Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning OCT 1, 2008 , and ending SEP 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of foundation
THE BEHRAKIS FOUNDATION
C/O STEPHANIE B. LIAKOS, TRUSTEE

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
80 HAYDEN AVENUE, SUITE 100

City or town, state, and ZIP code
LEXINGTON, MA 02421

A Employer identification number
04-3348263

B Telephone number
(781) 861-9114

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,974,284.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,968.	14,968.		STATEMENT 2
	4 Dividends and interest from securities	58,684.	58,684.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<128,698.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 538,043.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<55,046.>	73,652.		
Operating and Administrative Expenses	13 Compensation of officers, directors trustees, etc	85,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	16,707.	0.		0.
	c Other professional fees STMT 5	4,673.	4,673.		0.
	17 Interest				
	18 Taxes STMT 6	6,837.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	6,959.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	120,176.	4,673.		0.
	25 Contributions, gifts, grants paid	204,075.			204,075.
	26 **Total expenses and disbursements** Add lines 24 and 25	324,251.	4,673.		204,075.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<379,297.>			
	b **Net investment income** (if negative enter -0-)		68,979.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions**

Form **990-PF** (2008)

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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			
	2	Savings and temporary cash investments	1,262,749.	1,543,248.	1,543,248.
	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 10	1,853,657.	739,775.	729,064.
	c	Investments - corporate bonds STMT 11	0.	100,000.	77,410.
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	1,659,417.	1,999,614.	1,624,562.
	14	Land, buildings, and equipment: basis ▶ 8,452.			
		Less accumulated depreciation STMT 13▶ 8,452.			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	4,775,823.	4,382,637.	3,974,284.
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 ▶ ☐ 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 ▶ [X] 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	4,775,823.	4,382,637.	
	30	**Total net assets or fund balances**	4,775,823.	4,382,637.	
	31	**Total liabilities and net assets/fund balances**	4,775,823.	4,382,637.	

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	4,775,823.
2	Enter amount from Part I, line 27a	2	<379,297.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,813.
4	Add lines 1, 2, and 3	4	4,400,339.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	17,702.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,382,637.

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	JP MORGAN (172133) - REFER TO ATTACHMENT A	P	VARIOUS	VARIOUS
b	CASH IN LIEU - TIME WARNER CABLE	P	VARIOUS	VARIOUS
c	CASH IN LIEU - TIME WARNER INC	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	521,961.		666,741.	<144,780.>
b	9.			9.
c	15.			15.
d	16,058.			16,058.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<144,780.>
b				9.
c				15.
d				16,058.
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 <128,698.>

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 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))
2007	291,227.	4,917,394.	.059224
2006	319,802.	5,396,201.	.059264
2005	380,398.	5,327,995.	.071396
2004	386,077.	5,525,947.	.069866
2003	364,322.	5,763,393.	.063213

2	Total of line 1, column (d)	2	.322963
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	.064593
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,600,457.
5	Multiply line 4 by line 3	5	232,564.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	690.
7	Add lines 5 and 6	7	233,254.
8	Enter qualifying distributions from Part XII, line 4	8	204,075.

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 ▶ ☐ and enter "N/A" on line 1			
Date of ruling letter: ______ (attach copy of ruling 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		1	1,380.
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	1,380.
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	1,380.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 4,920.		
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	4,920.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	3,540.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 3,540. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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?	1c		X
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*	2		X
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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?	6	X	
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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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*	8b	X	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEPHANIE B. LIAKOS, TRUSTEE Telephone no. ▶781-861-9114

Located at ▶80 HAYDEN AVENUE, SUITE 100 ZIP+4 ▶02421

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

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 page 20 of the instructions)?	N/A	1b		
	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ 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		
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008)*	N/A	3b		
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 2008?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE D. BEHRAKIS C/O THE BEHRAKIS FDN, 80 HAYDEN AVE, LEXINGTON, MA 02421	TRUSTEE 0.00	0.	0.	0.
MARGO BEHRAKIS C/O THE BEHRAKIS FDN, 80 HAYDEN AVE, LEXINGTON, MA 02421	TRUSTEE 0.00	0.	0.	0.
DRAKE BEHRAKIS C/O THE BEHRAKIS FDN, 80 HAYDEN AVE, LEXINGTON, MA 02421	TRUSTEE 0.00	0.	0.	0.
STEPHANIE B. LIAKOS C/O THE BEHRAKIS FDN, 80 HAYDEN AVE, LEXINGTON, MA 02421	TRUSTEE 20.00	85,000.	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.

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	2,231,361.
b	Average of monthly cash balances	1b	1,423,925.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,655,286.
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	3,655,286.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,829.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,600,457.
6	**Minimum investment return** Enter 5% of line 5	6	180,023.

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	180,023.
2a	Tax on investment income for 2008 from Part VI, line 5 2a 1,380.		
b	Income tax for 2008. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,380.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	178,643.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	178,643.
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	178,643.

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	204,075.
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	204,075.
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	204,075.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				178,643.
2 Undistributed income, if any as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005 31,715.				
d From 2006 58,095.				
e From 2007 47,937.				
f Total of lines 3a through e	137,747.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 204,075.				
a Applied to 2007, 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 2008 distributable amount				178,643.
e Remaining amount distributed out of corpus	25,432.			
5 Excess distributions carryover applied to 2008 (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	163,179.			
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 2007. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009** Subtract lines 7 and 8 from line 6a	163,179.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005 31,715.				
c Excess from 2006 58,095.				
d Excess from 2007 47,937.				
e Excess from 2008 25,432.				

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 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 14

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 of the person to whom applications should be addressed.

SEE STATEMENT 15

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 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 Paid during the year				
REFTER TO ATTACHMENT B	N/A	501(C)(3)	REFER TO ATTACHMENT B	204,075.
Total			▶ 3a	204,075.
b Approved for future payment				
NONE				
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) Exclusion 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	14,968.	
4 Dividends and interest from securities			14	58,684.	
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	<128,698.>	
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.		<55,046.>	0.

13 Total Add line 12, columns (b), (d), and (e) 13 <55,046.>

(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**

			Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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) of the Code (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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Stephanie B. Liakos | Date: 11/12/10 | Title: Trustee

Paid Preparer's Use Only

Preparer's signature: [signature] | Date: 1/8/10 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self employed) address, and ZIP code: THE BOLLARD GROUP LLC, ONE JOY STREET, BOSTON, MA 02108 | EIN | Phone no. 6177205800

Form **990-PF** (2008)

THE BOLLARD GROUP
BOSTON, MA 02108
FIN # 04-3450134

823622
01-02-09

11061217 791715 00460 2008.05020 THE BEHRAKIS FOUNDATION C/O 00460 1

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER HARDWARE	050198	SL	5.00	16	2,702.			2,702.	2,702.		0.
2	SOFTWARE COSTS	070198	167(F)	36M	43	5,750.			5,750.	5,750.		0.
	* TOTAL 990-PF PG 1 DEPR & AMORT					8,452.		0.	8,452.	8,452.	0.	0.

828102
04-25-08

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

The Behrakis Foundation EIN: 04-3348263

STATEMENT PERIOD 10/01/08 TO 09/30/09

ACCOUNT NUMBER
ACCOUNT TYPE ADV FOUNDATION
ADM OFF WEINGSTEIGER/WEBB

ACCOUNT TITLE THE BEHRAKIS FOUNDATION
TAX IDENTIFICATION NUMBER 04-3348263
INV OFF DANIEL CURTIN
TAX OFF

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
50 SHARES					
CATERPILLAR INC		09/19/07	2,701.36	3,904.32	
@ 54.0575	2,702.88	10/02/08			1,202.96- L
TAX &/OR SEC	.02				
$100,000					
BREN LKD EAFE NOTEOFNOTE		03/14/08	90,510.00	100,000.00	9,490.00- S
DOWEUROSTOXX50, UKX & TPX 3/26/2009		10/02/08			
17.1%MAX) INITIAL LEVEL-SX5E:					
75 SHARES					
SAFEWAY INC		07/23/07	1,712.72	2,577.26	
@ 22.8664	1,714.98	10/07/08			864.54- L
TAX &/OR SEC	.01				
25 SHARES					
CATERPILLAR INC		05/23/07	1,237.15	1,923.30	
@ 49.5165	1,237.91	10/08/08			686.15- L
TAX &/OR SEC	.01				
25 SHARES					
COLGATE PALMOLIVE CO		01/09/08	1,720.07	2,032.35	312.28- S
@ 68.8233	1,720.58	10/08/08			
TAX &/OR SEC	.01				
50 SHARES					
KOHLS CORP		12/17/07	1,639.23	2,375.67	736.44- S
@ 32.8148	1,640.74	10/13/08			
TAX &/OR SEC	.01				
50 SHARES					
CISCO SYSTEMS INC		03/22/07	913.00	1,329.90	
@ 18.2902	914.51	10/14/08			416.90- L
TAX &/OR SEC	.01				
50 SHARES					
CATERPILLAR INC		05/23/07	2,366.59	3,846.61	
@ 47.3619	2,368.10	10/14/08			1,480.02- L

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The Behrakis Foundation EIN: 04-3348263

STATEMENT PERIOD 10/01/08 TO 09/30/09

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ACCOUNT TYPE ADV FOUNDATION
TAX IDENTIFICATION NUMBER 04-3348263
ADM OFF WEINGSTEIGER/WEBB
INV OFF DANIEL CURTIN
TAX OFF

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
TAX &/OR SEC	.01				
100 SHARES					
INTERNATIONAL GAME TECHNOLOGY		12/20/07	1,441.91	4,447.19	3,005.28- S
@ 14.4492	1,444.92	10/14/08			
TAX &/OR SEC	.01				
25 SHARES					
COLGATE PALMOLIVE CO		01/09/08	1,556.95	2,032.35	475.40- S
@ 62.3083	1,557.71	10/15/08			
TAX &/OR SEC	.01				
50 SHARES					
EXXON MOBIL CORP		01/07/08	3,455.60	4,651.00	1,195.40- S
@ 69.1424	3,457.12	10/15/08			
TAX &/OR SEC	.02				
100 SHARES					
CISCO SYSTEMS INC		03/22/07	1,715.03	2,631.26	
@ 17.1805	1,718.05	10/16/08			916.23- L
TAX &/OR SEC	.02				
75 SHARES					
NATIONAL-OILWELL VARCO INC		05/21/08	2,007.28	6,463.21	4,455.93- S
@ 26.7938	2,009.54	10/17/08			
TAX &/OR SEC	.01				
50 SHARES					
NORFOLK SOUTHERN CORP		08/21/08	2,788.11	2,982.08	350.44- S
@ 55.7925	2,789.63	10/22/08			156.47 L
TAX &/OR SEC	.02				
100 SHARES					
XILINX CORP		11/09/07	1,802.64	2,325.15	522.51- S
@ 18.0565	1,805.65	10/28/08			
TAX &/OR SEC	.01				
125 SHARES					

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The Behrakis Foundation EIN: 04-3348263

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INV OFF DANIEL CURTIN
TAX OFF

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
ORACLE CORP		12/28/06	2,091.19	2,143.75	
@ 16.7596	2,094.95	11/18/08			52.56- L
TAX &/OR SEC	.01				
25 SHARES					
AFLAC INC		01/03/08	949.05	1,578.75	629.70- S
@ 37.9925	949.81	11/19/08			
TAX &/OR SEC	.01				
150 SHARES					
ORACLE CORP		12/28/06	2,375.41	2,572.50	
@ 15.8662	2,379.93	12/04/08			197.09- L
TAX &/OR SEC	.02				
50 SHARES					
AT&T INC		10/10/07	1,495.40	2,101.80	
@ 29.9382	1,496.91	12/08/08			606.40- L
TAX &/OR SEC	.01				
25 SHARES					
CHUBB CORP		09/16/08	1,192.63	1,355.06	162.43- S
@ 47.7355	1,193.39	12/10/08			
TAX &/OR SEC	.01				
100 SHARES					
PRINCIPAL FINANCIAL GROUP		01/03/08	1,719.68	6,819.25	5,099.57- S
@ 17.227	1,722.70	12/12/08			
TAX &/OR SEC	.02				
100 SHARES					
MORGAN STANLEY		09/04/07	1,478.78	6,323.50	
@ 14.8079	1,480.79	12/16/08			4,844.72- L
TAX &/OR SEC	.01				
50 SHARES					
PHILIP MORRIS INTERNATIONAL		11/26/01	2,049.66	1,214.03	
@ 41.0233	2,051.17	12/16/08			835.63 L
TAX &/OR SEC	.01				

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The Behrakis Foundation EIN: 04-3348263

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INV OFF DANIEL CURTIN

TAX OFF

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
20 SHARES C R BARD INC @ 81.4537	1,629.07	04/30/08 12/17/08	1,628.65	1,889.71	261.06- S
TAX &/OR SEC	.02				
50 SHARES WELLS FARGO & CO @ 27.09	1,354.50	06/04/07 12/23/08	1,352.99	1,813.40	460.41- L
TAX &/OR SEC	.01				
25 SHARES AFLAC INC @ 43.8758	1,096.90	01/03/08 12/23/08	1,096.14	1,578.75	482.61- S
TAX &/OR SEC	.01				
25 SHARES DEVON ENERGY CORP @ 71.505	1,787.63	12/28/06 01/06/09	1,786.87	1,690.00	96.87 L
TAX &/OR SEC	.01				
50 SHARES BRISTOL MYERS SQUIBB CO @ 22.3744	1,118.72	07/09/08 01/06/09	1,117.21	1,078.50	38.71 S
TAX &/OR SEC	.01				
25 SHARES PRAXAIR INC @ 60.7466	1,518.67	01/14/08 01/12/09	1,518.16	2,198.11	679.95- S
TAX &/OR SEC	.01				
25 SHARES PHILIP MORRIS INTERNATIONAL @ 42.336	1,058.40	11/26/01 01/13/09	1,057.64	607.01	450.63 L
TAX &/OR SEC	.01				
25 SHARES BRISTOL MYERS SQUIBB CO @ 21.9742	549.36	07/09/08 01/13/09	548.60	539.25	9.35 S

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The Behrakis Foundation EIN: 04-3348263

STATEMENT PERIOD 10/01/08 TO 09/30/09

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TRANSACTION DESCRIPTION			ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
TAX &/OR SEC		.01				
50	SHARES					
DANAHER CORP			01/04/08	2,650.14	4,288.44	
@ 53.0331		2,651.66	01/13/09			1,638.30- L
TAX &/OR SEC		.02				
25	SHARES					
PRAXAIR INC			01/14/08	1,504.13	2,198.11	693.98- S
@ 60.1854		1,504.64	01/14/09			
TAX &/OR SEC		.01				
30	SHARES					
APPLE INC.			01/08/08	2,570.73	5,451.00	
@ 85.7218		2,571.65	01/14/09			2,880.27- L
TAX &/OR SEC		.02				
25	SHARES					
NIKE INC B			01/07/08	1,171.22	1,544.50	
@ 46.8793		1,171.98	01/14/09			373.28- L
TAX &/OR SEC		.01				
50	SHARES					
YUM BRANDS INC			01/09/08	1,431.33	1,854.13	
@ 28.6568		1,432.84	01/14/09			422.80- L
TAX &/OR SEC		.01				
375	SHARES					
NEWS CORP INC			05/24/07	3,000.84	8,352.88	
CL A			01/15/09			5,352.04- L
BROKERAGE		11.25				
10	SHARES					
APPLE INC.			10/13/08	808.67	1,437.23	124.40- S
@ 80.8975		808.98	01/15/09			504.16- L
TAX &/OR SEC		.01				
50	SHARES					

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STATEMENT PERIOD 10/01/08 TO 09/30/09

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COLGATE PALMOLIVE CO		01/09/08	3,157.15	4,064.70	
@ 63.1733	3,158.67	01/20/09			907.55- L
TAX &/OR SEC	.02				
25 SHARES					
AFLAC INC		01/03/08	884.60	1,578.75	
@ 35.4144	885.36	01/21/09			694.15- L
TAX &/OR SEC	.01				
50 SHARES					
ADVANCED AUTO PARTS INC		01/07/08	1,558.81	1,794.42	
@ 31.2063	1,560.32	01/21/09			235.61- L
TAX &/OR SEC	.01				
25 SHARES					
COLGATE PALMOLIVE CO		01/09/08	1,517.60	2,032.35	
@ 60.7345	1,518.36	01/23/09			514.75- L
TAX &/OR SEC	.01				
100 SHARES					
BAKER HUGHES INC		07/18/08	3,068.82	6,839.89	3,771.07- S
@ 30.7184	3,071.84	01/23/09			
TAX &/OR SEC	.02				
25 SHARES					
DANAHER CORP		01/04/08	1,392.91	2,144.22	
@ 55.7467	1,393.67	01/26/09			751.31- L
TAX &/OR SEC	.01				
25 SHARES					
XTO ENERGY CORP		01/03/08	918.89	1,336.75	
@ 36.7858	919.65	01/27/09			417.86- L
TAX &/OR SEC	.01				
75 SHARES					
SCHERING-PLOUGH CORP		08/02/07	1,395.04	2,205.87	
@ 18.6307	1,397.30	01/28/09			810.83- L
TAX &/OR SEC	.01				

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STATEMENT PERIOD 10/01/08 TO 09/30/09

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TAX IDENTIFICATION NUMBER 04-3348263
INV OFF DANIEL CURTIN

TAX OFF

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
20 SHARES					
EXXON MOBIL CORP		01/07/08	1,568.59	1,860.40	
@ 78.4601	1,569.20	01/28/09			291.81- L
TAX &/OR SEC	.01				
50 SHARES					
AT&T INC		01/10/08	1,267.07	2,022.27	
@ 25.3715	1,268.58	01/28/09			755.20- L
TAX &/OR SEC	.01				
150 SHARES					
CISCO SYSTEMS INC		03/14/07	2,417.89	3,873.93	
@ 16.1494	2,422.41	01/29/09			1,456.04- L
TAX &/OR SEC	.02				
25 SHARES					
ADVANCED AUTO PARTS INC		01/07/08	838.23	897.21	
@ 33.5496	838.74	02/04/09			58.98- L
TAX &/OR SEC	.01				
25 SHARES					
BANK OF NEW YORK MELLON CORP		01/08/08	706.75	1,219.46	
@ 28.3003	707.51	02/05/09			512.71- L
TAX &/OR SEC	.01				
50 SHARES					
MARATHON OIL CORP		02/22/08	1,354.50	2,531.29	1,176.79- S
@ 27.1202	1,356.01	02/05/09			
TAX &/OR SEC	.01				
50 SHARES					
BRISTOL MYERS SQUIBB CO		07/09/08	1,133.49	1,053.80	79.69 S
@ 22.70	1,135.00	02/05/09			
TAX &/OR SEC	.01				
50 SHARES					
UNITED TECHNOLOGIES CORP		10/17/07	2,455.24	3,818.23	
@ 49.1352	2,456.76	02/06/09			1,362.99- L

Attachment A 7/11

STATEMENT PERIOD 10/01/08 TO 09/30/09

ACCOUNT NUMBER
ACCOUNT TITLE THE BEHRAKIS FOUNDATION
ACCOUNT TYPE ADV FOUNDATION
TAX IDENTIFICATION NUMBER 04-3348263
ADM OFF WEINGSTEIGER/WEBB
INV OFF DANIEL CURTIN
TAX OFF

The Behrakis Foundation EIN: 04-3348263

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
TAX &/OR SEC	.02				
25 SHARES					
ABBOTT LABORATORIES		01/10/08	1,424.24	1,513.74	
@ 57.00	1,425.00	02/06/09			89.50- L
TAX &/OR SEC	.01				
20 SHARES					
C R BARD INC		04/30/08	1,733.27	1,880.02	39.11- S
@ 86.6938	1,733.88	02/06/09			107.64- L
TAX &/OR SEC	.01				
30 SHARES					
PEPSICO INC		01/09/08	1,600.67	2,367.38	
@ 53.3859	1,601.58	02/06/09			766.71- L
TAX &/OR SEC	.01				
50 SHARES					
ECOLAB INC		01/13/09	1,766.49	1,690.44	76.05 S
@ 35.3599	1,768.00	02/09/09			
TAX &/OR SEC	.01				
75 SHARES					
BANK OF NEW YORK MELLON CORP		01/08/08	1,779.02	3,658.39	
@ 23.7405	1,780.54	02/17/09			1,879.37- L
TAX &/OR SEC	.02				
75 SHARES					
BRISTOL MYERS SQUIBB CO		07/07/08	1,562.97	1,525.95	37.02 S
@ 20.8699	1,565.24	02/18/09			
TAX &/OR SEC	.02				
125 SHARES					
MERCK & CO INC		01/28/08	3,538.94	6,907.53	
@ 28.3417	3,542.71	02/18/09			3,368.59- L
TAX &/OR SEC	.02				
50 SHARES					

Attachment A 8/11

STATEMENT PERIOD 10/01/08 TO 09/30/09

ACCOUNT NUMBER
ACCOUNT TYPE ADV FOUNDATION
ADM OFF WEINGSTEIGER/WEBB

ACCOUNT TITLE THE BEHRAKIS FOUNDATION
TAX IDENTIFICATION NUMBER 04-3348263
INV OFF DANIEL CURTIN
TAX OFF

The Behrakis Foundation EIN. 04-334 8263

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
AMERIPRISE FINANCIAL INC		01/04/08	910.49	2,703.08	
@ 18.23	911.50	02/18/09			1,792.59- L
TAX &/OR SEC	.01				
75 SHARES					
XTO ENERGY CORP		01/03/08	2,403.02	4,010.25	
@ 32.0705	2,405.29	02/19/09			1,607.23- L
TAX &/OR SEC	.02				
450 SHARES					
NEWS CORP INC		04/14/08	2,713.57	9,026.29	1,445.72- S
CL A		02/20/09			4,867.00- L
BROKERAGE	13.50				
50 SHARES					
AFLAC INC		01/03/08	821.04	3,157.51	
@ 16.441	822.05	02/23/09			2,336.47- L
TAX &/OR SEC	.01				
2,566.735 UNITS					
MATTHEWS PACIFIC TIGER FUND -CL I		07/20/06	24,512.32	50,000.00	
100 SHARES					
GENERAL ELECTRIC CO		08/12/99	866.03	3,543.67	
@ 8.6904	869.04	02/27/09			2,677.64- L
TAX &/OR SEC	.01				
150 SHARES					
GENERAL ELECTRIC CO		08/12/99	1,307.66	5,315.50	
@ 8.7478	1,312.17	02/27/09			4,007.84- L
TAX &/OR SEC	.01				
25 SHARES					
ABBOTT LABORATORIES		01/10/08	1,210.66	1,513.74	
@ 48.4566	1,211.42	02/27/09			303.08- L
TAX &/OR SEC	.01				
25 SHARES					
NIKE INC B		01/07/08	1,018.30	1,544.50	

Attachment A 9/11

The Behrakis Foundation EIN: 04-3348263

STATEMENT PERIOD 10/01/08 TO 09/30/09

ACCOUNT NUMBER ACCOUNT TITLE THE BEHRAKIS FOUNDATION
ACCOUNT TYPE ADV FOUNDATION TAX IDENTIFICATION NUMBER 04-3348263
ADM OFF WEINGSTEIGER/WEBB INV OFF DANIEL CURTIN TAX OFF

TRANSACTION DESCRIPTION		ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
@ 40.7625	1,019.06	02/27/09			526.20- L
TAX &/OR SEC	.01				
50 SHARES					
STATE STREET CORP		10/14/08	1,117.59	2,754.86	1,637.27- S
@ 22.382	1,119.10	03/02/09			
TAX &/OR SEC	.01				
25 SHARES					
ADVANCED AUTO PARTS INC		01/07/08	907.86	897.21	
@ 36.3747	909.37	03/02/09			10.65 L
TAX &/OR SEC	.01				
25 SHARES					
GILEAD SCIENCES INC		01/07/08	1,130.68	1,172.71	
@ 45.2574	1,131.44	03/03/09			42.03- L
TAX &/OR SEC	.01				
25 SHARES					
ADVANCED AUTO PARTS INC		01/07/08	948.66	897.21	
@ 37.9768	949.42	03/10/09			51.45 L
TAX &/OR SEC	.01				
25 SHARES					
ABBOTT LABORATORIES		01/10/08	1,176.03	1,513.73	
@ 47.0715	1,176.79	03/10/09			337.70- L
TAX &/OR SEC	.01				
30 SHARES					
DANAHER CORP		01/04/08	1,598.60	2,573.06	
@ 53.3173	1,599.52	03/12/09			974.46- L
TAX &/OR SEC	.02				
13,608.394 UNITS					
HIGHBRIDGE STATISTICAL MARKET		12/23/08	218,006.47	213,149.75	5.78 S
NEUTRAL FUND SELECT SHARES		03/23/09			4,850.94 L

JP MORGAN CHASE BANK

Attachment A 10/11

The Behrakis Foundation EIN: 04-3348263

STATEMENT PERIOD 10/01/08 TO 09/30/09

ACCOUNT NUMBER
ACCOUNT TYPE ADV FOUNDATION
ADM OFF WEINGSTEIGER/WEBB

ACCOUNT TITLE THE BEHRAKIS FOUNDATION
TAX IDENTIFICATION NUMBER 04-3348263
INV OFF DANIEL CURTIN
TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
$100,000 BUFFERED RETURN ENHANCED NOTE LKD TO SP 500 INDEX	03/14/08 03/26/09	68,108.34	100,000.00	31,891.66- L
(10%BUFF-2XLEV-8.40%CAP-16.80%MAX)				
	TOTALS	521,961.26	666,741.37	36,500.74- S 108,279.37- L (144,780.11)

Attachment A 11/11

The Behrakis Foundation EIN: 04-3348263

The Behrakis Foundation
October 1, 2008-September 30, 2009

Part XV Supplementary Information
a. Paid during the year

Recipient Name	Address	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
AAFA-GolfTourn 2009	114 R Highland Ave, Salem, MA 01970	N/A	501 (C) (3)	Health Service	$10,000 00
AHI membership	1220 16th St NW, Washington, DC 20036	N/A	501 (C) (3)	Community Service	$10,000 00
AHI-Annual Dinner	1220 16th St NW, Washington, DC 20036	N/A	501 (C) (3)	Community Service	$5,000 00
AHI-Future of Hellenism Conf	1220 16th St NW, Washington DC, 20036	N/A	501 (C) (3)	Community Service	$10,000 00
Alpha Omega	PO BOX 752, Foxborough, MA 02035	N/A	501 (C) (3)	Education	$5,000 00
Alpha Omega-for May 2009	PO Box 752, Foxborough, MA 02035	N/A	501 (C) (3)	Education	$5,000 00
Boys Club of Lowell 2009 Golf	657 Middlesex St, Lowell, MA 01851	N/A	501 (C) (3)	Education	$5,000 00
CARE	151 Ellis St NE, Atlanta, GA 30303	N/A	501 (C) (3)	Humanitarian	$1,000 00
Celebrities for Charity	38 Main St, Andover, MA 01810	N/A	501 (C) (3)	Community Service	$17,500 00
Girls Inc-Gala Sponsor	220 Worthen St, Lowen MA 01852	N/A	501 (C) (3)	Community Service	$500 00
HAA-Brick Campaign Dinner Dance Sponsor	PO Box 1252, Lowell, MA 01854	N/A	501 (C) (3)	Education	$2,500 00
HAA-Golf 2009	PO Box 1252, Lowell, MA 01854	N/A	501 (C) (3)	Education	$10,000 00
Hellenic College-2009 Golf Tournament	50 Goddard Ave, Brookline, MA 02445	N/A	501 (C) (3)	Education	$5,000 00
Hellenic College-Roofing Project	50 Goddard Ave, Brookline, MA 02445	N/A	501 (C) (3)	Education	$15,000 00
Hellenic Times Scholarship Dinner	823 11th Ave, 5th Floor, NY, NY 10019	N/A	501 (C) (3)	Education	$6,500 00
IOCC-Prayer Journal	110 West Rd Suite 360, Baltimore, MD 21230	N/A	501 (C) (3)	Humanitarian	$5,000 00
Isabella Gardner Museum	2 Palace Rd, Boston, MA 02115	N/A	501 (C) (3)	Arts	$1,500 00
Lowell Folk Festival	PO Box 217 Lowell, MA 01853	N/A	501 (C) (3)	Arts	$2,500 00
Lowell Parks and Conservation Trust	PO Box 7162, Lowell, MA 01852	N/A	501 (C) (3)	Community Service	$100 00
Lowell Summer Music Series	40 French Street Lowell, MA 01852	N/A	501 (C) (3)	Arts	$2,500 00
Lowell Sun Santa Fund	15 Kearney Sq, PO Box 1477, Lowell, MA 01853	N/A	501 (C) (3)	Humanitarian	$500 00
Metropolis of Boston Camp 2009-Campers	162 Goddard Ave, Brookline, MA 02446	N/A	501 (C) (3)	Religious	$6,000 00
Metropolis of Boston Camp-2008 Open Hse	162 Goddard Ave, Brookline, MA 02446	N/A	501 (C) (3)	Religious	$5,775 00
Metropolis of Boston-Golf 2008	162 Goddard Ave, Brookline, MA 02446	N/A	501 (C) (3)	Religious	$5,000 00
Metropolis of Boston-Philoptochos Lunch	162 Goddard Ave, Brookline, MA 02446	N/A	501 (C) (3)	Religious	$1,000 00
Middlesex CC Foundation	PO Box 716, Bedford, MA 01730	N/A	501 (C) (3)	Education	$5,000 00
MRT(5 Year grant)-4/5	50 E Merrimack St, Lowell, MA 01852	N/A	501 (C) (3)	Arts	$5,000 00
MSPCA	350 S Huntington Ave, Boston, MA 02115	N/A	501 (C) (3)	Animal Protection	$8,000 00
Museum of Fine Arts-2/5 New Auditorium	465 Huntington Ave, Boston, MA 02115	N/A	501 (C) (3)	Arts	$5,000 00
Northeastern University-Geromanos	716 Columbus Ave 402CP, Boston, MA 02120	N/A	501 (C) (3)	Education	$25,000 00
Pan Macedonian Study Ctr	81 Woburn St, Reading, MA 01867	N/A	501 (C) (3)	Arts	$700 00
Pollard Memorial Library	401 Merrimack St, Lowell, MA 01852	N/A	501 (C) (3)	Education	$500 00
Saints Memorial 2009 GolfTourn	PO Box 367, Lowell, MA 01853	N/A	501 (C) (3)	Health Service	$5,000 00
The Brent Leahey Walk-BMJFW	1243 Andover St Tewksbury, MA, 01876	N/A	501 (C) (3)	Health Service	$1,000 00
The Brush Art Gallery	256 Market St, Lowell, MA 01852	N/A	501 (C) (3)	Arts	$1,000 00
The Little Orchestra	330 W 42nd St, NY, NY 10036	N/A	501 (C) (3)	Arts	$5,000 00
Thoreau Fanns-3/5	PO Box 454, Concord, MA 01742	N/A	501 (C) (3)	Education	$5,000 00
TOTAL					**$204,075.00**

Attachment B 1/1

Attachment C

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Envelope 536014500

THE BOLLARD GROUP
ANASTASIOS PARAFESTAS
1 JOY ST
BOSTON MA 02108-1403

Received

OCT 1 3 2009

Investment Report

September 1, 2009 - September 30, 2009

Interested Party

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704

Fidelity Account℠

THE BEHRAKIS FOUNDATION
Private Client Group Account Executive DAN SEXTON, Team 442

Account Summary

Beginning value as of Sep 1	$3,868,051 86
Withdrawals	-4,077.21
Change in investment value	102,233 48
Ending value as of Sep 30	**$3,966,208.13**
Your commission schedule	Gold
Account eligible trades from Oct 2008 - Sep 2009	0

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$4,246.52	$29,149.09

Holdings (Symbol) as of September 30, 2009

	Performance September 30, 2009	Quantity September 30, 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30, 2009
Stocks *18% of holdings*						
AXIS CAPITAL HOLDINGS LTD SHS ISIN #BMG0692U1099 SEDOL #2677606 (AXS)		25.000	$30.180	$849 77*c*	$762.00	$754.50
COVIDIEN PLC SHS ISIN #IE00B3QN1M21 SEDOL B503HS0 (COV)		125.000	43.260	4,698.67*c*	4,946.25	5,407.50
ACE LIMITED SHS ISIN #CH0044328745 SEDOL #B3BTZV2 (ACE)		50.000	53.460	2,262.08*c*	2,609.00	2,673.00

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Attachment C

Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DAN SEXTON, Team 442

Holdings (Symbol) as of September 30, 2009	Performance September 30, 2009	Quantity September 30, 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30, 2009
AT&T INC COM (T)		350.000	27.010	13,501.50c	9,117.50	9,453.50
ABBOTT LABORATORIES (ABT)		250.000	49.470	12,420.01c	11,307.50	12,367.50
ADVANCED AUTO PARTS INC (AAP)		100.000	39.280	3,265.04c	4,230 00	3,928.00
AETNA INC NEW COM (AET)		250.000	27.830	12,014.89c	7,125.00	6,957.50
ALTRIA GROUP INC (MO)		350.000	17.810	5,499.14c	6,398.00	6,233.50
AMERIPRISE FINL INC COM (AMP)		100.000	36.330	4,545.04c	3,003.00	3,633.00
APACHE CORP (APA)		100.000	91.830	10,980.00c	8,495.00	9,183.00
APPLE INC (AAPL)		70.000	185.350	5,503.48c	11,774.70	12,974.50
BB & T CORP (BBT)		50.000	27.240	779.79c	1,397.00	1,362.00
BANK OF AMERICA CORP (BAC)		1,025.000	16.920	36,456.26c	18,029.75	17,343.00
BANK NEW YORK MELLON CORP (BK)		250.000	28.990	11,260 80c	7,402.50	7,247.50
BARD C R INC (BCR)		60.000	78.610	5,630.36c	4,834.80	4,716.60
BOEING CO (BA)		100.000	54.150	8,895.00c	4,967.00	5,415.00
BRISTOL MYERS SQUIBB (BMY)		125.000	22.520	2,484.23c	2,766.25	2,815.00
CVS CAREMARK CORP (CVS)		350.000	35.740	11,538.49c	13,132.00	12,509.00
CATERPILLAR INC (CAT)		75.000	51.330	2,292.37c	3,398.25	3,849.75
CELGENE CORP (CELG)		150.000	55.900	7,671.16c	7,825.50	8,385.00
CISCO SYS INC (CSCO)		1,000.000	23.540	21,327.69c	21,600.00	23,540.00
CONOCOPHILLIPS (COP)		125.000	45.160	5,924.30c	5,628.75	5,645.00
CORNING INC (GLW)		625.000	15.310	10,677.42c	9,425.00	9,568.75
D R HORTON INC (DHI)		225.000	11.410	1,460.57c	3,017.25	2,567.25
DANAHER CORP (DHR)		120.000	67.320	10,031.34c	7,285.20	8,078.40
DEERE & COMPANY (DE)		50.000	42.920	1,420.73c	2,180.00	2,146.00
DEVON ENERGY CORP NEW (DVN)		150.000	67.330	8,662.54c	9,207.00	10,099.50
DISNEY WALT CO DEL (HOLDING COMPANY) (DIS)		550.000	27.460	14,662 27c	14,322.00	15,103.00
ECOLAB INC (ECL)		75.000	46.230	2,425.02c	3,171.75	3,467.25
EDISON INTL (EIX)		150.000	33.580	6,898.50c	5,011.50	5,037.00
EXELON CORP (EXC)		125.000	49.620	11,199.81c	6,252 50	6,202.50
EXXON MOBIL CORP (XOM)		455.000	68.610	24,306.56c	31,463.25	31,217.55
FIRSTENERGY CORP (FE)		125.000	45.720	9,102.50c	5,641.25	5,715.00
FREEPORT MCMORAN COPPER & GOLD INC. (FCX)		125.000	68.610	8,663.24c	7,872 50	8,576.25
GENERAL ELECTRIC CO (GE)		500.000	16.420	16,402.55c	6,950.00	8,210.00
GENERAL MILLS INC (GIS)		25.000	64.380	1,510.65c	1,493.25	1,609.50

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Attachment C

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION

Private Client Group Account Executive. DAN SEXTON, Team 442

Holdings (Symbol) as of September 30, 2009	Performance September 30, 2009	Quantity September 30, 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30, 2009
GILEAD SCIENCES INC (GILD)		175.000	46.500	8,198.85c	7,885.50	8,137 50
GOLDMAN SACHS GROUP INC (GS)		105.000	184.350	12,349 15c	17,373.30	19,356.75
GOOGLE INC CL A (GOOG)		37.000	495.850	14,947 42c	17,081.79	18,346.45
HESS CORP COM (HES)		65.000	53.460	5,624 93c	3,288.35	3,474.90
HEWLETT-PACKARD CO DE (HPQ)		425 000	47 210	14,729.81c	19,078.25	20,064.25
INTL BUSINESS MACH (IBM)		150.000	119.610	15,678 09c	17,707.50	17,941.50
JOHNSON CTLS INC (JCI)		375.000	25.560	6,366.50c	9,288.75	9,585.00
JUNIPER NETWORKS INC (JNPR)		100.000	27.020	1,641.46c	2,307.00	2,702.00
KOHLS CORP (KSS)		50.000	57.050	2,375.67c	2,579.50	2,852.50
LAM RESEARCH CORP (LRCX)		125.000	34.160	2,509.86c	3,837.50	4,270.00
MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970 (MRO)		75.000	31.900	3,796.94c	2,315.25	2,392.50
MERCK & CO INC (MRK)		425 000	31 630	18,113.58c	13,782.75	13,442.75
METLIFE INC COM (MET)		125.000	38.070	3,678.42c	4,720.00	4,758.75
MICROSOFT CORP (MSFT)		1,050.000	25.720	29,809.94c	25,882.50	27,006.00
MONSANTO CO NEW (MON)		50.000	77.400	5,859.68c	4,194.00	3,870.00
MORGAN STANLEY (MS)		350.000	30.880	12,314.21c	10,136.00	10,808.00
NIKE INC CLASS B (NKE)		125.000	64.700	7,577.75c	6,923.75	8,087.50
NORFOLK SOUTHERN CRP (NSC)		400.000	43.110	16,747.55c	18,348.00	17,244.00
OCCIDENTAL PETROLEUM CORP (OXY)		125.000	78 400	7,348.09c	9,137.50	9,800.00
PACCAR INC (PCAR)		175.000	37.710	6,278.77c	6,329.75	6,599.25
PEPSICO INC (PEP)		195 000	58.660	13,456.17c	11,050.65	11,438 70
PFIZER INC (PFE)		625.000	16 550	8,654.35c	10,437.50	10,343.75
PHILIP MORRIS INTL INC COM (PM)		150.000	48.740	3,883.74c	6,856.50	7,311.00
PRAXAIR INC (PX)		150.000	81.690	5,298.83c	11,493.00	12,253.50
PROCTER & GAMBLE CO (PG)		325.000	57.920	15,472.37c	17,585.75	18,824.00
QUALCOMM INC (QCOM)		350.000	44 980	13,520.57c	16,247 00	15,743.00
SAFEWAY INC COM NEW FMLY SAFEWAY STORES INC TO 2/23/90 (SWY)		350.000	19.720	10,598.54c	6,667.50	6,902.00
SCHERING PLOUGH CORP (SGP)		500.000	28 250	14,206.96c	14,090.00	14,125.00
SCHLUMBERGER LTD ISIN #AN8068571086 SEDOL 2779201 (SLB)		270.000	59 600	13,813.91c	15,174.00	16,092.00

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Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION

Private Client Group Account Executive· DAN SEXTON, Team 442

Holdings (Symbol) as of September 30, 2009	Performance September 30, 2009	Quantity September 30, 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30, 2009
STAPLES INC (SPLS)		350 000	23.220	7,664.56c	7,563 50	8,127.00
SYSCO CORP (SYY)		175.000	24.850	5,539.13c	4,460.75	4,348.75
TD AMERITRADE HLDG CORP COM (AMTD)		225.000	19.630	3,523.95c	4,329.00	4,416.75
TIME WARNER INC NEWCOM NEW (TWX)		391.000	28.780	14,101.53c	10,912.81	11,252.98
TIME WARNER CABLE INC COM (TWC)		98.000	43.090	14,101.53c	3,618.16	4,222.82
TRAVELERS COS INC COM (TRV)		100.000	49.230	4,373.44c	5,042.00	4,923.00
US BANCORP DEL COM NEW (USB)		350.000	21.860	11,062.24c	7,917.00	7,651.00
UNITED TECHNOLOGIES CORP (UTX)		200.000	60.930	9,597.00c	11,872.00	12,186.00
URBAN OUTFITTERS INC (URBN)		125.000	30.170	1,804.83c	3,553.75	3,771.25
VERIZON COMMUNICATIONS (VZ)		425.000	30.270	21,562.45c	13,192.00	12,864.75
WAL-MART STORES INC (WMT)		200.000	49.090	8,889.93c	10,174.00	9,818.00
WELLS FARGO & CO NEW (WFC)		500.000	28.180	16,495.85c	13,760.00	14,090.00
WYETH (WYE)		100.000	48.580	4,247.53c	4,785.00	4,858.00
XILINX INC (XLNX)		300.000	23.420	6,898.59c	6,672.00	7,026.00
YAHOO INC (YHOO)		150.000	17.810	3,476.07c	2,191.50	2,671.50
YUM] BRANDS INC (YUM)		150.000	33.760	5,463.63c	5,137.50	5,064.00
ZIMMER HLDGS INC (ZMH)		75.000	53.450	2,998.50c	3,551.25	4,008.75
Bonds *2% of holdings*						
JP MORGAN CHASE & CO MTNSERIES E 00.00000% 04/08/2010 ZERO COUPON MOODYS Aa3 S&P A+ AT MATURITY CUSIP 48123MD82		100,000.000	77.410	unknown	76,510.00	77,410.00
Mutual Funds *41% of holdings*						
FIDELITY DIVERSIFIED INTERNATIONAL (FDIVX)		4,900.571	27.430	131,992.34	128,394.96	134,422.66
FIDELITY SMALL CAP STOCK (FSLCX)		8,317.301	15.130	149,898.97	117,024.43	125,840.76
SPARTAN 500 INDEX FID ADVANTAGE CLASS (FSMAX)		967.127	73.540	103,104.82	68,559.63	71,122.52
FIDELITY LARGE CAP VALUE (FSLVX)		6,681.474	9.630	105,642.15	61,402.75	64,342.59
FIDELITY CONVERTIBLE SECURITIES (FCVSX)		5,620.092	21.230	118,998.78	113,638.26	119,314.55
FIDELITY STRATEGIC DIVIDEND & INCOME (FSDIX)		11,734.294	9.170	126,444.70	103,496.47	107,603.48
FIDELITY STRATEGIC INCOME (FSICX)	*30-day Yield: 5.40%*	15,095.493	10.760	159,886.02	156,691.22	162,427.50
FIDELITY REAL ESTATE INCOME (F?IFX)		14,693.714	8.900	164,738.51	127,394.50	130,774.05

Attachment C

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Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DAN SEXTON, Team 442

Holdings (Symbol) as of September 30, 2009	Performance September 30, 2009	Quantity September 30, 2009	Price per Unit September 30, 2009	Total Cost Basis	Total Value September 1, 2009	Total Value September 30, 2009
ARTIO INTERNATIONAL EQUITY FUND II CL I (JETIX)		27,422 303	12.080	449,999.99c	316,453.37	331,261.42
JPMORGAN MID-CAP VALUE FUND SELECT CL (JMVSX)		8,113.590	18.110	200.000.00c	141,014.19	146.937.11
JPMORGAN INTREPID AMERICA FUND SEL CL (JPIAX)		3,213 154	19.460	77,796.90c	60,021.71	62,527 97
JPMORGAN GRWTH ADV FUND SELECT CLASS (JGASX)		14,775.414	6.740	125,000.00c	95,153.66	99,586.29
THIRD AVENUE VALUE (TAVFX)		1,502.664	45 520	86,111.15c	62,721.19	68,401.26
Core Account ***39% of holdings***						
FIDELITY CASH RESERVES (FDRXX)	*7-day Yield: 0.28%*	1535,171.570	1.000	not applicable	1,535,002 26	1,535.171.57
Total Market Value						**$3.966,208.13**

All positions held in cash account unless indicated otherwise

c - Cost basis information (or proceeds from short sales) has been provided by you and has not been adjusted except as otherwise indicated. When positions are transferred between accounts, in certain cases, cost basis information may be automatically transferred and deemed to be customer-provided

Attachment C

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Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION
Private Client Group Account Executive: DAN SEXTON, Team 442

Projected Cash Flow rolling as of September 30, 2009
Estimated Annual Interest Income & Principal for bonds and other fixed income holdings
The table below presents the anticipated monthly interest income and return of principal that your current holdings are expected to generate over the next rolling 12 months This information is an estimate and should not be relied upon for making investment, trading or tax decisions There is no guarantee that you will actually receive any of the amounts listed below

Month	Bond Interest	Bond Principal	Other Fixed Income Interest	Other Fixed Income Principal	Total Projected Cash Flow from Bonds and Other Fixed Income
Oct 2009	--	--	--	--	--
Nov 2009	--	--	--	--	--
Dec 2009	--	--	--	--	--
Jan 2010	--	--	--	--	--
Feb 2010	--	--	--	--	--
Mar 2010	--	--	--	--	--
Apr 2010	--	$100,000	--	--	$100,000
May 2010	--	--	--	--	--
Jun 2010	--	--	--	--	--
Jul 2010	--	--	--	--	--
Aug 2010	--	--	--	--	--
Sep 2010	--	--	--	--	--
Total	--	**$100,000**	--	--	**$100,000**

-- not available

Bond Interest *includes interest payments for fixed rate bonds.*
Bond Principal *includes maturing principal payments for the following bonds fixed rate, floating rate, variable rate, discount and zero coupon*
Other Fixed Income Interest *includes interest payments for fixed rate Certificates of Deposit (CDs)*
Other Fixed Income Principal *includes maturing principal payments for fixed rate Certificates of Deposit (CDs).*

Please refer to the Help/Glossary section of Fidelity com for additional information including specific calculations

Transaction Details

(for holdings with activity this period)

Attachment C

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Fidelity Investments

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION
Private Client Group Account Executive: DAN SEXTON, Team 442

Core Account - *Fidelity Cash Reserves*

Description	Amount	Balance
Beginning		**$1,535,002.26**
Investment Activity		
Core account income	$366.61	
Income	3,879.91	
Subtotal of Investment Activity	$4,246.52	

Description	Amount	Balance
Cash Management Activity		
Other withdrawals	-4,077.21	
Subtotal of Cash Management Activity	- $4,077.21	
Ending		**$1,535,171.57**

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/01	CONOCOPHILLIPS	Dividend received			$58.75
9/01	FIRSTENERGY CORP	Dividend received			68.75
9/01	WELLS FARGO & CO NEW	Dividend received			25 00
9/01	WYETH	Dividend received			30.00
9/02	PFIZER INC	Dividend received			100.00
9/04	BOEING CO	Dividend received			42 00
9/04	FIDELITY REAL ESTATE INCOME	Dividend received			1,763.25
9/08	PACCAR INC	Dividend received			15.75
9/08	WAL-MART STORES INC	Dividend received			54.50
9/10	EXELON CORP	Dividend received			65.63
9/10	EXXON MOBIL CORP	Dividend received			191.10
9/10	INTL BUSINESS MACH	Dividend received			82.50
9/10	MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970	Dividend received			18.00
9/10	MICROSOFT CORP	Dividend received			136.50
9/10	NORFOLK SOUTHERN CRP	Dividend received			136.00
9/10	UNITED TECHNOLOGIES CORP	Dividend received			77.00
9/15	PRAXAIR INC	Dividend received			60.00
9/15	TIME WARNER INC NEW COM NEW	Dividend received			73.31

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Attachment C

Fidelity Investments

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DAN SEXTON, Team 442

Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/24	GOLDMAN SACHS GROUP INC	Dividend received			36.75
9/25	BANK OF AMERICA CORP	Dividend received			10.25
9/25	QUALCOMM INC	Dividend received			59.50
9/30	CORNING INC	Dividend received			31.25
9/30	DEVON ENERGY CORP NEW	Dividend received			24.00
9/30	FIDELITY CASH RESERVES	Dividend received			366.61
9/30	FIDELITY STRATEGIC INCOME	Dividend received			595.87
9/30	HESS CORP COM	Dividend received			6.50
9/30	PEPSICO INC	Dividend received			87.75
9/30	TRAVELERS COS INC COM	Dividend received			30.00

Cash Management Activity

Other Withdrawals

Date	Reference	Description	Amount	Date	Reference	Description	Amount
9/16	ADP - FEES	DEBIT ADP PAYROLL FE	-$88.20	9/16	ADP - TAX	DEBIT ADP TX/FINCL S	-2,717.34
9/16	ADP - FEES	DEBIT ADP PAYROLL FE	-88.20	9/23	ADP - FEES	DEBIT ADP PAYROLL FE	-88.20
9/16	ADP - TAX	DEBIT ADP TX/FINCL S	-1,095.27	**Total**			**-$4,077.21**

Daily Additions and Subtractions *Fidelity Cash Reserves @ $1 per share (the following is provided to you in accordance with industry regulations)*

Date	Amount	Balance	Date	Amount	Balance	Date	Amount	Balance
9/01	$182.50	$1,535,184.76	9/08	70.25	1,537,160.26	9/16	-3,989.01	1,534,011.29
9/02	100.00	1,535,284.76	9/10	706.73	1,537,866.99	9/23	-88.20	1,533,923.09
9/04	1,805.25	1,537,090.01	9/15	133.31	1,538,000.30	9/24	36.75	1,533,959.84

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Attachment C

Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2009 - September 30, 2009

Fidelity Account℠ THE BEHRAKIS FOUNDATION
Private Client Group Account Executive: DAN SEXTON, Team 442

Transaction Details

Daily Additions and Subtractions *Fidelity Cash Reserves @ $1 per share (the following is provided to you in accordance with industry regulations)*

Date	Amount	Balance	Date	Amount	Balance	Date	Amount	Balance
9/ 25	69.75	1,534,029.59	9/ 30	1,141.98	1,535,171.57			

Additional Information About Your Investment Report

The account on this Investment Report is registered to.
THE BEHRAKIS FOUNDATION
80 HAYDEN AVE STE 100
LEXINGTON MA 02421-7962

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Fidelity INVESTMENTS

Attachment C

Information About Your Fidelity Statement

For TDD Service for the Hearing-Impaired, call 800-544-0118 9 am - 9 pm ET 7 days a week
Lost or Stolen Cards For 24 Hour worldwide customer service, call 800-529-2164 for American Express or 800-323-5353 for VISA ® Gold Check Card
Additional Investments with Fidelity Make checks payable to Fidelity Investments Include your account number on the check For retirement and health savings accounts (HSA), designate in the memo field whether your contribution is for the current or prior year. Mail to Fidelity Investments, P O.Box 770001, Cincinnati, OH 45277-0003
Income Summary Shows income by tax status for the statement and year-to-date periods Except for interest income earned on, or distributed by, tax-exempt securities, Fidelity reports dividends and capital gains held in taxable accounts as taxable income A portion of income reported as tax-exempt income may be subject to alternative minimum taxes and/or state and local taxes In Traditional IRAs, Rollover IRAs, SEP-IRAs, SIMPLE IRAs and Keoghs, earnings are reported as tax-deferred income In Roth IRAs and HSAs, earnings are reported as tax-exempt income as they may be federally tax-exempt if certain conditions are met
Change in Investment Value The appreciation or depreciation of your holdings due to price changes, plus any distributions and income earned during the statement period, less any transaction costs, sales charges, or fees
Cost Basis, Gain/Loss, and Holding Period Information Fidelity-provided estimated cost basis realized gain/loss, and holding period information may not reflect all adjustments necessary for tax reporting. Taxpayers should verify such information when calculating reportable gain/loss from a sale, redemption, or exchange. Fidelity does not report such information to taxing authorities and is not responsible for the accuracy of information taxpayers may be required to report. Fidelity makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information Unless otherwise specified, Fidelity determines cost basis at the time of sale based on the average cost-single category (ACSC) method (for open-end mutual funds) and the first-in, first-out (FIFO) method for all other securities
Cost Fidelity provides purchase cost information for securities held in retirement and HSA accounts Such information may be adjusted for certain transactions and does not reflect dividends or capital gains reinvestments Fidelity reports transaction profit or loss information when securities are sold within a retirement or HSA account Transaction profit or loss is calculated by subtracting purchase cost from sales proceeds using the FIFO method if shares were purchased at different times or prices
Wash Sales If a wash sale occurs, the loss from the transaction is disallowed for federal income tax purposes but may be added to the cost basis of the newly-purchased shares Fidelity adjusts the cost basis of newly-purchased shares when a wash sale occurs within an account as the result of an identical security purchase Fidelity does not report disallowed losses or adjust cost basis related to wash sales triggered by sales and purchases of the same security *within different accounts* or by sales and purchases of "substantially identical" securities *within the same or different accounts*
We deliver statements at least four times during the calendar year for any account with a balance Please review your statement and report any inaccuracies or discrepancies Inquires concerns or questions regarding your brokerage account or the activity therein should be directed to Fidelity Brokerage Services LLC (FBS) by calling 800-544-6666, and NFS, who carries your brokerage accounts, by calling 800-800-6890 Any oral communications regarding inaccuracies or discrepancies should be reconfirmed in writing to protect your rights, including those under the Securities Investor Protection Act ("SIPA"). Please advise us of material changes in your investment objectives or financial situation related to your brokerage account(s)
Information About Mutual Funds and Their Performance An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. Although the fund seeks to preserve the value of your investment at $1.00 per share, it is possible to lose money by investing in the fund Before investing, consider the funds' investment objectives, risks, charges, and expenses. Contact Fidelity for a prospectus containing this information Read it carefully. Performance data shown represents past performance and is no guarantee of future results. Investment return and principal value will fluctuate, so you may have a gain or loss when shares are sold. Current performance may be higher or lower than that quoted. Visit Fidelity.com/performance for most recent month-end performance.
Each fund reserves the right to terminate or modify its exchange privilege in the future In addition to sales loads and 12b-1 fees described in the prospectus, FBS or NFS receives other compensation in connection with the purchase and/or the on-going maintenance of positions in certain mutual fund shares and other investment products in your brokerage account This additional compensation may be paid by the mutual fund or other investment product, its investment advisor or one of its affiliates Additional information about the source(s) and amount(s) of compensation as well as other remuneration received by FBS or NFS will be furnished to you upon written request At the time you purchase shares of a no-load fund, those shares will be assigned either a transaction fee (TF) or no transaction fee (NTF) status When you subsequently sell those shares any applicable fees will be assessed based on the status assigned to the shares at the time of purchase

Additional Information About Your Brokerage Account, If Applicable

Customer Free Credit Balance You are entitled to free credit balances in your brokerage account, subject to open commitments of your cash accounts Free credit balances are not segregated and may be used in NFS's business in accordance with federal securities law There is no free credit balance in a retirement or HSA.
Assets Separate from Your Brokerage Account Only securities in the margin portion of your brokerage account contribute to margin and maintenance requirements Assets, that may be reported on your statement, maintained with Fidelity Investments Life Insurance Company and mutual fund only accounts held directly with the fund (Fidelity Mutual Fund Accounts) are not carried by NFS, not covered by the Securities Investor Protection Corporation (SIPC) and do not count toward your margin and maintenance requirements. Assets held by Portfolio Advisory Services are carried by and covered by SIPC but do not contribute to your margin and maintenance requirements
Short Account Balances Securities sold short are held in a segregated short account These securities are marked-to-market, and any increase or decrease from the short sale price is transferred weekly to your margin account Fidelity represents your short account balance as of the last weekly mark-to-market, not as of the statement end date.
Information About Your Option Transactions Each transaction confirmation previously delivered to you contains full information about commissions and other changes Assignments of American and European-style options are allocated among customer short positions pursuant to a random allocation procedure, a description is available upon request. Short positions in American-style options are liable for assignment anytime The writer of a European-style option is subject to exercise assignment only during the exercise period For more information, please call Fidelity at 800-544-6666
Equity Dividend Reinvestment Shares credited to your account resulted from transactions effected as agent by either FBS or the Depository Trust Company (DTC) as agent for your account
Price Information/Total Market Value The Total Market Value has been calculated out to 9 decimal places, however, the individual unit price is displayed in 5 decimal places The Total Market Value represents prices obtained from various sources, may be impacted by the frequency with which such prices are reported and such prices are not guaranteed Prices received from pricing vendors are generally based on current market quotes, but when such quotes are not available the pricing vendors use a variety of techniques to estimate value These estimates, particularly for fixed income securities, may be based on certain minimum principal amounts (e g $1 million) and may not reflect all of the factors that affect the value of the security, including liquidity risk The prices provided are not firm bids or offers. Certain securities may reflect N/A or unavailable where the price for such security is generally not available from a pricing source The Market Value of a security, including those priced at par value, may differ from its purchase price and may not closely reflect the value at whcih the security may be sold or purchased based on various market factors The sale or redemption of any fixed income security prior to maturity may result in a substantial gain or loss. Fidelity carries certificates of deposits (CDs) at their face value A penalty may apply to the early withdrawal of a CD You may sell CDs in the secondary market subject to market conditions You should always request a current valuation for your securities prior to making a financial decision or placing an order in executing orders on the Floor, the Floor broker may permit the specialist to trade on parity with the order for some or all of the executions associated with filling that order, where such permission would not be inconsistent with the broker's best execution obligations
("A") Alternative Investments - Investments such as direct participation program securities (e g , partnerships, limited liability companies, and real estate investment trusts which are not listed on any exchange), commodity pools, private equity, private debt and hedge funds are generally illiquid investments and their current values may be different from the purchase price Unless otherwise indicated, the values shown in this statement for such investments have been provided by the management, administrator or sponsor of each program or a third-party vendor without independent verification by Fidelity Brokerage Services (FBS) and represent their estimate of the value of the investor's participation in the program, as of a date no greater than 18 months from the date of this statement. Therefore, the estimated values shown herein may not necessarily reflect actual market values or be realized upon liquidation If an estimated value is not provided, valuation information is not available
Securities in accounts carried by NFS, a Fidelity Investments company, are protected in accordance with the Securities Investor Protection Corporation ("SIPC") up to $500,000 (including cash claims limited to $100 000) For details, including the SIPC brochure, please see www sipc.org or call 1-202-371-8300 NFS has arranged for additional protection for cash and covered securities to supplement its SIPC coverage This additional protection covers total account net equity in excess of the $500,000/$100,000 coverage provided by SIPC Neither coverage protects against a decline in the market value of securities.
Fidelity Distributors Corporation (FDC) is the distributor for Fidelity Funds and FBS acts as agent for FDC with respect to Fidelity Mutual Fund Accounts Fidelity brokerage services are provided by FBS, which clears all transactions through its affiliate, NFS NFS carries all brokerage accounts FBS and NFS are members of the NYSE and SIPC. FBS, NFS, and FDC are direct or indirect subsidiaries of FMR LLC Upon written request, Fidelity will mail an NFS financial statement which is also available for inspection at its office Fidelity Portfolio Advisory Service® is a service of Strategic Advisers, Inc., a registered investment advisor and a Fidelity Investments company. Fidelity Private Portfolio Service® may be offered through the following Fidelity Investments Companies Strategic Advisers Inc , Fidelity Personal Trust Company, FSB ("FPT"), a federal savings bank, or Fidelity Management Trust Company ("FMTC") Non-deposit investment products and trust services offered through FPT and FMTC and their affiliates are not insured or guaranteed by the FDIC or any other government agency, are not obligations of any bank, and are subject to risk, including possible loss of principal These services provide discretionary money management for a fee Fidelity Investments (with pyramid logo) is a trademark of FMR LLC Insurance products are distributed by FBS Fidelity Insurance Agency, Inc , and Fidelity Investments Insurance Agency of Texas, Inc Mutual fund shares, other securities held in your account, and insurance products are neither deposits or obligations of, nor endorsed or guaranteed by any bank or other depositing institution, nor are they federally insured by the FDIC or any other agency If you request a reprint of your statement, the disclosure information may not be the same as the information originally provided Written inquiries may be mailed to: Fidelity Investments, Client Services, P O Box 770001, Cincinnati, OH 45277-0045 To confirm that an authorized, direct deposit has been made to your Fidelity account or Fidelity Mutual Fund Account, call Fidelity at 1-800-544-5555 409955 14 0

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Attachment D

J.P.Morgan

JPMorgan Chase Bank, N.A.
345 Park Avenue, New York, NY 10154-1002

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

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ANASTASIOS PARAFESTAS
THE BOLLARD GROUP LLC
1 JOY ST
BOSTON MA 02108-1403

Asset Account

J.P. Morgan Private Bank Team		
Marc White Jr	Banker	617-310-0715
Ann Weinsteiger	Client Service Team	(877) 876-7861
Jocelyn Webb	Client Service Team	
Online access	www.MorganOnline.com	

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Cash & Short Term	9,486 27	8,076 83	(1,409 44)	5 65	100%
Market Value	**$9,486.27**	**$8,076.83**	**($1,409.44)**		**100%**
Accruals	0 56	0 51	(0 05)		
Market Value with Accruals	**$9,486.83**	**$8,077.34**	**($1,409.49)**		

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**9,486.27**	**1,704.64**
Contributions		518,646.94
Withdrawals & Fees	(1,410 00)	(513,215 87)
Securities Transferred In		798,451 16
Securities Transferred Out		(817,113 77)
Net Contributions/Withdrawals	**($1,410.00)**	**($13,231.54)**
Income & Distributions	0 56	917 52
Change In Investment Value		18,686 21
Ending Market Value	**$8,076.83**	**$8,076.83**
Accruals	0.51	0 51
Market Value with Accruals	**$8,077.34**	**$8,077.34**

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions		853 71
Foreign Dividends		38 00
Interest Income	0 56	25 81
Taxable Income	**$0.56**	**$917.52**

	Current Period Value	Year-to-Date Value
LT Realized Gain/Loss		23 60
Realized Gain/Loss		**$23.60**

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	9,486 27	8,076 83	(1,409 44)	100%

Market Value/Cost	Current Period Value
Market Value	8,076 83
Tax Cost	8,076 83
Estimated Annual Income	5 65
Accrued Interest	0 51
Yield	0 07%

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Attachment D

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Note. [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Short Term Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR	8,076 83	1 00	8,076.83	8,076 83		5 65 0 51	0 07% [1]

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Portfolio Activity Summary

Transactions	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	9,486.27	--
INFLOWS		
Income	0 56	917.52
Contributions		518,646 94
Total Inflows	$0.56	$519,564.46
OUTFLOWS		
Withdrawals	(1,410.00)	(515,865 27)
Fees		2,649 40
Total Outflows	($1,410.00)	($513,215.87)
TRADE ACTIVITY		
Settled Sales/Maturities/Redemptions		23 60
Total Trade Activity	$0.00	$23.60
Ending Cash Balance	$8,076.83	--

* Year to date information is calculated on a calendar year basis

Cost Adjustments	Current Period Value	Year-To-Date Value*
Cost Adjustments		388,695 37
Total Cost Adjustments	$0.00	$388,695.37

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settlement Date	Type	Description	Quantity	Per Unit Amount	Amount
9/1	Interest Income	**DEPOSIT SWEEP INTEREST FOR AUG. @** 07% RATE ON NET AVG COLLECTED BALANCE OF $9,497 65 AS OF 09/01/09			0 56
9/17	Check Paid	**PAID CHECK #0000000559** REFERENCE NUMBER 007080352240 AS OF 09/17/09			(1,310 00)
9/25	Check Paid	**PAID CHECK #0000000558** REFERENCE NUMBER 006180981431 AS OF 09/25/09			(100 00)
Total Inflows & Outflows					**($1,409.44)**

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

Checks may not appear on your statement because they have not yet cleared or appeared on a previous statement Checks that cleared as an automated payment will not be included in the Checks Paid section of the statement. All checks that cleared as an automated payment will be listed in the Portfolio Activity section of the statement

CHECKS PAID

Check Number	Date Paid	Amount
558	09/25	100 00
559	09/17	1,310 00
Total Checks Paid		**($1,410.00)**

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THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

CHECK IMAGES

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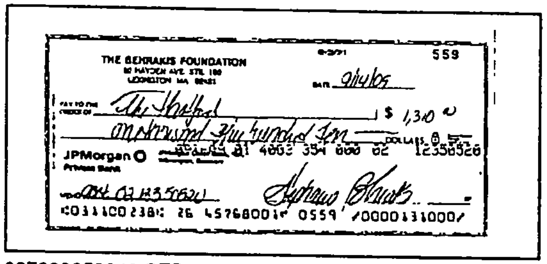

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Attachment D

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Attachment D

J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 9/1/09 to 9/30/09

In Case of Errors or Questions About Your Electronic Transfers.
Contact your J P Morgan Team at one of the telephone numbers on the front of this statement or write us at 500 Stanton Christiana Road, 1/OPS, Newark, DE 19713-2107 as soon as you can, if you think your statement is wrong or if you need more information about a transfer on the statement We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared (1) Tell us your name and account number (2) Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is in error or why you need more information (3) tell us the dollar amount of the suspected error If you contact us orally you must send us your complaint or question in writing within 10 business days in order to preserve your rights We will investigate your complaint and will correct any error promptly If we take more than 10 business days to do this (20 days for purchases using your debit card or for international transactions), we will credit your account for the amount you think is in error, so that you will have the use of money during the time it takes us to complete our investigation

In case of errors or questions about your statement, including your line of credit.
If you think that your statement is incorrect or if you need more information about a transaction on your statement including a line of credit transaction, you must write to us on a separate sheet describing the error and send it to J P Morgan s Private Bank 500 Stanton Christiana Road, 1/OPS3, Newark, DE 19713-2107 We must hear from you no later than 60 days after the statement on which the error or problem appeared is sent You can contact your client service specialist but doing so will not preserve your rights

Please review your account statement and promptly report any inaccuracy or discrepancy including possible unauthorized trading activity, unrecorded dividend payments, and unaccounted cash positions in writing to both the introducing broker, JPMSI and the clearing firm, JPMCC at the addresses shown on your statement Any oral communication should be re-confirmed in writing to further protect your rights, including your rights under the Securities Investor Protection Act (SIPA) If you have any questions please contact your JPMSI Account Representative or JPMSI Compliance Department at (212) 483-2323

In your letter please provide the following information, (1) your name and account number, (2) the dollar amount of the suspected error, and (3) a description of the error and explanation if you can, why you believe there is an error If you need more information, you must describe the item you are unsure about

Important Information about Pricing and Valuations
Certain assets including but not limited to, pooled private investments, non-publicly traded and infrequently traded securities, derivatives, partnership interests and tangible assets are generally illiquid, the value of which may have been provided to us by third parties who may not be independent of the issuer or manager Such information is reflected as of the last date provided to us, and is not independently verified

Prices, some of which are provided by pricing services or other sources which we deem reliable, are not guaranteed for accuracy or as realizable values

Market value information (including without limitation, prices, exchange rates accrued income and bond ratings) furnished herein has been obtained from sources that J P Morgan believes to be reliable and is furnished for the exclusive use of the client
J P Morgan makes no representation, warranty or guarantee, express or implied, that any quoted value represents the actual terms at which transactions or securities could be bought or sold or new transactions could be entered into, or the actual terms on which existing transactions or securities could be liquidated

The current price is the value of the financial asset share, unit or contract as priced at the close of the market on the last day of the statement period or the last available price

All values provided for structured yield deposits (for example JPMorgan London Time Deposits) reflect the original deposit amount only

The current value for Real Estate Mineral Interests and Miscellaneous Assets may not reflect the most current value of the asset

Valuations of over-the-counter derivative transactions, including certain derivatives-related deposit products, have been prepared on a mid-market basis These valuations are indicative values as of the close of business of the date of this statement and, except as otherwise agreed in writing, these valuations do not represent the actual terms at which transactions or securities could be bought or sold or new transactions could be entered into, or the actual terms on which existing transactions or securities could be liquidated as of the date of this statement We do not warrant their completeness or accuracy These valuations are derived from proprietary models based upon well-recognized financial principles and we have, when necessary to calculate the present value of future cash flows, made reasonable estimates about relevant future market conditions Valuations based on other models or different assumptions may yield different results J P Morgan expressly disclaims any responsibility for (1) the accuracy of the models or estimates used in deriving the valuations, (2) any errors or omissions in computing or disseminating the valuations, and (3) any uses to which the valuations are put Valuations are provided for information purposes only and are intended solely for your own use Please refer to the trade confirmation for details of each transaction

Please review your statement promptly and report any discrepancies immediately to an account officer whose name appears on the contact page of this statement

Important Information Regarding Auction Rate Securities (ARS) ARS are debt or preferred securities with an interest or dividend rate reset periodically in an auction Although there may be daily, weekly and monthly resets, there is no guarantee that there will be liquidity If there are not enough bids at an auction to redeem the securities available for sale, the result may be a failed auction In a failed auction, there is no assurance that a secondary market will develop or that the security will trade at par or any other price reflected on statements Accordingly, investors should not rely on pricing information appearing in their statements with respect to ARS

Additional Information About Your Accounts
Securities purchased or sold through JPMSI (1) other than mutual funds and fixed income securities, are cleared through J P Morgan Clearing Corp ("JPMCC"), an affiliate of JPMSI, and (2) other than exchange-listed options, are held in your Asset Account at JPMorgan Chase Bank, N A Fixed income securities purchased or sold through JPMSI are cleared through JPMSI Positions in exchange-listed options are held by J P Morgan Clearing Corp and are not delivered to or from your Asset Account For your convenience, however positions in exchange-listed options are presented in this Asset Account statement together with other assets held in that account All pertinent information about your settled and pending purchases and sales effected through your JPMSI account during the period covered by this statement, is summarized in the "Trade Activity" portion of this statement

Attachment D

J.P.Morgan

You should have received separate confirmations for each securities transaction All transactions are subject to the terms and conditions stated on the reverse side of such confirmations and are subject to the constitution, by-laws, customs and interpretations of the marketplace where executed and governed by and construed in accordance with the laws of the State of New York and all applicable federal laws and regulations Further information with respect to commissions and other charges related to the execution of transactions, including options transactions, has been included in confirmations that were previously furnished to you Upon written request, JPMSI will promptly supply you with the latest such information

Shareholders of certain JPMorgan Funds are charged a redemption fee equal to 2% of the proceeds if they exchange or redeem shares of such funds within 60 days of purchase, subject to certain exceptions set forth in the prospectus of the applicable Fund Please consult your J P Morgan representative for a list of the JPMorgan Funds that impose redemption fees

JPMCC and JPMSI are members of the Securities Investor Protection Corp ("SIPC"), a not-for-profit membership corporation funded by broker-dealers registered with the Securities and Exchange Commission Securities and cash held for a customer at JPMSI and JPMCC are protected by SIPC up to $500,000 per customer, which includes up to $100,000 of protection for cash SIPC does not protect against losses from fluctuations in the value of the securities Assets held in custody by JPMorgan Chase Bank, N A (the "Bank") are not subject to SIPC You may obtain information about SIPC, including the SIPC Brochure, on their website, at "www sipc org" or by contacting them at (202) 371-8300

To the extent applicable, please read the following disclosures regarding estimated annual income (EAI) and estimated yield (EY): EAI and EY for certain types of securities could include a return of principal or capital gains in which case the EAI and EY would be overstated EAI and EY are estimates and the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate

JPMSI, JPMCB or their affiliates (the "J P Morgan Companies") may provide administrative, custodial, sales, distribution or shareholder services to JPMorgan Funds, American Century Funds, or funds established, sponsored, advised, or managed by third parties, and the J P Morgan Companies may be compensated for such services
A financial statement of this organization is available to you for personal inspection at its offices, or a copy will be mailed to you upon written request

Bank products and services are offered through JPMCB and its affiliates Securities are offered by JPMSI and cleared through JPMCC

If a partial call is made with respect to an issue of securities included in your Account we will allocate the call by a method we deem fair and equitable

You must promptly advise JPMSI of material changes in your investment objectives or financial situation Unless you inform JPMSI otherwise, JPMSI will consider the information currently in its files to be complete and accurate

JPMSI is not a bank and is a separate legal entity from its bank or thrift affiliates, including JPMCB The securities sold, offered, or recommended by JPMSI-
(1) Are not insured by the Federal Deposit Insurance Corporation, or any other governmental agency,
(2) Are not deposits or other obligations of JPMSI's bank or thrift affiliates (unless otherwise indicated), and are not guaranteed by or the responsibility of any such affiliates (unless explicitly stated otherwise); and
(3) Involve investment risks, including possible loss of the principal invested

JPMSI's banking affiliates may be lenders to issuers of securities that JPMSI underwrites, in which case proceeds of offerings underwritten by JPMSI may be used for the repayment of such loans, and you should refer to the disclosure documents relating to particular securities for discussion of any such lending relationships The Federal Reserve requires that JPMSI obtain your consent before it can obtain certain information from its bank or thrift affiliates, including their credit evaluation of you We will assume that your continuing to transact business with JPMSI will constitute your consent to the sharing of such information by JPMSI and its bank or thrift affiliates to the extent permitted by law

DEPOSITS IN FOREIGN BRANCHES ARE NOT INSURED BY THE FDIC, THE FEDERAL RESERVE BOARD OR ANY OTHER GOVERNMENTAL AGENCY, AMOUNTS IN THE TIME DEPOSITS DO NOT HAVE THE BENEFIT OF ANY DOMESTIC PREFERENCE APPLICABLE TO U.S. BANKS

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Attachment E

J.P.Morgan

JPMorgan Chase Bank, N.A.
345 Park Avenue, New York, NY 10154-1002

THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Investment Management Account

J.P. Morgan Private Bank Team		
Andrew Thompson	Banker	(617) 310-0474
Daniel Curtin	Investment Specialist	617-310-0446
Ann Weinsteiger	Client Service Team	(877) 876-7861
Jocelyn Webb	Client Service Team	
Online access	**www.MorganOnline.com**	

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	276,211 32	0.00	(276,211.32)		
Cash & Short Term	377,045 65	0.00	(377,045.65)		
Other Assets	386,188 88	0 00	(386,188.88)		
Market Value	**$1,039,445.85**	**$0.00**	**($1,039,445.85)**		
Accruals	793 09	0.00	(793.09)		
Market Value with Accruals	**$1,040,238.94**	**$0.00**	**($1,040,238.94)**		

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**1,039,445.85**	**1,818,228.59**
Contributions	2,885 31	311,536 74
Withdrawals & Fees	(380,745.73)	(766,528.51)
Securities Transferred In		228,139 95
Securities Transferred Out	(708,310.21)	(1,506,761 37)
Net Contributions/Withdrawals	**($1,086,170.63)**	**($1,733,613.19)**
Income & Distributions	814.77	4,929.06
Change In Investment Value	45,910 01	(89,544 46)
Ending Market Value	**$0.00**	**$0.00**

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J.P.Morgan

THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	723.00	4,706.69
Foreign Dividends	56 70	120 40
Interest Income	35.07	101.97
Taxable Income	**$814.77**	**$4,929.06**

	Current Period Value	Year-to-Date Value
ST Realized Gain/Loss		(9,321 69)
LT Realized Gain/Loss		(97,543.49)
Realized Gain/Loss		**($106,865.18)**

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	167,408 08	0.00	(167,408.08)	
US Mid Cap/Small Cap	108,803 24	0.00	(108,803.24)	
Total Value	**$276,211.32**	**$0.00**	**($276,211.32)**	

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	377,045 65	0.00	(377,045.65)	

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Other Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Structured Investments	158,583.77	0.00	(158,583.77)	
Other	227,605 11	0.00	(227,605.11)	
Total Value	**$386,188.88**	**$0.00**	**($386,188.88)**	

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Portfolio Activity Summary

Transactions	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	**377,045.65**	--
INFLOWS		
Income	814 77	4,929.06
Contributions	2,885.31	311,536 74
Total Inflows	**$3,700.08**	**$316,465.80**
OUTFLOWS		
Withdrawals	(377,838.74)	(761,443 27)
Fees	(2,906 99)	(5,085.24)
Total Outflows	**($380,745.73)**	**($766,528.51)**
TRADE ACTIVITY		
Settled Sales/Maturities/Redemptions		386,964.04
Settled Securities Purchased		(78,550.70)
Total Trade Activity	**$0.00**	**$308,413.34**
Ending Cash Balance	**$0.00**	--

* Year to date information is calculated on a calendar year basis

Cost Adjustments	Current Period Value	Year-To-Date Value*
Cost Adjustments	402,796.90	402,796.90
Total Cost Adjustments	**$402,796.90**	**$402,796.90**

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settlement Date	Type	Description	Quantity	Per Unit Amount	Amount
4/1	Domestic Dividend/Distribution	**MERCK & CO INC** @ 0 38 PER SHARE	425 000	0.38	161.50
4/1	Domestic Dividend/Distribution	**NIKE INC B** @ 0 25 PER SHARE	125 000	0.25	31 25
4/1	Domestic Dividend/Distribution	**HEWLETT-PACKARD CO** @ 0.08 PER SHARE	400.000	0.08	32 00
4/1	Interest Income	**DEPOSIT SWEEP INTEREST FOR MAR. @** .10% RATE ON NET AVG COLLECTED BALANCE OF $157,616.76 AS OF 04/01/09			13 39
4/2	Domestic Dividend/Distribution	**JOHNSON CONTROLS INC** @ 0.13 PER SHARE	375 000	0.13	48.75
4/3	Foreign Dividend	**SCHLUMBERGER LTD** @ 0.21 PER SHARE	270 000	0 21	56 70
4/6	Domestic Dividend/Distribution	**WAL MART STORES INC** @ 0.2725 PER SHARE	200.000	0.273	54 50
4/10	Domestic Dividend/Distribution	**ALTRIA GROUP INC** @ 0.32 PER SHARE	350.000	0.32	112 00
4/15	Domestic Dividend/Distribution	**ECOLAB INC** @ 0.14 PER SHARE	75.000	0.14	10 50
4/15	Domestic Dividend/Distribution	**OCCIDENTAL PETROLEUM CORP** @ 0.32 PER SHARE	125.000	0 32	40.00

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

INFLOWS & OUTFLOWS

Settlement Date	Type	Description	Quantity	Per Unit Amount	Amount
4/17	Misc Disbursement	**FUNDS TRANSFERRED FROM** PRN A/C# A72133001 TO PRN A/C# Q45768001 AS REQUESTED			(75,000 00)
4/21	Free Delivery	**JPM ISSUED 2 YR NOTE C-IGAR** CONDITIONAL LONG/SHORT II ADDL AMOUNT 4.50% INITIAL LEVEL 146 3446 DD 04/02/08 MAT DATE 04/08/10 NATIONAL FINL SVCS CORP TRADE DATE 04/21/09	(100,000.000)		
4/21	Free Delivery	**BUFFERED RETURN ENHANCED NOTE** LINKED TO THE ASIA BASKET 08/20/09, MORGAN STANLEY (10% BUFFER-2XLEV- 10 75% CAP-21 5% MAX PAYMENT) INTL LEVEL-ASIA BASKET 08/01/08 100 NATIONAL FINL SVCS CORP TRADE DATE 04/21/09	(100,000 000)		
4/22	Free Delivery	**JPMORGAN MID CAP VALUE FUND** SELECT SHARE CLASS (FUND 1100) TRADE DATE 04/22/09	(8,113 590)		
4/22	Free Delivery	**JPMORGAN INTREPID AMERICA FUND** SELECT SHARE CLASS FUND 1206 TRADE DATE 04/22/09	(3,213.154)		
4/22	Free Delivery	**JPMORGAN GROWTH ADVANTAGE FUND** SELECT SHARE CLASS FUND 1567 TRADE DATE 04/22/09	(14,775 414)		

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

INFLOWS & OUTFLOWS

Settlement Date	Type	Description	Quantity	Per Unit Amount	Amount
4/22	Misc. Disbursement	**TRANSFERRED BY WIRE TO** JPMORGAN CHASE BANK FAO THE BEHRAKIS FOUNDATION AS REQUESTED			(302,606 24)
4/22	Commissions	**JPMORGAN CHASE INVESTMENT MANAGEMENT** FEE FOR THE PERIOD 03-01-2009 TO 04-07-2009			(2,906.99)
4/23	Interest Income	**INTEREST FOR 04/01/09 THRU 04/22/09** @ 0.100% ON NET AVERAGE COLLECTED BALANCE OF 359,646.73		0.10	21 68
4/24	Misc. Receipt	**FUNDS TRANSFERRED FROM** PRN A/C# Q45768001 TO PRN A/C# A72133001 AS REQUESTED			2,885.31
4/27	Domestic Dividend/Distribution	**GENERAL ELECTRIC CO** @ 0.31 PER SHARE	750.000	0 31	232.50
4/28	Free Delivery	**ARTIO INTERNATIONAL EQUITY II - I** TRADE DATE 04/28/09	(27,422.303)		
4/28	Free Delivery	**THIRD AVENUE VALUE FUND** TRADE DATE 04/28/09	(1,502.664)		
4/28	Misc. Disbursement	**TRANSFERRED BY WIRE TO** JPMORGAN CHASE BANK FAO THE BEHRAKIS FOUNDATION AS REQUESTED			(232.50)
Total Inflows & Outflows					**($377,045.65)**

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Attachment E

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COST ADJUSTMENTS

Settlement Date	Type	Description	Quantity	Tax Cost Adjustments
4/1	Tax Cost Adjustment	**JPMORGAN MID CAP VALUE FUND** SELECT SHARE CLASS (FUND 1100) ON-LINE TAX COST ADJUSTMENT	8,113 590	200,000 00
4/1	Tax Cost Adjustment	**JPMORGAN INTREPID AMERICA FUND** SELECT SHARE CLASS FUND 1206 ON-LINE TAX COST ADJUSTMENT	3,213.154	77,796 90
4/1	Tax Cost Adjustment	**JPMORGAN GROWTH ADVANTAGE FUND** SELECT SHARE CLASS FUND 1567 ON-LINE TAX COST ADJUSTMENT	14,775.414	125,000.00
Total Cost Adjustments				**$402,796.90**

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Attachment E

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THE BEHRAKIS FOUNDATION
For the Period 4/1/09 to 4/30/09

IMPORTANT INFORMATION ABOUT YOUR STATEMENT

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Bank products and services are offered through JPMorgan Chase Bank, N.A and its affiliates Securities are offered by J P Morgan Securities Inc

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FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN (172133) - REFER TO ATTACHMENT A	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
521,961.	666,741.	0.	0.	<144,780.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CASH IN LIEU - TIME WARNER CABLE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9.	0.	0.	0.	9.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CASH IN LIEU - TIME WARNER INC	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15.	0.	0.	0.	15.

CAPITAL GAINS DIVIDENDS FROM PART IV	16,058.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<128,698.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST INCOME	435.
MONEY MARKET DIVIDEND	14,533.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,968.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	74,742.	16,058.	58,684.
TOTAL TO FM 990-PF, PART I, LN 4	74,742.	16,058.	58,684.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL ACCOUNTING SERVICES	16,707.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	16,707.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	4,673.	4,673.		0.
TO FORM 990-PF, PG 1, LN 16C	4,673.	4,673.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER PAYROLL TAXES	6,767.	0.		0.
MA TAXES	70.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,837.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,609.	0.		0.
PAYROLL SERVICE	2,099.	0.		0.
DUES & MEMBERSHIPS	2,105.	0.		0.
SUBSCRIPTIONS	125.	0.		0.
POSTAGE	21.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,959.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PAYROLL DEDUCTIONS IN EXPENSES BUT NOT YET PAID	3,813.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,813.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
PAYROLL DEDUCTIONS PAID IN CURRENT YEAR BUT INCLUDED IN PRIOR YEAR EXPENSES	3,813.
SALE OF 1,085 SHS THIRD AVENUE VALUE FUND ON 9/30/08 BUT SETTLED 10/1/08	13,889.
TOTAL TO FORM 990-PF, PART III, LINE 5	17,702.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN (A72133) - Attachment E	0.	0.
FIDELITY - Attachment C	739,775.	729,064.
TOTAL TO FORM 990-PF, PART II, LINE 10B	739,775.	729,064.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY - Attachment C	100,000.	77,410.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,000.	77,410.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY - Attachment C	COST	1,999,614.	1,624,562.
JP MORGAN (A72133) - Attachment E	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,999,614.	1,624,562.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER HARDWARE	2,702.	2,702.	0.
SOFTWARE COSTS	5,750.	5,750.	0.
TOTAL TO FM 990-PF, PART II, LN 14	8,452.	8,452.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 14

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

GEORGE D. BEHRAKIS
MARGO BEHRAKIS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEPHANIE B. LIAKOS, TRUSTEE
80 HAYDEN AVENUE, SUITE 100
LEXINGTON, MA 02421

TELEPHONE NUMBER

781-861-9114

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD INCLUDE: SUMMARIZING COVER LETTER, A NARRATIVE PROPOSAL, PROJECT AND AGENCY BUDGETS, COPIES OF THE MOST RECENT IRS RULING, A FINANCIAL STATEMENT AND AUDIT REPORT, AND A LIST OF THE BOARD OF DIRECTORS.

ANY SUBMISSION DEADLINES

APPLICATIONS SHOULD BE SUBMITTED BETWEEN OCTOBER 1 AND JUNE 30 FOR THE CURRENT FISCAL YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

MINIMUM GRANTS ARE $100 PER ORGANIZATION.