNSON	1,500	0	95,090	210,885
JOHNSON CONTROLS INT	1,400	0	59,873	52,374
MICROSOFT CORP	3,000	0	76,249	252,480
NESTLE S A	1,600	0	37,992	137,680
ORACLE CORP	2,600	0	105,617	128,960
PFIZER INC	4,000	0	120,462	142,960
RECKITT BENCKISER GR	1,400	0	72,196	124,810
WELLS FARGO & CO	2,000	0	63,990	118,620
ZIMMER BIOMET HLDS	350	0	41,638	39,683
ZIMMER BIOMET HLDS	100	0	10,164	11,338
EXXON MOBIL CORP	19,951	0	303,187	1,674,388
PEOPLES BANCORP INC.	21,944	0	203,322	726,127
PEOPLES BANCORP INC.	2,192	0	20,447	72,533
		0	2,502,028	4,964,540

PART I, Line 18: Grants Payable:

NONE

0

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statement
See Schedule 7 & 8

Grant Amount:	Date of Grant	Amount Expended:
402,000 00	12/11/17	352,000 00
402,000.00		352,000.00

ISRAEL HENRY BEREN CHARITABLE FOUNDATION
Schedule 7

45-2529445
Form 990-PF, 2017

BEGINNING OF YEAR	END OF YR BOOK VALUE	END OF YR MKT VALUE
----------------------	-------------------------	------------------------

Part II: Grants

See Schedule 6

Stocks:

Shares

CASH

0 402,000 402,000

0	402,000	402,000
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Israel Henry Beren Charitable Foundation, Inc.

EIN: 45-2529445

Form 990-PF, Part VII-B, Line 5c – Expenditure Responsibility Statement

Recipient's Name and Address

Beren Sea Foundation
2020 N. Bramblewood
Wichita, KS 67206
Federal ID 46-0800568

Grant Amount: See Schedule 6

Date of Grant: See Schedule 6

Amount Expended (based upon most recent report received from Grantee): \$352,000

Verification Date: March 26, 2018

Purpose of Grant: To further the advancement, enhancement, promotion and/or welfare of the Orthodox Jewish faith and causes.

Date of Report by Grantee: March 26, 2018

Diversions by Grantee: None, to the knowledge of Grantor

Results of Verification: No independent verification was deemed necessary.

STATEMENT S225

Distributions to Donor Advised Fund (See Key Issue 26L)

Organization: Israel Henry Beren Charitable Foundation, Inc.
 TIN: 45-2529445
 Tax Year Ended: December 31, 2017

Form 990-PF, Part VII-A, Line 12—Distributions to donor advised fund

The following table provides the detail of distributions paid by the organization during the tax year ended 12/17 to a donor advised fund over which the foundation or a disqualified person had advisory privileges.

Recipient	How Distribution Accomplishes Charitable Purpose	Amount Treated as Qualifying Distribution
Jewish Communal Fund 575 Madison Avenue, Suite 730 New York, NY 10022	Jewish Communal Fund (JCF) facilitates and promotes charitable giving to sectarian and nonsectarian organizations through donor advised funds and provides support to Jewish organizations in New York. Our donor advised funds enable individuals and families to achieve their philanthropic goals simply and effectively, with full confidentiality. Each year, the JCF Board of Trustees awards a significant community gift to the Annual Campaign of UJA-Federation of New York. In addition to this gift, JCF supports initiatives in the community with grants from the JCF Special Gifts Fund, and endowment fund established by our trustees. Since 1999, the JCF Special Gifts Fund has distributed more than \$15 million to dozens of worthy causes supporting the Jewish community throughout the greater metropolitan area and Israel.	\$ 1,000,000
		\$ <u>1,000,000</u>

ISRAEL HENRY BEREN CHARITABLE FOUNDATION
Schedule 3

45-2529445
Form 990-PF, 2017

DESCRIPTION	NUMBER OF UNITS	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST & EXPENSES OF SALE	SHORT-TERM GAIN/(LOSS)	LONG-TERM GAIN/(LOSS)
FIRST MANHATTAN COMPANY -SEE ATTACHED SCHEDULE 3A COVERED	STCG	VARIOUS	2017	739,583	744,553	(4,970)	
FIRST MANHATTAN COMPANY -SEE ATTACHED SCHEDULE 3A NON-COVERED	STCG	VARIOUS	2017	0	0	0	
FIRST MANHATTAN COMPANY -SEE ATTACHED SCHEDULE 3A	LTCG COVERED	VARIOUS	2017	1,010,973	1,728,661		(717,688)
FIRST MANHATTAN COMPANY -SEE ATTACHED SCHEDULE 3A	LTCG NON-COVERED	VARIOUS	2017	1,538,053	1,093,128		444,925
LITIGATION SETTLEMENTS -SEE ATTACHED SCHEDULE 3B	LTCG	VARIOUS	2017	0	0		0
				3,288,609	3,566,342	(4,970)	(272,763)
							(277,733)

ISRAEL HENRY BEREN CHARITABLE FOUNDATION
Schedule 3A

45-2529445
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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:							
ABBOTT LABS	2,500	8/12/2016	3/22/2017	112,058	112,171	(113)	
ABBOTT LABS	14,000	8/15/2016	3/22/2017	627,525	632,382	(4,857)	
TOTAL SHORT-TERM - COVERED				739,583	744,553	(4,970)	
SHORT-TERM - NON-COVERED TRANSACTIONS:							
NONE						0	
TOTAL SHORT-TERM - NON-COVERED				0	0	0	
LONG-TERM - COVERED TRANSACTIONS:							
ANHEUSER BUSCH INBEV	1,500	12/9/2011	1/17/2017	158,319	88,599		69,719
APPROACH RESOURCES	2,500	6/26/2012	12/20/2017	61,848	535,224		(473,375)
APPROACH RESOURCES	2,500	11/19/2012	12/20/2017	6,723	59,589		(52,866)
COTY INC	30,200	9/28/2016	11/3/2017	433,980	704,741		(270,762)
COTY INC	1,800	10/10/2016	11/3/2017	25,866	41,153		(15,287)
TRISURA GROUP	127	3/13/2012	6/26/2017	2,040	1,149		891
TRISURA GROUP	1	3/13/2012	6/22/2017	15	8		7
TRISURA GROUP	75	2/5/2014	6/26/2017	1,205	785		420
ZIMMER BIOMET HLDS	2,500	2/13/2015	7/24/2017	320,977	297,412		23,566
TOTAL LONG-TERM - COVERED				1,010,973	1,728,661		(717,688)
LONG-TERM - NON-COVERED TRANSACTIONS:							
JBG SMITH PROPERTIES	CIL		7/21/2017	18			18
INTL BUSINESS MCHN	500	9/24/2004	9/6/2017	72,004	42,217		29,787
INTL BUSINESS MCHN	1,500	5/20/2005	9/6/2017	216,013	115,764		100,249
INTL BUSINESS MCHN	1,500	5/12/2010	9/6/2017	216,013	194,528		21,485
INTL BUSINESS MCHN	800	10/21/2010	9/6/2017	115,207	110,958		4,248
INTL BUSINESS MCHN	1,100	10/26/2010	9/6/2017	158,409	153,016		5,393
GENERAL ELECTRIC CO	5,000	2/25/2010	10/20/2017	117,774	79,157		38,617
GENERAL ELECTRIC CO	20,000	10/21/2010	10/20/2017	471,095	323,519		147,576
RECKITT BENCKISER GR	2,000	12/10/2008	11/8/2017	171,520	73,968		97,551
TOTAL LONG-TERM - NON-COVERED				1,538,053	1,093,128		444,925
TOTAL GAINS/LOSS				3,288,609	3,566,342	(4,971)	(272,763)
				FMCO 1099 B	3,288,609		(277,733)
				FMCO Tbilis Sold	0		
				3,288,609			

ISRAEL HENRY BEREN CHARITABLE FOUNDATION

45-2529445

Schedule 2

Form 990-PF, 2017

BEGINNING OF YEAR	END OF YR BOOK VALUE	END OF YR MKT VALUE
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PART II, Line 1: Cash

Bank of America	3,375	336,037	336,037
	3,375	336,037	336,037

PART II, Line 2: Savings & Temporary Cash Investment

First Manhattan	739,087	2,280,730	2,280,730
	739,087	2,280,730	2,280,730

PART II, Line 10b: Investments - corporate stock:

Stocks	# Shares			
3M Company	5,800	461,273	461,273	1,365,146
Abbott Labs	16,500	744,553	0	0
Alphabet Inc	1,025	711,025	787,900	1,072,560
Altria Group inc	12,500	798,100	798,100	892,625
American Express Co	12,000	636,747	636,747	1,191,720
Anheuser Busch Inbev SA NV	10,500	707,109	618,510	1,171,380
Apple Inc	8,000	687,120	761,377	1,353,840
Aramark	30,000	737,898	819,885	1,282,200
Beiersdorf Ag Ordinary	11,000	706,908	706,908	1,293,141
Berkshire Hathaway	10	760,347	760,347	2,976,000
Brookfield Asset Mgt Class A	3,800	777,149	849,542	1,654,520
CBS Corp	20,000	134,460	134,460	1,180,000
CVS Caremark Corp	13,000	361,890	393,228	942,500
Capital One Finl Co	14,700	847,962	923,342	1,463,826
Comcast Corp	40,000	371,657	371,657	1,602,000
Coty Inc	32,000	757,895	0	0
Danaher Corp	14,000	797,493	915,157	1,299,480
Exxon Mobil	19,951	0	303,187	1,668,702
FedEx Corp	5,100	701,285	777,518	1,272,654
General Electric	25,000	402,676	0	0
Honeywell Intl Inc	14,000	800,266	889,184	2,147,040
IBM	5,400	616,484	0	0
JBG Smith Properties	3,368	0	64,266	116,971
Johnson & Johnson	14,500	789,491	884,581	2,025,940
Johnson Controls Intl	20,600	0	880,675	785,066
Microsoft Corp	31,000	723,563	799,812	2,651,740
Modelez Intl Inc	35,000	689,790	671,240	1,498,000
Nestle Sa-Sponsored	16,300	342,285	380,277	1,401,311
Oracle Corp	29,000	1,071,527	1,177,144	1,371,120
Peoples Bancorp	24,136	0	223,769	787,316
Pfizer Inc	30,000	782,945	903,407	1,086,600
Philip Morris	10,000	250,226	250,226	1,058,500
Reckitt Benchiser	21,400	951,059	949,286	1,942,050
Vornado Rlty Tr	6,737	332,072	269,622	526,699
Wells Fargo & Co New	30,000	748,891	812,881	1,820,100
Zimmer Biomet Hlds	6,750	1,041,696	796,086	814,522
		21,243,842	20,971,594	43,713,269

PART II, Line 10c: Investments - corporate bonds:

0	0	0
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PART II, Line 13: Investments - other:

0	0	0
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