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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning OCT 1, 2012 **, and ending** SEP 30, 2013

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

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 ▶ ☐

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

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)* ▶$ 3,952,404.

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))

			(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	55.	55.		
	4	Dividends and interest from securities	65,994.	65,994.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	66,870.			
	b	Gross sales price for all assets on line 6a 383,363.				
	7	Capital gain net income (from Part IV, line 2)		66,870.		
	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	1,209.	1,209.		
	12	**Total** Add lines 1 through 11	134,128.	134,128.		
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	9,153.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes	6,731.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	5,689.	0.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	106,573.	0.		0.
	25	Contributions, gifts, grants paid	162,800.			162,800.
	26	**Total expenses and disbursements** Add lines 24 and 25	269,373.	0.		162,800.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<135,245.>			
	b	**Net investment income** (if negative, enter -0-)		134,128.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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	568,446.	576,940.	576,940.
	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	708,407.	666,799.	952,672.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	2,442,469.	2,338,504.	2,420,958.
	14	Land, buildings, and equipment: basis ▶ 10,338.			
		Less accumulated depreciation STMT 9 ▶ 8,504.	0.	1,834.	1,834.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,719,322.	3,584,077.	3,952,404.
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 ▶ ☒ 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	3,719,322.	3,584,077.	
	30	**Total net assets or fund balances**	3,719,322.	3,584,077.	
	31	**Total liabilities and net assets/fund balances**	3,719,322.	3,584,077.	

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	3,719,322.
2	Enter amount from Part I, line 27a	2	<135,245.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	3,813.
4	Add lines 1, 2, and 3	4	3,587,890.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	3,813.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,584,077.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	383,363.		316,493.	66,870.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				
b				
c				
d				
e				66,870.

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	66,870.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	148,550.	3,728,586.	.039841
2010	167,773.	3,972,176.	.042237
2009	172,800.	3,896,195.	.044351
2008	204,075.	3,600,457.	.056680
2007	291,227.	4,917,394.	.059224

2 **Total** of line 1, column (d)	2	.242333
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	.048467
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,835,385.
5 Multiply line 4 by line 3	5	185,890.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,341.
7 Add lines 5 and 6	7	187,231.
8 Enter qualifying distributions from Part XII, line 4	8	162,800.

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	2,683.
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	2,683.
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	2,683.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,572.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	3,572.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	1.
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	888.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 888. **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)? *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*	1b		X
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 2012 or the taxable year beginning in 2012 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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, LEXINGTON, MA 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 2012, 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 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	4b		X

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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.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	3,348,758.
b	Average of monthly cash balances		1b	545,034.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,893,792.
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	3,893,792.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	58,407.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,835,385.
6	**Minimum investment return**. Enter 5% of line 5		6	191,769.

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	191,769.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,683.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,683.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	189,086.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	189,086.
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	189,086.

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	162,800.
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	162,800.
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	162,800.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					189,086.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	47,937.				
b From 2008	25,432.				
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e		73,369.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	162,800.				
a Applied to 2011, 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 2012 distributable amount					162,800.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		26,286.			26,286.
6 **Enter the net total of each column as indicated below.**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		47,083.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7		21,651.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		25,432.			
10 Analysis of line 9.					
a Excess from 2008	25,432.				
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 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 12

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

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	162,800.
Total			▶ 3a	162,800.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(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	55.	
4 Dividends and interest from securities			14	65,994.	
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			14	1,209.	
8 Gain or (loss) from sales of assets other than inventory			18	66,870.	
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.		134,128.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 134,128.

(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) is based on all information of which preparer has any knowledge

▶ 3/3/14 ▶

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
A PARAFESTAS		2/19/14		P00960470

Firm's name ▶ THE BOLLARD GROUP LLC | Firm's EIN ▶ 04-3450484

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

Form **990-PF** (2012)

223622
12-05-12

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF
(Including Information on Listed Property)
▶ **See separate instructions.** ▶ **Attach to your tax return.**

OMB No 1545-0172
2012
Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE BEHRAKIS FOUNDATION C/O STEPHANIE B. LIAKOS, TRUSTEE	FORM 990-PF PAGE 1	04-3348263

Part I Election To Expense Certain Property Under Section 179 Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property	/		27 5 yrs	MM	S/L	
		/		27 5 yrs	MM	S/L	
i	Nonresidential real property	/		39 yrs	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

THE BEHRAKIS FOUNDATION
Form 4562 (2012) C/O STEPHANIE B. LIAKOS, TRUSTEE 04-3348263 Page 2

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year.					
SOFTWARE COSTS	083013	1,886.		36M	52.
43 Amortization of costs that began before your 2012 tax year				**43**	
44 **Total.** Add amounts in column (f). See the instructions for where to report				**44**	52.

2012 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - THE BEHRAKIS FOUNDATION
C/O STEPHANIE B. LIAKOS, TRUSTEE

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.
13	SOFTWARE COSTS	083013		36M	42	1,886.			1,886.			52.
	* TOTAL 990-PF PG 1 DEPR & AMORT					10,338.		0.	10,338.	8,452.	0.	52.

(D) - Asset disposed

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

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

CONTINUATION FOR 990-PF, PART IV
04-3348263 PAGE 1 OF 2

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	100 SHS JUNIPER NETWORKS INC	P	02/06/09	11/02/12
b	125 SHS PHILIP MORRIS INTL INC COM	P	11/26/01	11/21/12
c	25 SHS PHILIP MORRIS INTL INC COM	P	02/27/09	11/21/12
d	125 SHS URBAN OUTFITTERS INC	P	01/14/09	11/02/12
e	1502.664 SHS THIRD AVENUE VALUE INSTL CLASS	P	VARIOUS	05/08/13
f	75 SHS PACCAR INC	P	08/21/08	06/06/13
g	75 SHS PACCAR INC	P	10/08/08	06/06/13
h	25 SHS PACCAR INC	P	03/12/09	06/06/13
i	2634.033 SHS FIDELITY SHORT TERM BOND	P	06/03/10	06/11/13
j	50 SHS KOHLS CORP	P	12/17/07	06/07/13
k	125 SHS PRAXAIR INC	P	06/11/03	06/11/13
l	25 SHS PRAXAIR INC	P	10/22/08	06/11/13
m	225 SHS D R HORTON INC	P	01/26/09	06/14/13
n	50 SHS ADVANCED AUTO PARTS INC	P	04/28/08	06/19/13
o	50 SHS ADVANCED AUTO PARTS INC	P	10/07/08	06/19/13

	(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	1,718.		1,641.	77.
b	11,047.		3,035.	8,012.
c	2,209.		849.	1,360.
d	4,581.		1,805.	2,776.
e	83,383.		86,111.	<2,728.>
f	3,990.		3,254.	736.
g	3,990.		2,455.	1,535.
h	1,330.		570.	760.
i	22,600.		22,100.	500.
j	2,592.		2,376.	216.
k	14,387.		3,768.	10,619.
l	2,877.		1,531.	1,346.
m	5,392.		1,461.	3,931.
n	4,196.		1,761.	2,435.
o	4,196.		1,504.	2,692.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				77.
b				8,012.
c				1,360.
d				2,776.
e				<2,728.>
f				736.
g				1,535.
h				760.
i				500.
j				216.
k				10,619.
l				1,346.
m				3,931.
n				2,435.
o				2,692.

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	
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	

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05-01-12

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

CONTINUATION FOR 990-PF, PART IV
04-3348263 PAGE 2 OF 2

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	15095.493 SHS FIDELITY STRATEGIC INCOME	P	VARIOUS	07/09/13
b	CASH IN LIEU - MALLINCKRODT PLC ORDINARY USD	P	VARIOUS	07/10/13
c	190 SHS DANAHER CORP	P	01/04/08	09/05/13
d	50 SHS DANAHER CORP	P	04/21/08	09/05/13
e	150 SHS ALTRIA GROUP INC	P	12/16/08	09/17/13
f	125 SHS ALTRIA GROUP INC	P	01/13/09	09/17/13
g	75 SHS ALTRIA GROUP INC	P	01/20/09	09/17/13
h	150 SHS EDISON INTL	P	12/28/06	09/23/13
i	LT CAPITAL GAIN DIVIDEND	P		
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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	164,088.		159,843.	4,245.
b	26.			26.
c	12,790.		8,148.	4,642.
d	3,366.		1,883.	1,483.
e	5,322.		2,175.	3,147.
f	4,435.		2,025.	2,410.
g	2,661.		1,299.	1,362.
h	7,042.		6,899.	143.
i	13,063.			13,063.
j	2,082.			2,082.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,245.
b				26.
c				4,642.
d				1,483.
e				3,147.
f				2,410.
g				1,362.
h				143.
i				13,063.
j				2,082.
k				
l				
m				
n				
o				

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	66,870.
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

2012 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.
13	SOFTWARE COSTS	083013		36M	42	1,886.			1,886.			52.
	* TOTAL 990-PF PG 1 DEPR & AMORT					10,338.		0.	10,338.	8,452.	0.	52.

228102
05-01-12

(D) - Asset disposed

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

Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

00030334 02 AV 0 360 03030334 Envelope 536018340

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

2013 OCT 8 AM 11 18

Investment Report

September 1, 2013 - September 30, 2013

Interested Party

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704
Customer Service	800-544-6666

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Account Summary

Beginning value as of Sep 1	$3,898,519.48
Additions	141.01
Withdrawals	-38,175.31
Transaction costs, loads and fees	-24.49
Change in investment value	90,109.42
Ending value as of Sep 30	**$3,950,570.11**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00
Account trades from Oct 2012 - Sep 2013	14

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$5,350.39	$34,834.67
St cap gain	573 05	573.05
Lt cap gain	1,469 37	11,016.71
Total	**$7,392.81**	**$46,424.43**

Realized Gain/Loss from Sales

	This Period	Year to Date
Long-term gain	$13,185.53	$42.203.45
Long-term loss	0.00	-2.728.32
Net long	**13,185.53**	**39,475.13**

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

Holdings (Symbol) as of September 30, 2013

	Performance September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013
Stocks *24% of holdings*						
AXIS CAPITAL HOLDINGS LTD COM USD0 0125 (AXS) EAI $25.00, EY 2 31%		25.000	$43.310	$849.77c	$1.074 75	$1,082.75

Attachment A

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Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2013 - September 30, 2013

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2013	Performance September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013
COVIDIEN PLC USD0 20(POST CONSOLIDATION) (COV)		125.000	60.940	4,287.88c	7,425.00	7,617.50
EAI. $160 00, EY. 2 10%						
MALLINCKRODT PLC ORDINARY USD (MNK)		15.000	44.090	410.79c	654.75	661.35
ACE LIMITED ORD CHF28 43 (ACE)		50.000	93.560	2,246.58c	4,386.00	4,678.00
EAI· $102 00, EY: 2.18%						
AT&T INC COM (T)		350.000	33.820	13,501.50c	11,840.50	11,837.00
EAI. $630.00, EY. 5.32%						
ABBOTT LABORATORIES (ABT)		250.000	33.190	5,958.51c	8,332.50	8,297.50
EAI· $140 00, EY. 1 69%						
ABBVIE INC COM USD0 01 (ABBV)		250.000	44.730	6,461.50c	10,652.50	11,182.50
EAI $400 00, EY 3 58%						
AETNA INC NEW COM (AET)		250.000	64.020	12,014.89c	15,847.50	16,005.00
EAI: $200.00, EY· 1 25%						
APACHE CORP (APA)		100.000	85.140	10,980.00c	8,568.00	8,514.00
EAI. $80 00, EY. 0.94%						
APPLE INC (AAPL)		70.000	476.750	5,503.48c	34,105.12	33,372.50
EAI $854.00, EY· 2 56%						
BB & T CORP (BBT)		50.000	33.750	779.79c	1,698.00	1,687.50
EAI $46.00, EY: 2 73%						
BANK OF AMERICA CORP (BAC)		1,025.000	13.800	36,456.26c	14,473.00	14,145.00
EAI. $41 00, EY 0 29%						
BANK NEW YORK MELLON CORP (BK)		250.000	30.190	11,260.80c	7,435.00	7,547.50
EAI $150 00, EY· 1 99%						
BARD C R INC (BCR)		60.000	115.200	5,630.36c	6,892.20	6,912.00
EAI $50 40, EY: 0 73%						
BOEING CO (BA)		100.000	117.500	8,895.00c	10,392.00	11,750.00
EAI· $194 00, EY: 1 65%						
BRISTOL MYERS SQUIBB (BMY)		200.000	46.280	7,074.93c	8,338.00	9,256.00
EAI $280 00, EY 3 03%						
CVS CAREMARK CORP (CVS)		350.000	56.750	11,538.49c	20,317.50	19,862.50
EAI. $315 00, EY 1 59%						
CATERPILLAR INC (CAT)		75.000	83.400	2,292.37c	6,190.50	6,255.00
EAI $180 00, EY. 2 88%						

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Investment Report

September 1 2013 - September 30, 2013

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2013	Performance September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013
CELGENE CORP (CELG)		150.000	154.137	7,671 16c	20,997 00	23,120.55
CISCO SYS INC (CSCO)		1,000.000	23 431	21.327 69c	23,310 00	23.431.00
EAI $680 00, EY. 2 90%						
CONOCOPHILLIPS (COP)		125 000	69 510	4,567 05c	8.287 50	8,688 75
EAI $345 00, EY 3 97%						
CORNING INC (GLW)		625 000	14.590	10.677 42c	8,775 00	9.118.75
EAI $250 00, EY 2.74%						
DEERE & COMPANY (DE) -		50.000	81.390	1.420.73c	4.182.00	4,069.50
EAI· $102.00, EY: 2 51%						
DEVON ENERGY CORP NEW (DVN)		150.000	57.760	8,662.54c	8,563 50	8,664.00
EAI $132 00, EY: 1 52%						
DISNEY WALT CO (DIS)		550.000	64.490	14,662.27c	33,456.50	35,469.50
EAI. $412.50, EY 1 16%						
ECOLAB INC (ECL)		75 000	98.760	2.425 02c	6,851.25	7,407.00
EAI $69 00, EY. 0 93%						
EXELON CORP (EXC)		125.000	29.640	11.199 81c	3,811 25	3.705.00
EAI $155 00, EY 4.18%						
EXXON MOBIL CORP (XOM)		455 000	86.040	24,306 56c	39.657 80	39,148.20
EAI $1.146 60, EY 2 93%						
FIRSTENERGY CORP (FE)		125.000	36.450	9.102.50c	4.683.75	4.556.25
EAI $275.00, EY: 6 04%						
FREEPORT MCMORAN COPPER & GOLD INC (FCX)		250.000	33.080	8.663.24c	7,555 00	8,270 00
EAI. $312.50, EY· 3 78%						
FRONTIER COMMUNICATIONS CORP COM (FTR)		102.000	4.180	1,233.00c	441 66	426.36
EAI· $40 80, EY 9.57%						
GENERAL ELECTRIC CO (GE)		500 000	23.890	16,402.55c	11.570.00	11,945.00
EAI $380.00, EY 3 18%						
GENERAL MILLS INC (GIS)		50.000	47 920	1,510.65c	2,466.00	2.396.00
EAI: $76 00, EY: 3.17%						
GILEAD SCIENCES INC (GILD)		350.000	62.870	8,198 85c	21,094.50	22.004.50
GOLDMAN SACHS GROUP INC (GS)		105.000	158.210	12,349.15c	15,973.65	16.612.05
EAI $210.00, EY: 1 26%						
GOOGLE INC CL A (GOOG)		37.000	875.910	14,947 42c	31,335 30	32,408 67

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Investment Report

September 1, 2013 - September 30. 2013

Fidelity Accountsm 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2013	Performance September 30 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013
HESS CORP COM (HES) EAI $65.00, EY 1 29%		65.000	77.340	5,624.93c	4,865.25	5,027.10
HEWLETT-PACKARD CO DE (HPQ) EAI $246 84. EY· 2 77%		425.000	20.990	14.729 81c	9,494.50	8,920.75
INTL BUSINESS MACH (IBM) EAI $570.00, EY 2 05%		150 000	185.180	15,678.09c	27,340.50	27.777.00
JOHNSON CTLS INC (JCI) EAI $285 00, EY· 1 83%		375.000	41.500	6,366.50c	15,198.75	15,562.50
LAM RESEARCH CORP (LRCX)		125.000	51.200	2,509 86c	5.833 75	6,400.00
MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970 (MRO) EAI. $76 00, EY 2 18%		100.000	34.880	3,014.31c	3,443.00	3,488.00
MEAD JOHNSON NUTRITION CO COM (MJN) EAI. $57.12, EY. 1 83%		42.000	74.260	1,331.55c	3.151.26	3,118.92
MERCK & CO INC NEW COM (MRK) EAI $1,226 36, EY 3 61%		713.000	47.609	26,306.74c	33,717 77	33.945.21
METLIFE INC COM (MET) EAI $137 50. EY· 2 34%		125.000	46.950	3,678.42c	5.773.75	5,868.75
MICROSOFT CORP (MSFT) EAI $1.176 00. EY 3 37%		1,050.000	33.280	29,809.94c	35.070.00	34,944.00
MONSANTO CO NEW (MON) EAI· $86.00. EY 1 65%		50.000	104.370	5,859.68c	4.894.50	5,218 50
MORGAN STANLEY (MS) EAI. $70 00, EY 0 74%		350.000	26.950	12,314.21c	9,016.00	9.432.50
NIKE INC CLASS B (NKE) EAI $210.00. EY 1 16%		250.000	72.640	7,577.75c	15,705.00	18.160.00
NORFOLK SOUTHERN CRP (NSC) EAI $832 00. EY 2 69%		400.000	77.350	16.747.55c	28,864.00	30,940.00
OCCIDENTAL PETROLEUM CORP (OXY) EAI $320 00, EY. 2 74%		125.000	93.540	7,348.09c	11,026.25	11.692.50
PEPSICO INC (PEP) EAI $442 65. EY. 2.86%		195 000	79.500	13,456 17c	15,547 35	15,502.50

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Fidelity Account℠ **151-043206** THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2013	Performance September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013
PETROBANK ENERGY & RESOURCES LTD COM NPV ISIN #CA71647M1014 SEDOL #B8FT331 (PBEGF)		1,000.000	0.404	915 90	402.88	403.73
PFIZER INC (PFE) EAI $694 08, EY· 3 34%		723.000	28.725	10.385 03c	20,395.83	20.768 17
PHILLIPS 66 COM (PSX) EAI $77.50, EY· 2.16%		62.000	57 820	1.357.25c	3,540.20	3.584.84
PROCTER & GAMBLE CO (PG) EAI. $781 95, EY· 3.18%		325.000	75.590	15,472.37c	25,314.25	24,566 75
QUALCOMM INC (QCOM) EAI· $490 00, EY: 2.08%		350.000	67 320	13,520.57c	23.198.00	23,562.00
SAFEWAY INC COM NEW FMLY SAFEWAY STORES INC TO 2/23/90 (SWY) EAI. $280 00, EY. 2 50%		350.000	31.990	10,598.54c	9,065 00	11,196 50
SCHLUMBERGER LIMITED COM USD0 01 (SLB) EAI $337 50, EY, 1 41%		270.000	88.360	13,813.91c	21.853.80	23,857.20
STAPLES INC (SPLS) EAI $168.00, EY. 3 28%		350 000	14.650	7,664.56c	4,868 50	5.127.50
SYSCO CORP (SYY) EAI· $196 00, EY: 3 52%		175.000	31 830	5,539 13c	5,603 50	5,570.25
TD AMERITRADE HLDG CORP COM (AMTD) EAI $81.00, EY 1 38%		225.000	26.180	3.523 95c	5,775.75	5,890.50
TIME WARNER INC NEW COM NEW (TWX) EAI $449 65, EY· 1 75%		391 000	65.810	13.176.37c	23,667 23	25,731.71
TIME WARNER CABLE INC COM (TWC) EAI: $254 80, EY 2 33%		98.000	111.600	14,101 53c	10,520.30	10,936.80
TRAVELERS COS INC COM (TRV) EAI $200 00, EY· 2 36%		100.000	84.770	4,373.44c	7,990.00	8,477.00
US BANCORP DEL COM NEW (USB) EAI: $322 00, EY 2 52%		350.000	36 580	11,062.24c	12,645 50	12,803.00
UNITED TECHNOLOGIES CORP (UTX) EAI· $428.00, EY 1.98%		200 000	107.820	9,597 00c	20,020 00	21,564.00
VERIZON COMMUNICATIONS (VZ) EAI $901.00, EY· 4.54%		425 000	46 675	20,234.21c	20.136 50	19.836.87

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Investment Report

September 1, 2013 - September 30, 2013

Fidelity Accountsm 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2013	Performance September 30, 2013	Quantity September 30, 2013	Price per Unn September 30, 2013	Total Cost Basis	Total Value September 1, 2013	Total Value September 30, 2013
WALMART STORES INC (WMT) EAI $376 00, EY. 2.54%		200.000	73.960	8,889.93*c*	14.596.00	14,792.00
XILINX INC (XLNX) EAI· $300 00, EY 2.13%		300.000	46.851	6,898.59*c*	13,026.00	14,055.30
YAHOO INC (YHOO)		150.000	33.170	3,476.07*c*	4,068.00	4.975.50
YUM BRANDS INC (YUM) EAI $222 00, EY 2 07%		150.000	71.390	5,463.63*c*	10,503.00	10.708.50
ZIMMER HLDGS INC (ZMH) EAI $60 00, EY 0.97%		75.000	82.140	2,998.50*c*	5.931.75	6.160.50
Subtotal of Stocks				**680,886.83**		**952,671.53**
Mutual Funds *61% of holdings*						
FIDELITY DIVERSIFIED INTERNATIONAL (FDIVX) EAI $2,234.66, EY: 1.32%		4,900.571	34.600	131,992.34	158,190.43	169,559.76
SPARTAN 500 INDEX FD ADVANTAGE CLASS (FUSVX) EAI: $2,183 89, EY 1.93%		1.884.551	59.890	103,104.82	109,435.88	112,865 76
FIDELITY SMALL CAP STOCK (FSLCX) EAI· $532 31, EY. 0 31%		8,317.301	20.570	149,898.97	161,272.47	171,086.88
FID STOCK SELECTOR LARGE CAP VALUE FD (FSLVX) EAI $1,677.05, EY: 1.74%		6,681.474	14.390	105,642.15	93,340.19	96,146.41
FIDELITY CONVERTIBLE SECURITIES (FCVSX) EAI $4,372 43, EY 2 61%		5,620.092	29.770	118,998 78	160,397.43	167,310.14
FIDELITY STRATEGIC DIVIDEND & INCOME (FSDIX) EAI $3,555 49, EY 2 22%		11,734.294	13.630	126,444.70	156.770.17	159,938.43
FIDELITY SHORT TERM BOND (FSHBX) EAI· $9,561.98, EY 0 82%	*30-day Yield: 0.74%*	135,747.058	8.580	1,141,988.47	1,160,637.35	1,164,709.76
FIDELITY REAL ESTATE INCOME (FRIFX) EAI: $8,066 85, EY· 4 88%		14,693.714	11.260	164,735.19	167.067.53	165,451.22
ABERDEEN SELECT INTL EQUITY FUND II CL I (JETIX) EAI: $6,032.71, EY 2.82%		18,019.386	11 870	295,698.12*c*	201,276.54	213,890.11

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2013	Performance September 30, 2013	Quantity September 30, 2013	Price per Unit September 30, 2013	Total Cost Basis	Total Value September 1 2013	Total Value September 30, 2013
Subtotal of Mutual Funds				**2.338,503.54**		**2.420.958.47**
Core Account ***15% of holdings***						
FIDELITY CASH RESERVES (FDRXX)	*7-day Yield: 0.01%*	576.940.110	1 000	not applicable	571,967.09	576,940 11
EAI: $57.73. EY. 0.01%						
Subtotal of Core Account						**576,940.11**
Total				**$ 3,019.390.37**		**$3,950.570.11**

All positions held in cash account unless indicated otherwise

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY)** - EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be higher or lower EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security **For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.

Fidelity AccountSM **151-043206** THE BEHRAKIS FOUNDATION

Estimated Cash Flow rolling as of September 30 2013

The table below presents the estimated monthly interest and dividend income and return of principal that your current holdings may generate over the next rolling 12 months The cash flows displayed are estimates provided for informational purposes only and there is no guarantee that you will actually receive any of the amounts displayed These estimates should not be relied upon for making investment, trading or tax decisions The estimates for fixed rate domestic bond and CD income are calculated using the security s coupon rate The estimates for domestic common stock and mutual fund income are calculated using an indicated annual dividend (IAD) The IAD is an estimate of a security's dividend payments for the next 12 months calculated based on prior and/or declared dividends for that security IADs are sourced from third party vendors believed to be reliable, but no assurance can be made as to accuracy There are circumstances in which these estimates will not be presented for a specific security you hold **Please refer to Help/Glossary on Fidelity.com for additional information on these calculations.**

Month	Bond & CD Income	Bond & CD Principal	Stock Income	Mutual Fund Income	Total Estimated Cash Flow
Oct 2013	--	--	$1.313	$3.330	$4 643
Nov 2013	--	--	$1.521	$802	$2.323
Dec 2013	--	--	$2,562	$14.718	$17.280
Jan 2014	--	--	$1,439	$802	$2,241
Feb 2014	--	--	$1.521	$802	$2.323
Mar 2014	--	--	$2.182	$3,657	$5.839
Apr 2014	--	--	$1.407	$3,330	$4 737
May 2014	--	--	$1,521	$802	$2,323
Jun 2014	--	--	$2,276	$3,085	$5.361
Jul 2014	--	--	$1 287	$3,330	$4,617
Aug 2014	--	--	$1,547	$802	$2.349
Sep 2014	--	--	$2,276	$2,818	$5 094
Total	--	--	**$20,852**	**$38,278**	**$59,130**

-- not available

Bond & CD Income *includes interest payments for fixed rate bonds and Certificates of Deposit (CDs)*
Bond & CD Principal *includes maturing principal payments for CDs and the following bonds fixed rate, floating rate, variable rate, discount, and zero coupon*
Stock Income *includes estimated dividend payments for common stock, ADR's, and REITs*
Mutual Fund Income *includes estimated dividend payments for Fidelity and non-Fidelity mutual funds*

The table above does not include cash flow from the following securities: *preferred stocks, international stocks, exchange trade products (ETF's & ETN's), UITs, variable rate bonds, and international bonds, but may be included in future enhancements*

Transaction Details

(for holdings with activity this period)

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Investment Report

September 1, 2013 - September 30, 2013

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Core Account - *Fidelity Cash Reserves*

Description	Amount	Balance
Beginning		**$571,967.09**
Investment Activity		
Securities sold	$35,614.51	
Core account income	4.72	
Income	7.388.09	
Subtotal of Investment Activity	$43,007.32	

Description	Amount	Balance
Cash Management Activity		
Deposits	141.01	
Checking activity	-33,748.00	
Other withdrawals	-4,427 31	
Subtotal of Cash Management Activity	- $38,034.30	
Ending		**$576,940.11**

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
9/01	FIRSTENERGY CORP	Dividend received				$68 75
9/03	BB & T CORP	Dividend received				11.50
9/03	CONOCOPHILLIPS	Dividend received				86.25
9/03	PHILLIPS 66 COM	Dividend received				19.38
9/03	WALMART STORES INC	Dividend received				94.00
9/04	PFIZER INC	Dividend received				173.52
9/06	BOEING CO	Dividend received				48.50
9/06	FIDELITY REAL ESTATE INCOME	Dividend received				2,321.61
9/06	FIDELITY REAL ESTATE INCOME	Short-term cap gain				573.05
9/06	FIDELITY REAL ESTATE INCOME	Long-term cap gain				1,469.37
9/10	DANAHER CORP	You sold Transaction cost: -$8.24 *Long-term gain. $6.124 42*	-240 000	$67.35000	$10,031 34f	16,155.76
9/10	EXELON CORP	Dividend received				38.75
9/10	EXXON MOBIL CORP	Dividend received				286.65
9/10	INTL BUSINESS MACH	Dividend received				142 50
9/10	MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970	Dividend received				19.00
9/10	NORFOLK SOUTHERN CRP	Dividend received				208.00

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
9/10	UNITED TECHNOLOGIES CORP	Dividend received				107 00
9/12	MICROSOFT CORP	Dividend received				241.50
9/13	METLIFE INC COM	Dividend received				34.38
9/15	TIME WARNER INC NEW COM NEW	Dividend received				112.41
9/16	TIME WARNER CABLE INC COM	Dividend received				63.70
9/20	ALTRIA GROUP INC	You sold Transaction cost: -$8.17 *Long-term gain: $6,917.69*	-350.000	35.50000	5,499.14f	12,416.83
9/25	QUALCOMM INC	Dividend received				122.50
9/26	EDISON INTL EX-DIV DATE 09/26/13 RECORD DATE 09/30/13 PAYABLE DTE 10/31/13	You sold Transaction cost: -$8.08 *Long-term gain: $143.42*	-150.000	47.00000	6,898.50f	7,041.92
9/27	BANK OF AMERICA CORP	Dividend received				10.25
9/27	GOLDMAN SACHS GROUP INC	Dividend received				52.50
9/30	CORNING INC	Dividend received				62.50
9/30	DEVON ENERGY CORP NEW	Dividend received				33.00
9/30	FIDELITY CASH RESERVES	Dividend received				4.72
9/30	FIDELITY SHORT TERM BOND	Dividend received				800.41
9/30	FRONTIER COMMUNICATIONS CORP COM	Dividend received				10.20
9/30	HESS CORP COM	Dividend received				16.25

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Fidelity Accountsm 151-043206 THE BEHRAKIS FOUNDATION
Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Cost Basis of Close	Transaction Amount
9/30	PEPSICO INC	Dividend received				110.66
9/30	TRAVELERS COS INC COM	Dividend received				50.00

f - FIFO (First-In, First-Out)
Cost basis and gain/loss information is provided as a service to our customers and is based on standards for filing US Federal Tax Returns as determined by Fidelity This information is not intended to address tax law or reporting requirements applicable in your country of tax residence

Open Orders as of September 30, 2013

Date Entered	Expiration Date	Security	Description	Quantity	Limit Price	Market Price
6/ 05/ 13	12/ 02/ 13	LAM RESEARCH CORP (LRCX)	Sell limit	125.000	$55 00000	$51 20000

Expiration date details are available online or can be provided upon request

Cash Management Activity

Deposits (1)

Date	Description	Amount
9/10	DEPOSIT RECEIVED	$141.01
Total		**$141.01**

Checking Activity (8)

Check #	Date	Code	Description	Amount
1244	9/ 05		Check Paid	-$5,000.00
1245	9/ 06		Check Paid	-10,000.00
1249*	9/ 04		Check Paid	-1,000.00
1250	9/ 03		Check Paid	-12,500 00
1251	9/ 16		Check Paid	-450.00
1252	9/ 10		Check Paid	-1,298.00
1253	9/ 30		Check Paid	-500.00
1254	9/ 30		Check Paid	-3,000.00
Total				**-$33,748.00**

** Check number has been skipped.*

Other Withdrawals

Date	Reference	Description	Amount
9/5	ADP - FEES	DEBIT ADP PAYROLL FE	-$107.35
9/9	USATAXPYMT	DEBIT IRS	-400 00
9/16	ADP - TAX	DEBIT ADP TX/FINCL S	-1,109 45
9/16	ADP - TAX	DEBIT ADP TX/FINCL S	-2,703 16
9/25	ADP - FEES	DEBIT ADP PAYROLL FE	-107.35
Total			**-$4,427.31**

11/13

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

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/ 03	-$12,220.12	$559,746.97	9/ 10	15,800.67	563,626.34	9/ 25	15.15	572,247.70
9/ 04	-826.48	558,920.49	9/ 12	241.50	563,867.84	9/ 26	7,041 92	579,289.62
9/ 05	-5,107.35	553,813.14	9/ 13	34.38	563,902.22	9/ 27	62.75	579,352.37
9/ 06	-5,587.47	548,225.67	9/ 16	-4,086.50	559,815.72	9/ 30	-2,412.26	576,940.11
9/ 09	-400 00	547,825.67	9/ 20	12,416.83	572,232.55			

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

Additional 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).

EAI for fixed rate domestic bonds and CDs is calculated using the coupon rate. For all other securities, EAI is calculated using an indicated annual dividend (IAD). The IAD is an estimate of a security's dividend payments for the next 12 months calculated based on prior and/or declared dividends for that security. IADs are sourced from third party vendors believed to be reliable, but no assurance can be made as to accuracy. This third party data may not be promptly updated to reflect various corporate actions (for example, when an issuer has missed a scheduled dividend payment. announced changes to a payment schedule. or declared a stock split) and, as a result, the EAI and EY may be over or understated. Interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political and business conditions. **Please refer to the Help/Glossary on Fidelity.com for additional information regarding these calculations.**

EAI and EY are not provided for: preferred stocks. exchange traded products (ETFs & ETNs), UITs, variable rate bonds, and international stocks & bonds, but may be included in the future EAI is not displayed for amounts less than $10.

12/13

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 and include your account number 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 is the original amount paid to purchase a security, including the amount of reinvested dividends and capital gains Generally, we adjust cost basis for events such as returns of capital (including dividend reclassifications) and disallowed losses on wash sales on identical securities within the same account NFS is required to report certain cost basis and holding period information to the IRS on Form 1099-B However, cost basis, realized gain and loss and holding period information may not reflect adjustments required for your tax reporting purposes. 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 using its default methods of average cost for open-end mutual funds (except ETFs) and first-in, first-out (FIFO) for all other securities (including ETFs and shares held in dividend reinvestment plans) 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 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 866-408-1138.** 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 connection with access to purchase of and/or maintenance of positions in mutual fund and other investment products ("funds"), FBS or NFS may receive the sales loads and 12b-1 fees described in the prospectus as well as additional compensation, paid by the funds, their investment advisors or 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 funds those shares will be assigned either a load, transaction fee (TF) or no transaction fee (NTF) status. When you subsequently sell those shares any fees applicable to your transaction 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, including 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 (PAS) 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 for margin purposes and any increase or decrease from the previous week s value 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 by FBS acting as agent for your account or the Depository Trust Company (DTC)

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 if 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 loss Prices for Certificates of Deposit (CDs) on your statement are generally 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, if 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 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 with marketing and shareholder services provided by FBS or NFS **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® and Fidelity® Strategic Disciplines are services of Strategic Advisers Inc a registered investment advisor and a Fidelity Investments company Fidelity® Personalized Portfolios 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

586130 9 0

The Behrakis Foundation EIN: 04-3348263

The Behrakis Foundation
October 1, 2012-September 30, 2013

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 2013	109 Highland Ave Needham,MA 02494	N/A	501(C)(3)	Health Services	$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
Alpha Omega 2011 match	Po BOX 752 Foxborough MA 02035	N/A	501(C)(3)	Education	$5,000 00
Alpha Omega 2012 2nd Matching gift catch up	Po BOX 752 Foxborough MA 02035	N/A	501(C)(3)	Education	$5 000 00
Alpha Omega Dinner Sponsor 2013	Po BOX 752 Foxborough, MA 02035	N/A	501(C)(3)	Education	$5 000 00
American College of Greece-study abroad	10 Liberty Sq Boston MA 02109	N/A	501(C)(3)	Education	$1 000 00
American School of Classical Studies- Dr Camp 2/5	6-8 Charlton St, Princeton NJ 08540	N/A	501(C)(3)	Education	$20 000 00
Boys Club of Lowell 2013 Golf	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$5 000 00
Boys Club of Lowell 2012 Holiday Auction	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$1 500 00
Caring Partners Inc (Antons)	500 Clark RD Ste 3A Tewksbury, MA 01876	N/A	501(C)(3)	Humanitarian	$1,000 00
Challenge Unlimited/Ironstone Farm (1/3)	450 Lowell ST Andover MA 01810	N/A	501(C)(3)	Humanitarian	$5,000 00
Christos Tsaganis Memorial Fund-golf	54 Brookside RD Bourne MA 02532	N/A	501(C)(3)	Education	$1,000 00
Celebrities for Charities Foundation	38 Main St Andover, MA 01810	N/A	501(C)(3)	Humanitarian	$12,500 00
Children's Hospital	401 Park DR Ste 602 Boston MA 02215	N/A	501(C)(3)	Health Services	$10,000 00
D'Youville Manor 1/5	981 Varnum Avenue, Lowell, MA 01854	N/A	501(C)(3)	Health Services	$5,000 00
Girls Inc- 750 Club	220 Worthen St Lowell Ma 01852	N/A	501(C)(3)	Community Service	$750 00
Girls Inc-Celebration of Todays Woman-D O'Brien	220 Worthen St Lowell Ma 01852	N/A	501(C)(3)	Community Service	$1 000 00
HAA Golf 2013	PO Box 1252 Lowell, MA 01854	N/A	501(C)(3)	Education	$2,500 00
Hellenic College-2013 Golf Tournament	50 Goddard Ave Brookline, MA	N/A	501(C)(3)	Education	$5,000 00
Hellenic College-75th Jubilee Sponsor	50 Goddard Ave Brookline, MA	N/A	501(C)(3)	Education	$500 00
Honor Flight New England	Po BOX 16287 Hooksett NH	N/A	501(C)(3)	Humanitarian	$750 00
IOCC-Prayer Journal	110 West RD Suite 360 Baltimore, MD	N/A	501(C)(3)	Humanitarian	$5,000 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/Salute to Women	491 Dutton St Ste 1 Lowell MA 01854	N/A	501(C)(3)	Community Service	$450 00
Maliotis Cultural Center	Po Box 300189 Jamaica Plain, MA 02130	N/A	501(C)(3)	Arts	*$1,000 00*
Melmark	461 River RD Andover MA 01810	N/A	501(C)(3)	Humanitarian	*$1,000 00*
Metropolis of Boston-Golf 2013	162 Goddard Ave Brookline MA 02446	N/A	501(C)(3)	Religious	$5,000 00
Merrimack Valley Housing Partnership	PO BOX 1042 Lowell MA 01853	N/A	501(C)(3)	Community Service	$2 000 00
Merrimack Valley Food Bank	735 Broadway ST Lowell MA 01854	N/A	501(C)(3)	Humanitarian	$1 500 00
Merrimack Valley Food Bank Golf 2013	735 Broadway ST Lowell, MA 01854	N/A	501(C)(3)	Humanitarian	$1 800 00
Middlesex Community College Celebrity Forum	591 springs RD Bedford, MA 01730	N/A	501(C)(3)	Education	$2 500 00
MSPCA	350 S Huntington Ave Boston, MA 02115	N/A	501(C)(3)	Animal Protection	$8,000 00
Museum of Science 1/5	1 Science Park, Boston, MA 02114	N/A	501(C)(3)	Education	$5 000 00
New England Aquarium-Navigator Society	Central Wharf Boston, MA 02110	N/A	501(C)(3)	Education	*$2 500 00*
New England Conservatory	290 Huntington Ave Boston MA 02115	N/A	501(C)(3)	Education	*$1,500 00*
Pollard Memorial Library	401 Merrimack St Lowell, Ma 01852	N/A	501(C)(3)	Education	$500 00
Spaulding Rehab Golf Sponsor	1575 Cambridge St Cambridge, MA 02138	N/A	501(C)(3)	Health Services	$3 000 00
Tewksbury Community Pantry Inc-Golf Sponsor	999 Whipple St Tewksbury Ma 01876	N/A	501(C)(3)	Community Service	$500 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
The Transfiguration Greek Orthodox Church	25Fr John Sarantos Way Lowell MA 01854	N/A	501(C)(3)	Religious	$1,000 00
YMCA	35 YMCA DR Lowell MA	N/A	501(C)(3)	Community Service	$5 000 00
TOTAL					$162,800 00

Attachment B 1/1

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

SOURCE	AMOUNT
MONEY MARKET DIVIDEND	55.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	55.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	68,076.	2,082.	65,994.
TOTAL TO FM 990-PF, PART I, LN 4	68,076.	2,082.	65,994.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,209.	1,209.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,209.	1,209.	

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	9,153.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,153.	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	1,143.	0.		0.
PAYROLL SERVICE	2,557.	0.		0.
DUES & MEMBERSHIPS	505.	0.		0.
POSTAGE	24.	0.		0.
FILING FEES	835.	0.		0.
MEALS & ENTERTAINMENT	573.	0.		0.
AMORTIZATION	52.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,689.	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 OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PAYROLL DEDUCTIONS PAID IN CURRENT YEAR BUT INCLUDED IN PRIOR YEAR EXPENSES	3,813.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,813.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER HARDWARE	2,702.	2,702.	0.	0.
SOFTWARE COSTS	5,750.	5,750.	0.	0.
SOFTWARE COSTS	1,886.	52.	1,834.	1,834.
TO 990-PF, PART II, LN 14	10,338.	8,504.	1,834.	1,834.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	666,799.	952,672.
TOTAL TO FORM 990-PF, PART II, LINE 10B	666,799.	952,672.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	COST	2,338,504.	2,420,958.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,338,504.	2,420,958.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

GEORGE D. BEHRAKIS
MARGO BEHRAKIS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEPHANIE B. LIAKOS, TRUSTEE
80 HAYDEN AVENUE
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.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE BEHRAKIS FOUNDATION
C/O STEPHANIE B. LIAKOS, TRUSTEE

Employer identification number (EIN) or
04-3348263

Number, street, and room or suite no If a P O box, see instructions
80 HAYDEN AVENUE

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
LEXINGTON, MA 02421

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHANIE B. LIAKOS, TRUSTEE
  80 HAYDEN AVENUE - LEXINGTON, MA 02421
  Telephone No ▶ 781-861-9114 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ ☐ calendar year ______ or
▶ ☒ tax year beginning OCT 1, 2012 , and ending SEP 30, 2013

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 3,572.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 1,572.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 2,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

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