Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning OCT 1, 2013, and ending SEP 30, 2014

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) / Room/suite
80 HAYDEN AVENUE

B Telephone number
(781) 861-9114

City or town, state or province, country, and ZIP or foreign postal 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: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,975,768.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	50.	50.		STATEMENT 1
	4 Dividends and interest from securities	55,818.	55,818.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,979.			
	b Gross sales price for all assets on line 6a 134,477.				
	7 Capital gain net income (from Part IV, line 2)		48,979.		
	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	266.	266.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	105,113.	105,113.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	85,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	7,636.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	6,731.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	9,562.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	108,929.	0.		0.
	25 Contributions, gifts, grants paid	216,750.			216,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	325,679.	0.		216,750.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<220,566.>			
	b **Net investment income** (if negative, enter -0-)		105,113.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	576,940.	437,323.	437,323.
	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 9	666,799.	631,577.	1,092,833.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	2,338,504.	2,289,593.	2,444,407.
	14 Land, buildings, and equipment basis ▶ 10,338.			
	Less accumulated depreciation STMT 8 ▶ 9,133.	1,834.	1,205.	1,205.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,584,077.	3,359,698.	3,975,768.
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	3,584,077.	3,359,698.	
	30 **Total net assets or fund balances**	3,584,077.	3,359,698.	
	31 **Total liabilities and net assets/fund balances**	3,584,077.	3,359,698.	

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	3,584,077.
2	Enter amount from Part I, line 27a	2	<220,566.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,363,511.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	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	3,359,698.

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 STATEMENT			
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	134,477.		85,498.	48,979.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				48,979.

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** 48,979.

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))
2012	162,800.	3,835,385.	.042447
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

2	**Total** of line 1, column (d)	2	.225556
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	.045111
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,969,043.
5	Multiply line 4 by line 3	5	179,047.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,051.
7	Add lines 5 and 6	7	180,098.
8	Enter qualifying distributions from Part XII, line 4	8	216,750.

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,051.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,051.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,051.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	888.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	888.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	2.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	165.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	Refunded ▶		11	

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 the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	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 2013 or the taxable year beginning in 2013 (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 2013, 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	3,529,023.
b	Average of monthly cash balances			1b	500,462.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,029,485.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	4,029,485.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	60,442.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,969,043.
6	**Minimum investment return.** Enter 5% of line 5			6	198,452.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	198,452.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,051.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,051.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	197,401.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	197,401.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	197,401.

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	216,750.
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	216,750.
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	1,051.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	215,699.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				197,401.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 — 25,432.				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	25,432.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 216,750.				
a Applied to 2012, 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 2013 distributable amount				197,401.
e Remaining amount distributed out of corpus	19,349.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,781.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	25,432.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	19,349.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 — 19,349.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 11

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

NONE

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

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

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

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
REFER TO ATTACHMENT B	N/A	501(C)(3)	REFER TO ATTACHMENT B	216,750.
Total			▶ 3a	216,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	50.	
4 Dividends and interest from securities			14	55,818.	
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	266.	
8 Gain or (loss) from sales of assets other than inventory			18	48,979.	
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.		105,113.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 105,113.

(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

Stephanie B Liakos 8/15/15 TRUSTEE

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: A. Parakstas	Preparer's signature: A. Parakstas	Date: 8/11/15	Check ☐ if self-employed	PTIN 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	

Fidelity INVESTMENTS

Investment Report

September 1, 2014 - September 30, 2014

FIDELITY PRIVATE CLIENT GROUP℠

00024524 02 AV 0 378 02024524 Envelope 536019071

2014 OCT 10 PM 2 23

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

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	$4,043,497 68
Additions	52 06
Withdrawals	-16,847.08
Change in investment value	-52,339 78
Ending value as of Sep 30	**$3,974,562.88**
Accrued Interest (AI)	$0 00
Change in AI from last statement	$0.00
Account trades from Oct 2013 - Sep 2014	8

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$5,063 33	$34,389 17
St cap gain	117 55	145 65
Lt cap gain	2,556.71	19,769.89
Total	**$7,737.59**	**$54,304.71**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$0 00	$18 53
Long-term gain	$0.00	$3 618.43
Long-term loss	0 00	-3,439 08
Net long	**0.00**	**179.35**

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

Holdings (Symbol) as of September 30 2014	Performance September 30 2014	Quantity September 30, 2014	Price per Unit September 30 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
Stocks *27% of holdings*						
AXIS CAPITAL HOLDINGS LTD COM USD0 0125 (AXS) EAI. $27 00, EY 2 28%		25.000	$47.330	$849.77c	$1,205.50	$1,183.25

Attachment A 1/12

Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2014 - September 30, 2014

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2014	Performance September 30, 2014	Quantity September 30, 2014	Price per Unit September 30, 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
COVIDIEN PLC USD0 20(POST CONSOLIDATION) (COV) EAI $180.00, EY 1 66%		125.000	86.510	4,287.88c	10,853.75	10,813.75
MALLINCKRODT PLC ORDINARY USD (MNK)		15.000	90 150	410.79c	1,222.35	1,352.25
ACE LIMITED ORD CHF26 01 (ACE) EAI $130 00, EY 2.48%		50.000	104.870	2,246.58c	5,316.50	5,243.50
AT&T INC COM (T) EAI $644 00, EY 5 22%		350.000	35.240	13,501.50c	12,236.00	12,334.00
ABBOTT LABORATORIES (ABT) EAI $220 00, EY 2 12%		250.000	41.590	5,958.51c	10,560.00	10,397.50
ABBVIE INC COM USD0 01 (ABBV) EAI $420 00, EY 2 91%		250.000	57.760	6,461.50c	13,820.00	14,440.00
AETNA INC NEW COM (AET) EAI $225 00, EY 1 11%		250 000	81.000	12,014.89c	20,532.50	20,250.00
APACHE CORP (APA) EAI $100 00, EY 1.07%		100.000	93.870	10,980 00c	10,183.00	9,387.00
APPLE INC (AAPL) EAI $921.20, EY 1.87%		490.000	100.750	5,503.48c	50,225.00	49,367.50
BB & T CORP (BBT) EAI $48 00, EY 2 58%		50.000	37.210	779.79c	1,866.50	1,860.50
BANK OF AMERICA CORP (BAC) EAI $205 00, EY 1 17%		1,025.000	17.050	36,456 26c	16,492.25	17,476 25
BANK NEW YORK MELLON CORP (BK) EAI $170 00, EY 1.76%		250.000	38.730	11,260.80c	9,795.00	9,682 50
BARD C R INC (BCR) EAI $52 80, EY 0 62%		60.000	142.710	5,630.36c	8,906.40	8,562 60
BLACKHAWK NETWORK HLDGS INC COM USD0 001 CL B (HAWKB)		57.000	32.300	1,396.50	1,565.79	1,841.10
BOEING CO (BA) EAI $292 00, EY 2 29%		100.000	127.380	8,895.00c	12,680 00	12,738.00
BRISTOL MYERS SQUIBB (BMY) EAI $288 00, EY 2 81%		200.000	51.180	7,074.93c	10,130.00	10,236.00
CVS HEALTH CORP COM (CVS) EAI: $385.00, EY: 1.38%		350.000	79.590	11,538.49c	27,807.50	27,856.50

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Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

September 1, 2014 - September 30, 2014

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2014	Performance September 30, 2014	Quantity September 30, 2014	Price per Unit September 30, 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
CATERPILLAR INC (CAT)		75 000	99.030	2,292.37c	8,180.25	7,427.25
EAI $210 00, EY 2 83%						
CELGENE CORP (CELG)		300.000	94.780	7,671.16c	28,506.00	28,434.00
CISCO SYS INC (CSCO)		1,000.000	25 170	21,327.69c	24,990 00	25,170.00
EAI $760 00, EY 3.02%						
CONOCOPHILLIPS (COP)		125.000	76.520	4 567.05c	10,152.50	9,565.00
EAI $365 00 EY 3 82%						
DEERE & COMPANY (DE)		50.000	81.990	1,420.73c	4,204.50	4.099.50
EAI $120 00 EY 2 93%						
DEVON ENERGY CORP NEW (DVN)		150.000	69.180	8,662.54c	11,313.00	10,227.00
EAI $144 00, EY 1 41%						
DISNEY WALT CO (DIS)		550.000	89.030	14,682.27c	49,434.00	48,966.50
EAI $473 00, EY 0 97%						
ECOLAB INC (ECL)		75.000	114.830	2,425.02c	8,611.50	8,612.25
EAI $82 50, EY. 0 96%						
EXELON CORP (EXC)		125.000	34.090	11,199.81c	4,177.50	4,261.25
EAI $155 00 EY 3.64%						
EXXON MOBIL CORP (XOM)		455.000	94.050	24,306.56c	45,254.30	42.792.75
EAI $1,255 80, EY 2 93%						
FIRSTENERGY CORP (FE)		125 000	33.570	9,102.50c	4,280.00	4,196.25
EAI $180 00. EY 4 29%						
FREEPORT MCMORAN INC (FCX)		250.000	32.650	8,663.24c	9,092.50	8,162.50
EAI $312 50. EY 3 83%						
FRONTIER COMMUNICATIONS CORP COM (FTR)		102.000	6.510	1.197.64c	692.58	664.02
EAI. $40 80, EY 6 14%						
GENERAL ELECTRIC CO (GE)		500.000	25.620	16,402.55c	12,990.00	12,810.00
EAI $440 00, EY. 3 43%						
GENERAL MILLS INC (GIS)		50.000	50.450	1,510.35c	2,669 00	2,522.50
EAI $82 00. EY 3 25%						
GILEAD SCIENCES INC (GILD)		350.000	106.450	8,198.85c	37,646.00	37 257.50
GOLDMAN SACHS GROUP INC (GS)		105.000	183.570	12,349.15c	18,806.55	19,274.85
EAI $231 00, EY 1 20%						
GOOGLE INC CL A (GOOGL)		37.000	588.410	7,485.22c	21 547.32	21,771.17

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2014	Performance September 30, 2014	Quantity September 30, 2014	Price per Unit September 30, 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
GOOGLE INC CL C (GOOG)		37.000	577.360	7,462.20c	21,149.20	21,362.32
HESS CORP COM (HES)		65.000	94.320	5,624.93c	6,571.50	6,130.80
EAI. $65.00. EY 1 06%						
HEWLETT-PACKARD CO DE (HPQ)		425.000	35.470	14,729.81c	16,150.00	15,074.75
EAI $272 00, EY 1 80%						
INTL BUSINESS MACH (IBM)		150.000	189.830	15,678.09c	28,845.00	28,474.50
EAI. $660 00, EY 2 32%						
JOHNSON CTLS INC (JCI)		375.000	44.000	6,366.50c	18,303.75	16,500.00
EAI· $330 00 EY 2 00%						
MARATHON OIL CORP ISIN #US5658491064		100.000	37.590	3.014.31c	4.169.00	3,759.00
SEDOL #2910970 (MRO)						
EAI $84 00. EY· 2 23%						
MEAD JOHNSON NUTRITION CO COM (MJN)		42.000	96.220	1,331.55c	4,015.20	4,041.24
EAI. $63 00, EY 1 56%						
MERCK & CO INC NEW COM (MRK)		713.000	59 280	26,306.74c	42,858.43	42,266.64
EAI $1,254 88, EY 2 97%						
METLIFE INC COM (MET)		125.000	53.720	3,678.42c	6,842.50	6,715.00
EAI $175 00, EY 2 61%						
MICROSOFT CORP (MSFT)		850.000	46.360	23,320.46c	38,615.50	39,406.00
EAI. $1,054 00, EY 2.67%						
MONSANTO CO NEW (MON)		50.000	112.510	5,859.68c	5,782.50	5,625.50
EAI $98 00, EY 1 74%						
MORGAN STANLEY (MS)		350.000	34.570	12,314.21c	12,008.50	12,099.50
EAI· $140 00, EY· 1 16%						
NIKE INC CLASS B (NKE)		250.000	89.200	7.577.75c	19.637.50	22,300.00
EAI $240 00, EY 1 08%						
NORFOLK SOUTHERN CRP (NSC)		300.000	111.600	12,598.55c	32.100.00	33,480.00
EAI: $684.00, EY· 2 04%						
OCCIDENTAL PETROLEUM CORP (OXY)		125.000	96.150	7,348.09c	12,966 25	12,018.75
EAI $360 00, EY 3 00%						
PEPSICO INC (PEP)		195.000	93.090	13,456.17c	18,035.55	18,152.55
EAI. $510 90, EY. 2.81%						
PFIZER INC (PFE)		723.000	29.570	10,385.03c	21.248.97	21.379.11
EAI: $751.92, EY: 3.52%						

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2014	Performance September 30, 2014	Quantity September 30, 2014	Price per Unit September 30, 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
PHILLIPS 66 COM (PSX) EAI $124 00, EY 2 46%		62.000	81.310	1,357.25c	5,395.24	5,041.22
PROCTER & GAMBLE CO (PG) EAI $836 68, EY. 3 07%		325.000	83.740	15,472.37c	27,010.75	27,215.50
QUALCOMM INC (QCOM) EAI $588 00 EY 2 25%		350.000	74.770	13,520.57c	26,635.00	26,169.50
SAFEWAY INC COM NEW FMLY SAFEWAY STORES INC TO 2/23/90 (SWY) EAI: $322 00, EY 2.68%		350 000	34.300	10,598 54c	12,173.00	12,005 00
SCHLUMBERGER LIMITED COM USD0 01 (SLB) EAI $320 00, EY 1 57%		200.000	101.690	9,042 43c	21,928.00	20,338.00
STAPLES INC (SPLS) EAI $48.00, EY: 3 97%		100.000	12.100	1,934 97c	1,168.00	1,210.00
SYSCO CORP (SYY) EAI $203 00 EY 3.06%		175.000	37.950	5.539.13c	6,620.25	6,641.25
TD AMERITRADE HLDG CORP COM (AMTD) EAI $108 00, EY 1 44%		225.000	33 370	3 523.95c	7,449.75	7,508 25
TIME INC COM USD0 01 (TIME)		37.000	23.430	364.74c	868.76	866.91
TIME WARNER INC NEW COM NEW (TWX) EAI $381 00, EY 1.69%		300 000	75.210	8,758.06c	23,109.00	22,563.00
TIME WARNER CABLE INC COM (TWC) EAI $294 00, EY 2 09%		98.000	143.490	14,101.53c	14.497.14	14,062.02
TOUCHSTONE EXPLORATION INC COM NPV ISIN #CA89156L1085 SEDOL #BMNS9K7 (PBEGF)		500.000	0.680	915 90	391.79	340.02
TRAVELERS COS INC COM (TRV) EAI $220 00, EY 2 34%		100.000	93.940	4.373.44c	9,471.00	9,394.00
US BANCORP DEL COM NEW (USB) EAI $343 00, EY 2 34%		350.000	41 830	11 062.24c	14 798 00	14.640 50
UNITED TECHNOLOGIES CORP (UTX) EAI $472 00, EY 2 23%		200.000	105 600	9,597.00c	21,596.00	21,120.00
VERIZON COMMUNICATIONS (VZ) EAI $935 00. EY 4 40%		425.000	49.990	20,234.21c	21,173.50	21 245 75

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2014	Performance September 30, 2014	Quantity September 30, 2014	Price per Unit September 30, 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
WALMART STORES INC (WMT)		200.000	76.470	8,889.93c	15,100.00	15,294.00
EAI $384.00, EY 2.51%						
XILINX INC (XLNX)		300.000	42.350	6,898.59c	12,675.00	12,705.00
EAI. $348 00, EY 2.74%						
YAHOO INC (YHOO)		150 000	40.750	3,476.07c	5,776.50	6,112.50
YUM BRANDS INC (YUM)		150.000	71.980	5,463.63c	10,864.50	10,797.00
EAI $246 00, EY 2.28%						
ZIMMER HLDGS INC (ZMH)		75.000	100.550	2,998 50c	7,448.25	7,541.25
EAI $66 00, EY 0 88%						
Subtotal of Stocks				**643,887.57**		**1,092,832.82**
Mutual Funds *62% of holdings*						
FIDELITY DIVERSIFIED INTERNATIONAL (FDIVX)		4,900.571	36.130	131,992.34	183,036.33	177,057.63
EAI: $1,558 38, EY 0 88%						
SPARTAN 500 INDEX FD ADVANTAGE CLASS (FUSVX)		1,884.551	70.290	103,104.82	134,349.64	132,465.09
EAI $2,386 20, EY 1 80%						
FIDELITY SMALL CAP STOCK (FSLCX)		8,317.301	18.980	149,898.97	164,848.91	157,898.03
EAI $889 95, EY 0 56%						
FID STOCK SELECTOR LARGE CAP VALUE FD (FSLVX)		6,681.474	16 530	105,642.15	113,317.80	110,444.77
FIDELITY CONVERTIBLE SECURITIES (FCVSX)		5,620.092	32.510	118,998.78	188,216.88	182,709.19
EAI $3,495 70, EY: 1.91%						
FIDELITY STRATEGIC DIVIDEND & INCOME (FSDIX)		11,734.294	14 940	126,444.70	179,534.70	175,310.35
EAI $4,705 45, EY 2 68%						
FIDELITY SHORT TERM BOND (FSHBX)	*30-day Yield: 0.83%*	129,933.105	8 590	1,093,077.89	1,117,424.70	1,116,125.37
EAI $10,247 42, EY 0 92%						
FIDELITY REAL ESTATE INCOME (FRIFX)		14,693.714	11.500	164,735.19	177,500.07	168,977.71
EAI $7,317 47, EY 4.33%						
ABERDEEN SELECT INTL EQUITY FUND II CL I (JETIX)		18,019.386	12.410	295,698.12c	235,693.56	223,620.58
EAI $490 67, EY 0 22%						
Subtotal of Mutual Funds				**2,289,592.96**		**2,444,408.72**
Core Account *11% of holdings*						
FIDELITY CASH RESERVES (FDRXX)	*7-day Yield: 0.01%*	437,323.340	1.000	not applicable	446,180.77	437,323.34
EAI: $43.67, EY: 0.01%						

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FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

September 1, 2014 - September 30, 2014

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Holdings (Symbol) as of September 30, 2014	Performance September 30, 2014	Quantity September 30 2014	Price per Unit September 30, 2014	Total Cost Basis	Total Value September 1, 2014	Total Value September 30, 2014
Subtotal of Core Account						437,323.34
Total				$ 2,933,460.53		$3,974,562.88

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.***

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Estimated Cash Flow rolling as of September 30, 2014

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 2014	--	--	$1,396	$3,504	$4,900
Nov 2014	--	--	$1,680	$858	$2,538
Dec 2014	--	--	$2,245	$7,828	$10,073
Jan 2015	--	--	$1,965	$858	$2,823
Feb 2015	--	--	$1,680	$858	$2,538
Mar 2015	--	--	$2,245	$2,687	$4,932
Apr 2015	--	--	$1,492	$3,504	$4,996
May 2015	--	--	$1,680	$858	$2,538
Jun 2015	--	--	$2,341	$3,132	$5,473
Jul 2015	--	--	$1,396	$3,504	$4,900
Aug 2015	--	--	$1,680	$858	$2,538
Sep 2015	--	--	$2,341	$2,687	$5,028
Total	--	--	**$22,141**	**$31,136**	**$53,277**

-- 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, 2014 - September 30, 2014

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Core Account - *Fidelity Cash Reserves*

Description	Amount	Balance
Beginning		$446,180.77
Investment Activity		
Core account income	$3.68	
Income	7,733.91	
Subtotal of Investment Activity	$7,737 59	
Cash Management Activity		

Description	Amount	Balance
Deposits	52 06	
Checking activity	-9,794 00	
Other withdrawals	-7,853 08	
Subtotal of Cash Management Activity	- $16,595 02	
Ending		$437,323.34

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/01	FIRSTENERGY CORP	Dividend received			$45.00
9/02	BB & T CORP	Dividend received			12.00
9/02	CONOCOPHILLIPS	Dividend received			91.25
9/02	PHILLIPS 66 COM	Dividend received			31.00
9/03	PFIZER INC	Dividend received			187.98
9/03	WALMART STORES INC	Dividend received			96.00
9/05	BOEING CO	Dividend received			73 00
9/05	FIDELITY REAL ESTATE INCOME	Dividend received			1,924.88
9/05	FIDELITY REAL ESTATE INCOME	Short-term cap gain			117.55
9/05	FIDELITY REAL ESTATE INCOME	Long-term cap gain			2,556 71
9/10	EXELON CORP	Dividend received			38.75
9/10	EXXON MOBIL CORP	Dividend received			313.95
9/10	INTL BUSINESS MACH	Dividend received			165.00
9/10	MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970	Dividend received			21 00
9/10	NORFOLK SOUTHERN CRP	Dividend received			171.00
9/10	UNITED TECHNOLOGIES CORP	Dividend received			118 00
9/11	MICROSOFT CORP	Dividend received			238 00
9/12	METLIFE INC COM	Dividend received			43.75

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Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Transaction Details

Investment Activity

Settlement Date	Security	Description	Quantity	Price per Unit	Transaction Amount
9/15	TIME WARNER INC NEW COM NEW	Dividend received			95.25
9/15	TIME WARNER CABLE INC COM	Dividend received			73.50
9/24	QUALCOMM INC	Dividend received			147.00
9/26	BANK OF AMERICA CORP	Dividend received			51.25
9/29	GOLDMAN SACHS GROUP INC	Dividend received			57.75
9/30	DEVON ENERGY CORP NEW	Dividend received			36.00
9/30	FIDELITY CASH RESERVES	Dividend received			3.68
9/30	FIDELITY SHORT TERM BOND	Dividend received			819.16
9/30	FRONTIER COMMUNICATIONS CORP COM	Dividend received			10.20
9/30	HESS CORP COM	Dividend received			16.25
9/30	PEPSICO INC	Dividend received			127 73
9/30	TRAVELERS COS INC COM	Dividend received			55 00

Cash Management Activity

Deposits (1)

Date	Description	Amount	Date	Description	Amount	Date	Description	Amount
9/24	DEPOSIT RECEIVED	$52 06	Total		$52.06			

Checking Activity (3)

Check #	Date	Code	Description	Amount	Check #	Date	Code	Description	Amount
1305	9/03		Check Paid	-$1,294.00	1307	9/24		Check Paid	-5,000.00
1306	9/23		Check Paid	-2,500.00	Total				-$8,794.00

Fidelity INVESTMENTS

Investment Report

September 1 2014 - September 30, 2014

FIDELITY PRIVATE CLIENT GROUP℠

Fidelity Account℠ 151-043206 THE BEHRAKIS FOUNDATION

Other Withdrawals

Date	Reference	Description	Amount	Date	Reference	Description	Amount
9/5	ADP - FEES	DEBIT ADP PAYROLL FE	-$113.94	9/30	ADP - TAX	DEBIT ADP TX/FINCL S	-1,105 59
9/15	ADP - TAX	DEBIT ADP TX/FINCL S	-1,105 58	9/30	ADP - TAX	DEBIT ADP TX/FINCL S	-2,707.01
9/15	ADP - TAX	DEBIT ADP TX/FINCL S	-2,707 02	Total			-$7,853.08
9/26	ADP - FEES	DEBIT ADP PAYROLL FE	-113 94				

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
9/02	$179 25	$446,360.02	9/11	238 00	450,973 90	9/24	-4,830.94	440,072.86
9/03	-1,010 02	445,350.00	9/12	43 75	451,017.65	9/26	-62.69	440,010 17
9/05	4.558 20	449,908.20	9/15	-3,643.85	447,373 80	9/29	57.75	440,067.92
9/10	827.70	450,735.90	9/23	-2,500 00	444,873 80	9/30	-2,744.58	437 323.34

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

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

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The Behrakis Foundation
October 1, 2013-September 30, 2014

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 2014	109 Highland Ave Needham,MA 02494	N/A	501(C)(3)	Health Services	$10,000 00
AAFA-Comedy Show 2014	110 Highland Ave Needham,MA 02494	N/A	501(C)(3)	Health Services	$2,500 00
AHEPA-Patriarch transportation	1909 Q Street N W Suite 500 Washington, DC 20009	N/A	501(C)(3)	Community Service	$1 000 00
AHEPA-Hellas Golf	1909 Q Street, N W, Suite 500 Washington, DC 20009	N/A	501(C)(3)	Community Service	$2,500 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 Dinner Sponsor 2014	Po BOX 752 Foxborough, MA 02035	N/A	501(C)(3)	Education	$5,000 00
AmericanCollegeofGreece-Achievement Award sponsor	10 Liberty Sq Boston MA 02109	N/A	501(C)(3)	Education	$4,000 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 3/5	6-8 Charlton St, Princeton, NJ 08540	N/A	501(C)(3)	Education	$20 000 00
Boys Club of Lowell 2014 Golf	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$3,000 00
Boys Club of Lowell 2013 Holiday Auction	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$1,500 00
BoysClub of Lowell 2014 Golf-Summer Club sponsor	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$200 00
Challenge Unlimited/Ironstone Farm (2/3)	450 Lowell ST Andover, MA 01810	N/A	501(C)(3)	Humanitarian	$5,000 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
Cystic Fibrosis Fdn Golf Tourn Sponsor	6931 Arlington Road 2nd Floor Bethesda, MD 20814	N/A	501(C)(3)	Health Services	$5,000 00
D'Youville Manor 2/5	981 Varnum Avenue, Lowell, MA 01854	N/A	501(C)(3)	Health Services	$5,000 00
D'Youville Foundation 2013 Golf Classic	981 Varnum Avenue Lowell, MA 01854	N/A	501(C)(3)	Health Services	$5,000 00
D'Youville Foundation 2014 Golf Classic	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
HAA Golf 2014	PO Box 1252 Lowell, MA 01854	N/A	501(C)(3)	Education	$2,500 00
Hellenic College-2014 Golf Tournament	50 Goddard Ave Brookline MA	N/A	501(C)(3)	Education	$5,000 00
Lowell High School Clock Fund	50 Father Morissette Boulevard Lowell, MA 01852	N/A	501(C)(3)	Education	$1,000 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
Maliotis Cultural Center	Po Box 300189 Jamaica Plain, MA 02130	N/A	501(C)(3)	Arts	$1,000 00
Metropolis of Boston-Golf 2014	162 Goddard Ave Brookline, MA 02446	N/A	501(C)(3)	Religious	$5,000 00
Merrimack Valley Food Bank	735 Broadway ST Lowell, MA 01854	N/A	501(C)(3)	Humanitarian	$1,500 00
Middlesex Community College Celebrity Forum	591 springs RD Bedford, MA 01730	N/A	501(C)(3)	Education	$5,000 00
MSPCA Feline Care	350 S Huntington Ave Boston, MA 02115	N/A	501(C)(3)	Animal Protection	$8,000 00
Museum of Science 2/5	1 Science Park, Boston, MA 02114	N/A	501(C)(3)	Education	$5,000 00
Museum of Science 3/5	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	$1,500 00
National Philoptochos Society	126 East 37th Street New York, NY 10016	N/A	501(C)(3)	Community Service	$35,000 00
Northeast ARC	64 Holten Street Dancers, MA 01923	N/A	501(C)(3)	Community Service	$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
The Brush Art Gallery	256 Market ST Lowell, MA 01852	N/A	501(C)(3)	Arts	$1,000 00
The Greek Institute	1038 Massachusetts Avenue, Cambridge, MA 02138	N/A	501(C)(3)	Education	$5,000 00
Transfiguration Church Ladies Tea Sponsor	50 West Bloomfield Road, Pittsford NY 14534	N/A	501(C)(3)	Religious	$250 00
UMASS Lowell - Meryl Streep	1 University Ave, Lowell MA 01854	N/A	501(C)(3)	Education	$5,000 00
Whistler House Match - Summer Program	243 Worthen Street, Lowell, MA 01852	N/A	501(C)(3)	Education	$5,500.00
YMCA	35 YMCA DR, Lowell, MA	N/A	501(C)(3)	Community Service	$5,000 00
TOTAL					$216,750.00

Attachment B

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET DIVIDEND	50.	50.	
TOTAL TO PART I, LINE 3	50.	50.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	59,766.	3,948.	55,818.	55,818.	
TO PART I, LINE 4	59,766.	3,948.	55,818.	55,818.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	266.	266.	
TOTAL TO FORM 990-PF, PART I, LINE 11	266.	266.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL ACCOUNTING SERVICES	7,636.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,636.	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	1,263.	0.		0.
PAYROLL SERVICE	2,691.	0.		0.
DUES & MEMBERSHIPS	495.	0.		0.
SUBSCRIPTIONS	77.	0.		0.
FILING FEES	2,035.	0.		0.
MEALS & ENTERTAINMENT	354.	0.		0.
SOFTWARE ANNUAL LICENSE	2,018.	0.		0.
AMORTIZATION	629.	0.		0.
TO FORM 990-PF, PG 1, LN 23	9,562.	0.		0.

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

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 8

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.	681.	1,205.	1,205.
TO 990-PF, PART II, LN 14	10,338.	9,133.	1,205.	1,205.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	631,577.	1,092,833.
TOTAL TO FORM 990-PF, PART II, LINE 10B	631,577.	1,092,833.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	COST	2,289,593.	2,444,407.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,289,593.	2,444,407.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

GEORGE D. BEHRAKIS
MARGO BEHRAKIS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

STEPHANIE B. LIAKOS, TRUSTEE
80 HAYDEN AVENUE
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.

2013 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.
3	SOFTWARE COSTS	083013		36M	43	1,886.			1,886.	52.		629.
	* TOTAL 990-PF PG 1 DEPR & AMORT					10,338.		0.	10,338.	8,504.	0.	629.

328102
05-01-13

(D) - Asset disposed

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

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

2013

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 2012 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 2014. 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 2013	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 2013 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 2013 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
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	

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 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year				43	629.
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	629.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, 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	125 SHS LAM RESEARCH CORP	P	VARIOUS	10/29/13
b	100 SHS NORFOLK SOUTHERN CRP	P	VARIOUS	11/25/13
c	91 SHS TIME WARNER INC	P	02/13/08	11/25/13
d	50 SHS SCHLUMBERGER LIMITED	P	01/17/08	11/27/13
e	625 SHS CORNING INC	P	VARIOUS	01/09/14
f	200 SHS MICROSOFT CORP	P	VARIOUS	03/25/14
g	20 SHS SCHLUMBERGER LIMITED	P	01/17/08	03/28/14
h	CASH IN LIEU - BLACKHAWK NETWORK	P	VARIOUS	04/21/14
i	CASH IN LIEU - TIME INC COM	P	VARIOUS	06/12/14
j	250 SHS STAPLES INC	P	VARIOUS	07/29/14
k	5813.953 SHS FIDELITY SHORT TERM BOND	P	06/04/10	08/27/14
l	LT CAPITAL GAIN DIVIDEND	P		
m	CAPITAL GAINS DIVIDENDS			
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	6,867.		2,510.	4,357.
b	8,642.		4,149.	4,493.
c	6,036.		2,256.	3,780.
d	4,567.		2,876.	1,691.
e	11,242.		10,677.	565.
f	7,992.		6,489.	1,503.
g	1,892.		1,895.	<3.>
h	12.			12.
i	11.		5.	6.
j	2,756.		5,730.	<2,974.>
k	50,000.		48,911.	1,089.
l	30,512.			30,512.
m	3,948.			3,948.
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				4,357.
b				4,493.
c				3,780.
d				1,691.
e				565.
f				1,503.
g				<3.>
h				12.
i				6.
j				<2,974.>
k				1,089.
l				30,512.
m				3,948.
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	48,979.
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

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05-01-13

Form **8868** (Rev. January 2014)

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.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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		Enter filer's identifying number
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 (other than individual)	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, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning OCT 1, 2013 , and ending SEP 30, 2014 .

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Forms 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	$ 3,288.
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	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2014)

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Form 8868 (Rev. 1-2014) Page 2

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• 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.

4 I request an additional 3-month extension of time until AUGUST 15, 2015 .

5 For calendar year ______ , or other tax year beginning OCT 1, 2013 , and ending SEP 30, 2014 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 1,175.
b	If this application is for Forms 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 and any amount paid previously with Form 8868.	8b	$ 3,288.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Attorney Date ▶ 5/11/15

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12-31-13