

EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation
ADAM E BEREN FOUNDATION, INC.

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) Other (specify)
\$ **846,869.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual

A Employer identification number
48-1095483

B Telephone number
316-265-3311

C If exemption application is pending, check here

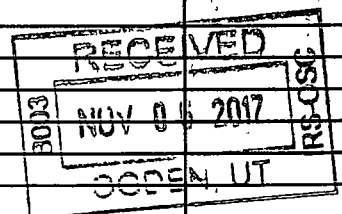
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		310.	310.		STATEMENT 1
4 Dividends and interest from securities		11,013.	11,013.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		63,250.			
b Gross sales price for all assets on line 6a		327,817.			
7 Capital gain net income (from Part IV, line 2)			63,250.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		74,573.	74,573.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		STMT 3 1,045.	0.		1,045.
c Other professional fees		STMT 4 3,512.	3,512.		0.
17 Interest					
18 Taxes		STMT 5 585.	545.		40.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		STMT 6 94.	94.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,236.	4,151.		1,085.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		5,236.	4,151.		1,085.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		69,337.			
b Net investment income (if negative, enter -0-)			70,422.		
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		121,288.	130,410.	130,410.
	2	Savings and temporary cash investments		21,925.	190,771.	190,771.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
		b Investments - corporate stock STMT 7		467,444.	358,813.	525,688.
		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 ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		610,657.	679,994.	846,869.	
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		610,657.	679,994.		
30	Total net assets or fund balances		610,657.	679,994.		
31	Total liabilities and net assets/fund balances		610,657.	679,994.		

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	610,657.
2	Enter amount from Part I, line 27a	2	69,337.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	679,994.
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	679,994.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P	VARIOUS	VARIOUS
b SEE ATTACHED	P	VARIOUS	VARIOUS
c SEE ATTACHED	P	VARIOUS	VARIOUS
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 96,028.		89,803.	6,225.
b 51,373.		45,262.	6,111.
c 180,416.		129,502.	50,914.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,225.
b			6,111.
c			50,914.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	63,250.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	201,238.	852,020.	.236189
2014	8,160.	1,066,681.	.007650
2013	8,419.	1,007,930.	.008353
2012	82,062.	1,549,557.	.052958
2011	106,941.	796,677.	.134234

2 Total of line 1, column (d)	2	.439384
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.087877
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	809,376.
5 Multiply line 4 by line 3	5	71,126.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	704.
7 Add lines 5 and 6	7	71,830.
8 Enter qualifying distributions from Part XII, line 4	8	1,085.

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	1,408.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,408.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,408.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,705.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,705.
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	297.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

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 N/A
14 The books are in care of DONNA STUCKY Telephone no. 316-265-3511 Located at 2020 N. BRAMBLEWOOD, 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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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 2016?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)
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 2016?

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)? Yes No
 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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ADAM E. BEREN 2020 N. BRAMBLEWOOD WICHITA, KS 67206	PRESIDENT 1.00	0.	0.	0.
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	SECRETARY 1.00	0.	0.	0.
ROBERT M. BEREN 13840 LE MANS WAY PALM BEACH GARDENS, FL 33410	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
NONE		
		0

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	590,186.
b	Average of monthly cash balances	1b	231,516.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	821,702.
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	821,702.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,326.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	809,376.
6	Minimum investment return. Enter 5% of line 5	6	40,469.

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	40,469.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,408.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,408.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,061.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,061.
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	39,061.

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	1,085.
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	1,085.
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	1,085.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				39,061.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	13,864.			
b From 2012	5,089.			
c From 2013				
d From 2014				
e From 2015	158,827.			
f Total of lines 3a through e	177,780.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,085.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1,085.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	37,976.			37,976.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	139,804.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	139,804.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	139,804.			
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

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

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

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

ADAM E. BEREN

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

NONE

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> <p style="text-align: center;">NONE</p>				
Total			▶ 3a	0.
b <i>Approved for future payment</i> <p style="text-align: center;">NONE</p>				
Total			▶ 3b	0.

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	310.	
4 Dividends and interest from securities			14	11,013.	
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	63,250.	
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.		74,573.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	74,573.

(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).

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 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.

Table with columns Yes and No. Rows 1a(1) X, 1a(2) X, 1b(1) X, 1b(2) X, 1b(3) X, 1b(4) X, 1b(5) X, 1b(6) X, 1c X.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: 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) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1: 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. Signature of officer or trustee: [Signature] Date: 10-30-2017 Title: PRESIDENT

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

Paid Preparer Use Only Print/Type preparer's name: BRIAN A. WILKINSON, CPA Preparer's signature: [Signature] Date: 10/26/17 Check [] 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

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	51.	51.	
FIRST MANHATTAN COMPANY	259.	259.	
TOTAL TO PART I, LINE 3	310.	310.	

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
FIRST MANHATTAN COMPANY	11,013.	0.	11,013.	11,013.	
TO PART I, LINE 4	11,013.	0.	11,013.	11,013.	

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	1,045.	0.		1,045.
TO FORM 990-PF, PG 1, LN 16B	1,045.	0.		1,045.

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	3,512.	3,512.		0.
TO FORM 990-PF, PG 1, LN 16C	3,512.	3,512.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID ON INVESTMENT INCOME	545.	545.		0.
ANNUAL REPORT FEE	40.	0.		40.
TO FORM 990-PF, PG 1, LN 18	585.	545.		40.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC INVESTMENT FEES	94.	94.		0.
TO FORM 990-PF, PG 1, LN 23	94.	94.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	358,813.	525,688.
TOTAL TO FORM 990-PF, PART II, LINE 10B	358,813.	525,688.

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

PART II, Line 10a: Investments - U.S. & state government obligations:

US Treasury Bill	0	0	0
	0	0	0

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

Stocks	# Shares			
Actuant Corp Class A	1,205,760	26,671	0	0
Allergan PLC	100,000	25,320	0	0
Alphabet Inc	25,000	0	17,819	19,811
American Int'l Group Inc	400,000	12,195	0	0
Apple Inc	300,000	10,995	29,940	34,746
Approach Resources Inc	1,000,000	23,599	23,599	3,350
Brookfield Asset Mgmt Inc VTG	1,950,000	25,307	25,307	64,370
Canadian Natural Resources LTD	600,000	15,179	0	0
Chubb Corporation	350,000	13,905	0	0
Chubb Limited	210,000	0	23,314	27,745
Conoco Phillips	400,000	21,332	0	0
Discovery Communications Inc	482,000	3,332	0	0
Ebay Inc	300,000	6,810	0	0
GCP Applied Tech Inc	800,000	0	20,746	21,400
Gilead Sciences Inc	300,000	0	27,056	21,483
Indivior PLC	875,000	345	0	0
Microsoft Corp	500,000	21,169	21,169	31,070
Nestle Sa Sponsored Adrs Registered	450,000	15,463	10,718	32,283
Old Republic International	1,734,320	23,673	23,673	32,952
Onex Corp	400,000	21,309	21,309	27,108
Oracle Corp	300,000	11,735	0	0
PPG Industries Inc	100,000	0	9,245	9,476
Paypal Hldgs Inc	600,000	21,944	21,944	23,682
Pentair LTD	95,000	2,704	0	0
Range Res Corp	300,000	12,694	0	0
Reckitt Benckiser PLC	700,000	13,518	10,814	59,381
SKF Frueher AB Svenska	1,200,000	23,226	0	0
Theravance Biopharma	685,000	20,048	20,048	21,838
Ultra Pete Corp Com	600,000	35,177	11,179	4,338
United Technologies	200,000	18,861	0	0
Wabco holdings Inc	400,000	6,067	6,067	42,460
Wells Fargo & Co	500,000	12,135	12,135	27,555
Zimmer Biomet Hlds	200,000	22,731	22,731	20,640
		467,444	358,813	525,688

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

	0	0	0
	467,444	358,813	525,688

Adam E. Beren Foundation
ID # 48-1095483
12-31-2016

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

FIRST MANHATTAN COMPANY STOCKS

SHORT-TERM COVERED:

CHUBB LTD	01/15/16	01/19/16	CIL	74 15	73 83	0 32
ALLERGAN PLC	10/21/15	03/18/16	100 0000	27,079 18	25,320 06	1,759 12
ALLERGAN PLC	04/12/16	07/15/16	50 0000	12,135 96	11,271 94	864 02
BROOKFIELD BUSINESS	06/20/16	07/15/16	39 0000	823 83	835 11	(11 28)
EBAY INC	05/06/15	03/14/16	300 0000	7,180 54	6,809 71	370 83
PFIZER INC	03/18/16	04/05/16	400 0000	12,562 80	11,835 95	726 85
PFIZER INC	03/18/16	04/11/16	500 0000	15,955 75	14,794 94	1,160 81
UNITED TECHNOLOGIES	08/21/15	02/26/16	100 0000	9,723 04	9,430 69	292 35
UNITED TECHNOLOGIES	08/21/15	07/15/16	100 0000	10,492 46	9,430 69	1,061 77

TOTAL SHORT-TERM CAPITAL GAIN/(LOSS)

96,027 71 89,802 92 6,224 79

LONG-TERM COVERED:

AMERICAN INTL GROUP INC	06/28/12	01/26/16	100 0000	5,544 61	3,048 79	2,495 82
AMERICAN INTL GROUP INC	06/28/12	07/15/16	300 0000	16,268 66	9,146 37	7,122 29
CONOCOPHILLIPS	05/07/12	07/15/16	400 0000	17,126 10	21,331 60	(4,205 50)
ORACLE CORP	10/06/14	07/15/16	300 0000	12,433 72	11,735 15	698 57

TOTAL LONG-TERM COVERED

51,373 09 45,261 91 6,111 18

LONG-TERM NON-COVERED:

ACTUANT CORPORATION	04/14/06	11/30/16	600 0000	15,633 99	13,263 27	2,370 72
ACTUANT CORPORATION	08/14/06	12/23/16	600 0000	16,009 01	13,263 27	2,745 74
ACTUANT CORPORATION	10/13/06	12/23/16	1 8728	49 97	48 00	1 97
ACTUANT CORPORATION	10/12/07	12/23/16	1 4136	37 72	48 07	(10 35)
ACTUANT CORPORATION	10/14/08	12/23/16	2 4733	66 02	48 13	17 89
CDN NATURAL RES	02/20/07	03/14/16	600 0000	16,150 52	15,178 95	971 57
CHUBB CORP	04/23/09	01/15/16	150 0000	19,462 94	6,080 58	13,382 36
CHUBB CORP	05/01/09	01/15/16	200 0000	25,950 59	7,824 28	18,126 31
DISCOVERY COMMUNICATIONS	07/21/05	05/19/16	82 0000	2,064 27	592 19	1,472 08
DISCOVERY COMMUNICATIONS	08/10/05	05/19/16	400 0000	10,069 63	2,739 84	7,329 79
INDIVIOR PLC	02/27/03	03/04/16	875 0000	1,977 76	344 62	1,633 14
NESTLE S A	07/05/02	08/26/16	150 0000	11,987 77	3,558 68	8,429 09
NESTLE S A	07/05/02	08/29/16	50 0000	3,949 60	1,186 23	2,763 37
PENTAIR PLC	06/07/10	03/14/16	95 0000	4,811 29	2,704 29	2,107 00
RANGE RESOURCES CORP	12/15/10	03/07/16	100 0000	3,504 21	4,231 19	(726 98)
RANGE RESOURCES CORP	12/15/10	07/15/16	200 0000	8,632 69	8,462 38	170 31
RECKITT BENCKISER GR	02/27/03	07/15/16	175 0000	17,196 47	2,703 57	14,492 90
SKF FRUEHER AB SVENSKA	12/05/07	12/13/16	900 0000	16,774 17	15,470 04	1,304 13
SKF FRUEHER AB SVENSKA	07/28/11	12/13/16	200 0000	3,727 59	5,283 40	(1,555 81)
SKF FRUEHER AB SVENSKA	08/02/11	12/13/16	100 0000	1,863 80	2,472 41	(608 61)
ULTRA PETROLEUM	04/12/11	03/03/16	400 0000	397 14	19,121 36	(18,724 22)
ULTRA PETROLEUM	06/03/11	03/03/16	100 0000	99 29	4,877 68	(4,778 39)

TOTAL LONG-TERM NON-COVERED

180,416 44 129,502 43 50,914 01

TOTAL LONG-TERM CAPITAL GAIN/(LOSS)

231,789 53 174,764 34 57,025 19

TOTAL GAIN/(LOSS).

327,817.24 264,567.26 63,249.98