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

2010

For calendar year 2010, or tax year beginning OCT 1, 2010 , and ending SEP 30, 2011

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

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

A Employer identification number: 04-3348263

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

B Telephone number: (781) 861-9114

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

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: ☒ 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)* ▶$ 3,566,728.

J Accounting method: ☒ 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).)

	Line	Description	(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	68.	68.		STATEMENT 1
	4	Dividends and interest from securities	72,074.	72,074.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,269.			
	b	Gross sales price for all assets on line 6a 5,269.				
	7	Capital gain net income (from Part IV, line 2)		5,269.		
	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	77,411.	77,411.		
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 STMT 3	200.	0.		0.
	b	Accounting fees STMT 4	7,651.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	6,731.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	608.	0.		0.
	23	Other expenses STMT 6	6,198.	0.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	106,388.	0.		0.
	25	Contributions, gifts, grants paid	167,773.			167,773.
	26	**Total expenses and disbursements** Add lines 24 and 25	274,161.	0.		167,773.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<196,750.>			
	b	**Net investment income** (if negative enter -0-)		77,411.		
	c	**Adjusted net income** (if negative enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1.		
	2 Savings and temporary cash investments	411,193.	218,267.	218,267.
	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 8	731,212.	731,202.	727,221.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	2,999,614.	2,999,614.	2,621,240.
	14 Land, buildings, and equipment: basis ▶ 8,452.			
	Less accumulated depreciation STMT 10 ▶ 8,452.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,142,020.	3,949,083.	3,566,728.
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	4,142,020.	3,949,083.	
	30 **Total net assets or fund balances**	4,142,020.	3,949,083.	
	31 **Total liabilities and net assets/fund balances**	4,142,020.	3,949,083.	

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	4,142,020.
2 Enter amount from Part I, line 27a	2	<196,750.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	3,813.
4 Add lines 1, 2, and 3	4	3,949,083.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,949,083.

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	CASH IN LIEU - MARATHON PETROLEUM	P	VARIOUS	07/11/11
b	LT CAPITAL GAIN DIVIDENDS	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20.			20.
b	3,300.			3,300.
c	1,949.			1,949.
d				
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				20.
b				3,300.
c				1,949.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	5,269.
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))
2009	172,800.	3,896,195.	.044351
2008	204,075.	3,600,457.	.056680
2007	291,227.	4,917,394.	.059224
2006	319,802.	5,396,201.	.059264
2005	380,398.	5,327,995.	.071396

2	**Total** of line 1, column (d)	2	.290915
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	.058183
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,972,176.
5	Multiply line 4 by line 3	5	231,113.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	774.
7	Add lines 5 and 6	7	231,887.
8	Enter qualifying distributions from Part XII, line 4	8	167,773.

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 or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,548.
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	1,548.
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	1,548.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 2,199.		
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	2,199.
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	651.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 651. **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 2010 or the taxable year beginning in 2010 (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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*	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 2010?		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 "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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

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	3,718,680.
b	Average of monthly cash balances	1b	313,986.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,032,666.
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	4,032,666.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,490.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,972,176.
6	**Minimum investment return** Enter 5% of line 5	6	198,609.

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	198,609.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a 1,548.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	1,548.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	197,061.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	197,061.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	197,061.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	167,773.
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	167,773.
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	167,773.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				197,061.
2 Undistributed income if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 — 11,046.				
b From 2006 — 58,095.				
c From 2007 — 47,937.				
d From 2008 — 25,432.				
e From 2009				
f Total of lines 3a through e	142,510.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 167,773.				
a Applied to 2009, 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 2010 distributable amount				167,773.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d) the same amount must be shown in column (a))	29,288.			29,288.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	113,222.			
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 2009. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	113,222.			
10 Analysis of line 9:				
a Excess from 2006 — 39,853.				
b Excess from 2007 — 47,937.				
c Excess from 2008 — 25,432.				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(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 11

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 12

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				
REFER TO ATTACHMENT B	N/A	501(C)(3)	REFER TO ATTACHMENT B	167,773.
Total			▶ 3a	167,773.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513 or 514 (c) Exclusion code	Excluded by section 512, 513 or 514 (d) Amount	(e) Related or exempt function income
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	68.	
4 Dividends and interest from securities			14	72,074.	
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	5,269.	
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.		77,411.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 77,411.

(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: [signature] Date: 1/6/12 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Anastasios Parafestas	[signature]	1/4/12		

Firm's name ▶ THE BOLLARD GROUP LLC — Firm's EIN ▶

Firm's address ▶ ONE JOY STREET BOSTON, MA 02108 — Phone no. 6177205800

2010 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.

(D) - Asset disposed

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

028102 05-01-10

The Behrakis Foundation EIN: 04-334 8263

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

0002!747 02 AV 0 465 0502·747 Envelope 536010343

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

Investment Report

September 1, 2011 - September 30, 2011

Interested Party

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

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION
Private Client Group Account Executive: DANIEL SEXTON, Team 442

Account Summary

Beginning value as of Sep 1	$3,790,983.56
Withdrawals	-5,906.36
Change in investment value	-218,349.73
Ending value as of Sep 30	**$3,566,727.47**
Account trades from Oct 2010 - Sep 2011	0

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$5,897.69	$38,171.21
St cap gain	0.00	24.95
Lt cap gain	764.07	1,639.61
Total	**$6,661.76**	**$39,835.77**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$0.00	$20.20

This may not reflect all of your gains/losses because of incomplete cost basis

Holdings (Symbol) as of September 30, 2011

	Performance September 30, 2011	Quantity September 30, 2011	Price per Unit September 30, 2011	Total Cost Basis	Total Value September 1, 2011	Total Value September 30, 2011
Stocks *20% of holdings*						
AXIS CAPITAL HOLDINGS LTD SHS ISIN #BMG0692U1099 SEDOL #2677606 (AXS)		25.000	$25.940	$849.77c	$716.50	$648.50
COVIDIEN PLC SHS (COV)		125.000	44.100	4,698.67c	6,522.50	5,512.50
ACE LIMITED ORD CHF30.57 (ACE)		50.000	60.600	2,246.58c	3,229.00	3,030.00
AOL INC COM USD0.01 (AOL)		35.000	12.000	911.74c	545.30	420.00
AT&T INC COM (T)		350.000	28.520	13,501.50c	9,968.00	9,982.00
ABBOTT LABORATORIES (ABT)		250.000	51.140	12,420.01c	13,127.50	12,785.00

Attachment A 1/9

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2011 - September 30, 2011

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DANIEL SEXTON, Team 442

Holdings (Symbol) as of September 30, 2011	Performance September 30, 2011	Quantity September 30, 2011	Price per Unit September 30, 2011	Total Cost Basis	Total Value September 1, 2011	Total Value September 30, 2011
ADVANCED AUTO PARTS INC (AAP)		100.000	58.100	3,265.04c	6,072.00	5,810.00
AETNA INC NEW COM (AET)		250.000	36.340	12,014.89c	10,007.50	9,085.00
ALTRIA GROUP INC (MO)		350.000	26.810	5,499.14c	9,516.50	9,383.50
AMERIPRISE FINL INC COM (AMP)		100.000	39.360	4,545.04c	4,570.00	3,936.00
APACHE CORP (APA)		100.000	80.240	10,980.00c	10,307.00	8,024.00
APPLE INC (AAPL)		70.000	381.320	5,503.48c	26,938.10	26,692.40
BB & T CORP (BBT)		50.000	21.330	779.79c	1,114.50	1,066.50
BANK OF AMERICA CORP (BAC)		1,025.000	6.120	36,456.26c	8,374.25	6,273.00
BANK NEW YORK MELLON CORP (BK)		250.000	18.590	11,260.80c	5,167.50	4,647.50
BARD C R INC (BCR)		60.000	87.540	5,630.36c	5,715.60	5,252.40
BOEING CO (BA)		100.000	60.510	8,895.00c	6,686.00	6,051.00
BRISTOL MYERS SQUIBB (BMY)		58.000	31.380	1,152.68c	1,725.50	1,820.04
CVS CAREMARK CORP (CVS)		350.000	33.590	11,538.49c	12,568.50	11,756.50
CATERPILLAR INC (CAT)		75.000	73.840	2,292.37c	6,825.00	5,538.00
CELGENE CORP (CELG)		150.000	61.910	7,671.16c	8,920.50	9,286.50
CISCO SYS INC (CSCO)		1,000.000	15.500	21,327.69c	15,670.00	15,500.00
CONOCOPHILLIPS (COP)		125.000	63.320	5,924.30c	8,508.75	7,915.00
CORNING INC (GLW)		625.000	12.360	10,677.42c	9,393.75	7,725.00
D R HORTON INC (DHI)		225.000	9.040	1,460.57c	2,367.00	2,034.00
DANAHER CORP (DHR)		240.000	41.940	10,031.34c	10,994.40	10,065.60
DEERE & COMPANY (DE)		50.000	64.570	1,420.73c	4,041.00	3,228.50
DEVON ENERGY CORP NEW (DVN)		150.000	55.440	8,662.54c	10,174.50	8,316.00
DISNEY WALT CO (DIS)		550.000	30.160	14,662.27c	18,733.00	16,588.00
ECOLAB INC (ECL)		75.000	48.890	2,425.02c	4,020.00	3,666.75
EDISON INTL (EIX)		150.000	38.250	6,898.50c	5,578.50	5,737.50
EXELON CORP (EXC)		125.000	42.610	11,199.81c	5,390.00	5,326.25
EXXON MOBIL CORP (XOM)		455.000	72.630	24,306.56c	33,679.10	33,046.65
FIRSTENERGY CORP (FE)		125.000	44.910	9,102.50c	5,531.25	5,613.75
FREEPORT MCMORAN COPPER & GOLD INC. (FCX)		250.000	30.450	8,663.24c	11,777.50	7,612.50
FRONTIER COMMUNICATIONS CORP COM (FTR)		102.000	6.110	1,304.67c	763.98	623.22
GENERAL ELECTRIC CO (GE)		500.000	15.220	16,402.55c	8,155.00	7,610.00
GENERAL MILLS INC (GIS)		50.000	38.490	1,510.65c	1,895.50	1,924.50

2/9

FIDELITY INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2011 - September 30, 2011

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DANIEL SEXTON, Team 442

Holdings (Symbol) as of September 30, 2011	Performance September 30, 2011	Quantity September 30, 2011	Price per Unit September 30, 2011	Total Cost Basis	Total Value September 1, 2011	Total Value September 30, 2011
GILEAD SCIENCES INC (GILD)		175.000	38.800	8,198.85c	6,979.87	6,790.00
GOLDMAN SACHS GROUP INC (GS)		105.000	94.550	12,349.15c	12,203.10	9,927.75
GOOGLE INC CL A (GOOG)		37.000	515.040	14,947.42c	20,015.52	19,056.48
HESS CORP COM (HES)		65.000	52.460	5,624.93c	3,857.10	3,409.90
HEWLETT-PACKARD CO DE (HPQ)		425.000	22.450	14,729.81c	11,062.75	9,541.25
INTL BUSINESS MACH (IBM)		150.000	174.870	15,678.09c	25,786.50	26,230.50
JOHNSON CTLS INC (JCI)		375.000	26.370	6,366.50c	11,955.00	9,888.75
JUNIPER NETWORKS INC (JNPR)		100.000	17.260	1,641.46c	2,093.00	1,726.00
KOHLS CORP (KSS)		50.000	49.100	2,375.67c	2,317.00	2,455.00
LAM RESEARCH CORP (LRCX)		125.000	37.980	2,509.86c	4,645.00	4,747.50
MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970 (MRO)		75.000	21.580	2,326.80c	2,019.00	1,618.50
MARATHON PETROLEUM CORP COM USD0 01 (MPC)		37.000	27.060	1,470.14c	1,371.22	1,001.22
MEAD JOHNSON NUTRITION CO COM (MJN)		42.000	68.830	1,331.55c	2,992.50	2,890.86
MERCK & CO INC NEW COM N/C FROM 589331107 #REOR M0050606430001 (MRK)		713.000	32.700	26,306.74c	23,596.73	23,315.10
METLIFE INC COM (MET)		125.000	28.010	3,678.42c	4,200.00	3,501.25
MICROSOFT CORP (MSFT)		1,050.000	24.890	29,809.94c	27,930.00	26,134 50
MONSANTO CO NEW (MON)		50.000	60.040	5,859.68c	3,446.50	3,002.00
MORGAN STANLEY (MS)		350.000	13.510	12,314.21c	6,125.00	4,728.50
NIKE INC CLASS B (NKE)		125.000	85.510	7,577.75c	10,831.25	10,688.75
NORFOLK SOUTHERN CRP (NSC)		400.000	61.020	16,747.55c	27,072.00	24,408.00
OCCIDENTAL PETROLEUM CORP (OXY)		125.000	71.500	7,348.09c	10,842.50	8,937.50
PACCAR INC (PCAR)		175.000	33.820	6,278.77c	6,585.25	5,918.50
PEPSICO INC (PEP)		195.000	61.900	13,456.17c	12,563.85	12,070.50
PFIZER INC (PFE)		723.000	17.680	10,385.03c	13,722.54	12,782.64
PHILIP MORRIS INTL INC COM (PM)		150.000	62.380	3,883.74c	10,398.00	9,357.00
PRAXAIR INC (PX)		150.000	93.480	5,298.83c	14,773.50	14,022.00
PROCTER & GAMBLE CO (PG)		325.000	63.180	15,472.37c	20,696.00	20,533.50
QUALCOMM INC (QCOM)		350.000	48.630	13,520.57c	18,011.00	17,020.50

3/9

Fidelity Account℠ 151-943206 THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DANIEL SEXTON, Team 442

Holdings (Symbol) as of September 30, 2011	Performance September 30, 2011	Quantity September 30, 2011	Price per Unit September 30, 2011	Total Cost Basis	Total Value September 1, 2011	Total Value September 30, 2011
SAFEWAY INC COM NEW FMLY SAFEWAY STORES INC TO 2/23/90 (SWY)		350 000	16.630	10,598.54c	6,415.50	5,820.50
SCHLUMBERGER LIMITED COM STK USD0.01 (SLB)		270.000	59.730	13,813.91c	21,092.40	16,127.10
STAPLES INC (SPLS)		350.000	13.300	7,684.56c	5,159.00	4,655.00
SYSCO CORP (SYY)		175.000	25.900	5,539.13c	4,887.75	4,532.50
TD AMERITRADE HLDG CORP COM (AMTD)		225.000	14.705	3,523.95c	3,459.37	3,308.62
TIME WARNER INC NEW COM NEW (TWX)		391.000	29.970	13,189.79c	12,379.06	11,718.27
TIME WARNER CABLE INC COM (TWC)		98.000	62.670	14,101.53c	6,419.00	6,141.66
TRAVELERS COS INC COM (TRV)		100.000	48.730	4,373.44c	5,046.00	4,873.00
US BANCORP DEL COM NEW (USB)		350.000	23.540	11,062.24c	8,123.50	8,239.00
UNITED TECHNOLOGIES CORP (UTX)		200.000	70.360	9,597.00c	14,850.00	14,072.00
URBAN OUTFITTERS INC (URBN)		125.000	22.310	1,804.83c	3,271.87	2,788.75
VERIZON COMMUNICATIONS (VZ)		425.000	36.800	20,230.78c	15,370.12	15,640.00
WAL-MART STORES INC (WMT)		200.000	51.900	8,889.93c	10,638.00	10,380.00
WELLS FARGO & CO NEW (WFC)		500.000	24.120	16,495.85c	13,050.00	12,060.00
XILINX INC (XLNX)		300.000	27.440	6,898.59c	9,342.00	8,232.00
YAHOO INC (YHOO)		150.000	13.170	3,476.07c	2,041.50	1,975.50
YUM! BRANDS INC (YUM)		150.000	49.390	5,463.63c	8,155.50	7,408.50
ZIMMER HLDGS INC (ZMH)		75.000	53.480	2,998.50c	4,266.75	4,011.00
Mutual Funds ***74% of holdings***						
FIDELITY DIVERSIFIED INTERNATIONAL (FDIVX)		4,900.571	24.790	131,992.34	138,588.15	121,485.16
SPARTAN 500 INDEX FD ADVANTAGE CLASS (FUSVX)		1,884.551	40.240	103,104.82	81,582.21	75,834.33
FIDELITY SMALL CAP STOCK (FSLCX)		8,317.301	14.660	149,898.97	139,647.48	121,931.63
FID STOCK SELECTOR LARGE CAP VALUE FD (FSLVX)		6,681.474	9.200	105,642.15	66,881.55	61,469.56
FIDELITY CONVERTIBLE SECURITIES (FCVSX)		5,620.092	22.010	118,998.78	132,971.38	123,698.22
FIDELITY STRATEGIC DIVIDEND & INCOME (FSDIX)		11,734.294	10.200	126,444.70	126,847.72	119,689.80
FIDELITY SHORT TERM BOND (FSHBX)	*30-day Yield: 0.90%*	119,189.511	8.500	1,000,000.00	1,016,686.53	1,013,110.84
FIDELITY STRATEGIC INCOME (FSICX)	*30-day Yield: 4.13%*	15,095.493	10.880	159,886.02	169,220.48	164,238.96
FIDELITY REAL ESTATE INCOME (FRIFX)		14,693.714	9.900	164,738.51	152,667.69	145,467.77
ARTIO INTERNATIONAL EQUITY FUND II CL I (JETIX)		27,422.303	9.610	449,999.99c	309,323.57	263,528.33
JPMORGAN MID-CAP VALUE FUND SELECT CL (JMVSX)		8,113.590	20.960	200,000.00c	184,259.62	170,060.84

4/9

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DANIEL SEXTON, Team 442

Holdings (Symbol) as of September 30, 2011	Performance September 30, 2011	Quantity September 30, 2011	Price per Unit September 30, 2011	Total Cost Basis	Total Value September 1, 2011	Total Value September 30, 2011
JPMORGAN INTREPID AMERICA FUND SEL CL (JPIAX)		3,213.154	20.660	77,796.90c	71,846.12	66,383 76
JPMORGAN GRWTH ADV FUND SELECT CLASS (JGASX)		14,775.414	7.770	125,000.00c	125,591.01	114,804.96
THIRD AVENUE VALUE INSTL CLASS (TAVFX)		1,502.664	39.620	86,111.15c	70,009.11	59,535.54
Core Account ***6% of holdings***						
FIDELITY CASH RESERVES (FDRXX)	*7-day Yield: 0.01%*	218,266.860	1.000	not applicable	217,511.46	218,266.86
Total Market Value						$3,566,727.47

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.

Transaction Details (for holdings with activity this period)

Core Account - *Fidelity Cash Reserves*

Description	Amount	Balance
Beginning		$217,511.46
Investment Activity		
Core account income	$1.79	
Income	6,659.97	
Subtotal of Investment Activity	$6,661.76	
Cash Management Activity		
Checking activity	-1,900.35	
Other withdrawals	-4,006.01	
Subtotal of Cash Management Activity	- $5,906.36	
Ending		$218,266.86

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/01	CONOCOPHILLIPS	Dividend received			$82.50
9/01	FIRSTENERGY CORP	Dividend received			68.75
9/01	WELLS FARGO & CO NEW	Dividend received			60.00
9/02	BOEING CO	Dividend received			42.00
9/02	FIDELITY REAL ESTATE INCOME	Dividend received			2,159.98

5/9

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Private Client Group Account Executive: DANIEL SEXTON, Team 442

Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/02	FIDELITY REAL ESTATE INCOME	Long-term cap gain			764.07
9/06	PACCAR INC	Dividend received			31.50
9/06	PFIZER INC	Dividend received			144.60
9/06	WAL-MART STORES INC	Dividend received			73.00
9/08	MICROSOFT CORP	Dividend received			168.00
9/09	EXELON CORP	Dividend received			65.63
9/09	EXXON MOBIL CORP	Dividend received			213.85
9/10	INTL BUSINESS MACH	Dividend received			112.50
9/10	NORFOLK SOUTHERN CRP	Dividend received			172.00
9/10	UNITED TECHNOLOGIES CORP	Dividend received			96.00
9/12	MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970	Dividend received			11.25
9/12	MARATHON PETROLEUM CORP COM USD0.01	Dividend received			7.40
9/15	PRAXAIR INC	Dividend received			75.00
9/15	TIME WARNER INC NEW COM NEW	Dividend received			91.89
9/15	TIME WARNER CABLE INC COM	Dividend received			47.04
9/23	BANK OF AMERICA CORP	Dividend received			10.25
9/23	QUALCOMM INC	Dividend received			75.25
9/28	KOHLS CORP	Dividend received			12.50
9/29	GOLDMAN SACHS GROUP INC	Dividend received			36.75
9/30	CORNING INC	Dividend received			31.25
9/30	DEVON ENERGY CORP NEW	Dividend received			25.50
9/30	FIDELITY CASH RESERVES	Dividend received			1.79

6/9

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2011 - September 30, 2011

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION
Private Client Group Account Executive: DANIEL SEXTON, Team 442

Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/30	FIDELITY SHORT TERM BOND	Dividend received			1,277.85
9/30	FIDELITY STRATEGIC INCOME	Dividend received			536.60
9/30	FRONTIER COMMUNICATIONS CORP COM	Dividend received			19.13
9/30	HESS CORP COM	Dividend received			6.50
9/30	PEPSICO INC	Dividend received			100.43
9/30	TRAVELERS COS INC COM	Dividend received			41.00

Cash Management Activity

Checking Activity (2)

Check #	Date	Code	Amount	Check #	Date	Code	Amount	Check #	Date	Code	Amount
1146	9/15		-$1,294.00	1147	9/16		-606.35	Total			-$1,900.35

Other Withdrawals

Date	Reference	Description	Amount	Date	Reference	Description	Amount
9/8	ADP - FEES	DEBIT ADP PAYROLL FE	-$96.70	9/21	ADP - FEES	DEBIT ADP PAYROLL FE	-96.70
9/15	ADP - TAX	DEBIT ADP TX/FINCL S	-1,049.95	Total			-$4,006.01
9/15	ADP - TAX	DEBIT ADP TX/FINCL S	-2,762.66				

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	$211.25	$217,722.71	9/09	279.48	221,288.64	9/21	-96.70	216,092.06
9/02	2,966.05	220,688.76	9/12	399.15	221,687.79	9/23	85.50	216,177.56
9/06	249.10	220,937.86	9/15	-4,892.68	216,795.11	9/28	12.50	216,190.06
9/08	71.30	221,009.16	9/16	-606.35	216,188.76	9/29	36.75	216,226.81

7/9

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2011 - September 30, 2011

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION
Private Client Group Account Executive: DANIEL 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
9/30	2,040.05	218,266.86						

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

Cost Basis Information and Endnotes

Although Fidelity reports certain cost basis and holding period information to you and to the IRS on your annual Form 1099-B, Fidelity-provided estimated cost basis, gain/loss, and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption or exchange. Amortization, accretion and similar adjustments to cost basis are provided for many fixed income securities (and some bond-like equities), however, they are not provided for certain fixed income securities, such as short-term instruments. Unit Investment Trusts, foreign fixed income securities, or those that are subject to early prepayment of principal (pay downs).

Fidelity INVESTMENTS

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 Cost basis, realized gain and loss and holding period information may not reflect adjustments required for your tax reporting purposes. You should verify such information when calculating reportable gain or loss. Fidelity and NFS specifically disclaim any liability arising out of a customer's use of or any tax position taken in reliance upon, such information. Unless otherwise specified NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities. Starting in 2011 NFS will be required to report certain cost basis and holding period to the IRS on Form 1099-B Customers should consult their tax advisors for further information.

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. Inquiries, 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 accounts.

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. Other assets, which may be reported on your statement, in insurance products that are distributed by FBS and Fidelity Insurance Agency, Inc. 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 (FAS) are carried by NFS and are covered by SIPC but do not contribute toward 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 charges. 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 about these, 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 8 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 which 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. Prices for Certificates of Deposit (CDs) on your statement may be estimates and are not based on actual market prices The secondary market for CDs is generally illiquid 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 of the NYSE 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 Individual securities trades placed for your Fidelity Personalized Portfolios account are completed on an agency basis by FBS

("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 $250,000). 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. 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 adviser and a Fidelity Investments company Fidelity Private Portfolio Service® or Fidelity® Personalized Portfolios may be offered through the following Fidelity Investments Companies: Strategic Advisers, Inc., Fidelity Personal Trust Company, FSB ("FPTC"), a federal savings bank, or Fidelity Management Trust Company ("FMTC")

Non-deposit investment products and trust services offered through FPTC 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

598130.1.0

9/9

The Behrakis Foundation EIN: 04-334 8263

The Behrakis Foundation
October 1, 2010-September 30, 2011

Part XV Supplementary Information
a Paid during the year

Charity	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-Golf Tourn 2010	114 R Highland Ave Salem, MA 01970	N/A	501(C)(3)	Health Services	$10,000 00
AHI-Future of Hellenism Conf	1220 16th St NW Washington,DC 20036	N/A	501(C)(3)	Community Service	$5,000 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
Alpha Omega	Po BOX 752 Foxborough, MA 02035	N/A	501(C)(3)	Education	$5,000 00
American School of Classical Studies- Dr Camp	6-8 Charlton St, Princeton, NJ 08540	N/A	501(C)(3)	Education	$10,000 00
Boys Club of Lowell 2011 Golf	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$5,000 00
Boys Club of Lowell 2010 Holiday Auction	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$1,500 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	$12,500 00
Challenge Unlimited 2010 gala	450 Lowell ST Andover, MA	N/A	501(C)(3)	Humanitarian	$5,000 00
Cystic Fibrosis Golf Tourn- Kluzak	220 N Main ST #104 Natick, MA 01760	N/A	501(C)(3)	Humanitarian	$4,000 00
D'Youville Foundation	981 Varnum Ave Lowell, MA 01854	N/A	501(C)(3)	Health Services	$500 00
Girls Inc- 750Club	220 Worthen St Lowell Ma 01852	N/A	501(C)(3)	Community Service	$750 00
Greater Merrimack CVB Winterfest	40 French ST 2nd Flr Lowell MA 01852	N/A	501(C)(3)	com	$500 00
HAA-Golf 2010	PO Box 1252 Lowell, MA 01854	N/A	501(C)(3)	Education	$5,000 00
Hellenic American Academy Mus of Sc visit	41 Broadway ST Lowell MA 01854	N/A	501(C)(3)	Education	$499 00
Hellenic College-2011 Golf Tournament	50 Goddard Ave Brookline, MA	N/A	501(C)(3)	Education	$5,000 00
IOCC-Prayer Journal	110 West RD Suite 360 Baltimore, MD	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
LHA Youth Activites	350 Moody ST PO BOX 60 Lowell, MA 01853	N/A	501(C)(3)	Community Service	$300 00
Lowell Parks & Conservation Trust	PO BOX 7162 Lowell MA 01852	N/A	501(C)(3)	Community Service	$250 00
Lowell Sun Santa Fund	15 Kearney Sq PO Box 1477 Lowell, MA 01853	N/A	501(C)(3)	Humanitarian	$500 00
Lowell Sun Charities /S Panagiotakos	15 Kearney Sq PO Box 1477 Lowell, MA 01853	N/A	501(C)(3)	Humanitarian	$2,500 00
Maliotis Cultural Center	Po Box 300189 Jamaica Plain, MA 02130	N/A	501(C)(3)	Arts	$1,000 00
Metropolis of Boston Philoptochos Lunch	162 Goddard Ave Brookline, MA 02446	N/A	501(C)(3)	Religious	$1,000 00
Metropolis of Boston-Golf 2011	162 Goddard Ave Brookline, MA 02446	N/A	501(C)(3)	Religious	$5,000 00
Metropolis of Boston Camp 2011-campers	162 Goddard Ave Brookline, MA 02446	N/A	501(C)(3)	Religious	$6,000 00
Metropolis of Boston Camp- beds	162 Goddard Ave Brookline, MA 02446	N/A	501(C)(3)	Religious	$14,973 75
MSPCA	350 S Huntington Ave Boston, MA 02115	N/A	501(C)(3)	Animal Protection	$8,000 00
Museum of Fine Arts 4/5 New Auditorium	465 Huntington Ave, Boston, MA 02115	N/A	501(C)(3)	Arts	$5,000 00
New England Aquarium-Navigator Society	Central Wharf Boston, MA 02110	N/A	501(C)(3)	Education	$1,000 00
New England Conservatory	290 Huntington Ave Boston MA 02115	N/A	501(C)(3)	Education	$1,500 00
PGA Tour Charities/Birdies for the Brave	TPC Boston 400 Arnold Palmer Way Norton, MA	N/A	501(C)(3)	Community Service	$2 000 00
Pollard Memorial Library	401 Merrimack St Lowell, Ma 01852	N/A	501(C)(3)	Education	$500 00
Saints Memorial Fdn 2011Golf Tourn	Po Box 367 Lowell, MA 01853	N/A	501(C)(3)	Health Services	$5,000 00
The Brent Leahey Walk-BMJFW	1243 Andover St Tewksbury, MA 01876	N/A	501(C)(3)	Health Services	$1,000 00
The Brush Art Gallery	256 Market ST Lowell, MA 01852	N/A	501(C)(3)	Arts	$1,000 00
Thoreau Farms 5/5	PO BOX 454 Concord, MA 01742	N/A	501(C)(3)	Education	$5,000 00
UMASS Lowell String Project	1 University Ave Southwick 250 Lowell, MA 01854	N/A	501(C)(3)	Education	$1,000 00
UMASS Commencement Eve Celebration	1 University Ave Southwick 250 Lowell, MA 01854	N/A	501(C)(3)	Education	$2,500 00
WGBH	1 Guest ST Brighton Ma 02205	N/A	501(C)(3)	Education	$5,000 00
YMCA	35 YMCA DR Lowell, MA	N/A	501(C)(3)	Community Service	$5,000 00
TOTAL					$167,772 75

Attachment B 1/1

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET DIVIDEND	68.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	68.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	74,023.	1,949.	72,074.
TOTAL TO FM 990-PF, PART I, LN 4	74,023.	1,949.	72,074.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	200.	0.		0.
TO FM 990-PF, PG 1, LN 16A	200.	0.		0.

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	7,651.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,651.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER PAYROLL TAXES	6,731.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,731.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,290.	0.		0.
PAYROLL SERVICE	2,322.	0.		0.
SUBSCRIPTIONS	2,244.	0.		0.
FILING FEES	35.	0.		0.
MEALS & ENTERTAINMENT	307.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,198.	0.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

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 CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	731,202.	727,221.
TOTAL TO FORM 990-PF, PART II, LINE 10B	731,202.	727,221.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	COST	2,999,614.	2,621,240.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,999,614.	2,621,240.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

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 11
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER
GEORGE D. BEHRAKIS
MARGO BEHRAKIS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
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.