EXTENDED TO MAY 16, 2016

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 **2014** Open to Public Inspection

For calendar year 2014 or tax year beginning OCT 1, 2014 , and ending SEP 30, 2015

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 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)* ▶$ 3,618,319.

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	41.	41.		STATEMENT 1
	4 Dividends and interest from securities	70,169.	70,169.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,707.			
	b Gross sales price for all assets on line 6a 69,633.				
	7 Capital gain net income (from Part IV, line 2)		54,707.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	124,917.	124,917.		
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				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	6,652.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	4,607.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	96,259.	0.		0.
	25 Contributions, gifts, grants paid	183,750.			183,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	280,009.	0.		183,750.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<155,092.>			
	b **Net investment income** (if negative, enter -0-)		124,917.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2014)

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16520303 791715 00460 2014.05090 THE BEHRAKIS FOUNDATION C/O 00460__1

8

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	437,323.	288,257.	288,257.
	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 6	631,577.	626,180.	1,015,084.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	2,289,593.	2,289,593.	2,314,402.
	14 Land, buildings, and equipment: basis ▶ 10,338.			
	Less accumulated depreciation STMT 5 ▶ 9,762.	1,205.	576.	576.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,359,698.	3,204,606.	3,618,319.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,359,698.	3,204,606.	
	30 **Total net assets or fund balances**	3,359,698.	3,204,606.	
	31 **Total liabilities and net assets/fund balances**	3,359,698.	3,204,606.	

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	3,359,698.
2	Enter amount from Part I, line 27a	2	<155,092.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,204,606.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,204,606.

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	69,633.		14,926.	54,707.

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				54,707.

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 54,707.

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))
2013	215,699.	3,969,043.	.054345
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

2	**Total** of line 1, column (d)	2	.223221
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	.044644
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,868,046.
5	Multiply line 4 by line 3	5	172,685.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,249.
7	Add lines 5 and 6	7	173,934.
8	Enter qualifying distributions from Part XII, line 4	8	183,750.

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	1,249.
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	1,249.
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	1,249.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	3,700.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	11.
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	2,440.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		2,440. 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 the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)* 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 2014?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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 (No)

If "Yes" to 6b, file Form 8870.

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,533,173.
b	Average of monthly cash balances	1b	393,777.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,926,950.
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	3,926,950.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,904.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,868,046.
6	**Minimum investment return**. Enter 5% of line 5	6	193,402.

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	193,402.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,249.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,249.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,153.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	192,153.
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	192,153.

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	183,750.
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	183,750.
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	1,249.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	182,501.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				192,153.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013 19,349.				
f Total of lines 3a through e	19,349.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 183,750.				
a Applied to 2013, 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 2014 distributable amount				183,750.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,403.			8,403.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,946.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	10,946.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013 10,946.				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 8

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 9

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	183,750.
Total			▶ 3a	183,750.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

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11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (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	41.	
4 Dividends and interest from securities			14	70,169.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	54,707.	
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.		124,917.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 124,917.

(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

Signature of officer or trustee: [signature] Date: 3/10/16 Title: TRUSTEE

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
Anastasios Parafestas	[signature]	3/8/16		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

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	50 SHS COVIDIEN PLC	P	11/18/08	01/27/15
b	75 SHS COVIDIEN PLC	P	12/17/08	01/27/15
c	CASH IN LIEU-MEDTRONIC PLC	P	VARIOUS	01/28/15
d	CASH IN LIEU-GOOGLE INC CL C	P	VARIOUS	05/04/15
e	25 SHS SAFEWAY INC	P	07/23/07	02/02/15
f	100 SHS SAFEWAY INC	P	09/12/07	02/02/15
g	50 SHS SAFEWAY INC	P	09/19/07	02/02/15
h	50 SHS SAFEWAY INC	P	10/17/07	02/02/15
i	75 SHS SAFEWAY INC	P	11/13/07	02/02/15
j	50 SHS SAFEWAY INC	P	02/27/09	02/02/15
k	CAPITAL GAINS DIVIDENDS			
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	5,438.		1,740.	3,698.
b	8,157.		2,587.	5,570.
c	38.			38.
d	57.			57.
e	900.		859.	41.
f	3,598.		3,162.	436.
g	1,799.		1,683.	116.
h	1,799.		1,616.	183.
i	2,699.		2,367.	332.
j	1,799.		912.	887.
k	43,349.			43,349.
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				3,698.
b				5,570.
c				38.
d				57.
e				41.
f				436.
g				116.
h				183.
i				332.
j				887.
k				43,349.
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	54,707.
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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05-01-14

Fidelity INVESTMENTS

FIDELITY PRIVATE WEALTH MANAGEMENT®

INVESTMENT REPORT
September 1, 2015-September 30, 2015
Interested Party

Envelope # BBMVGFBBBNFWQ

2015 OCT 15 PM 12 22

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

Fidelity Account THE BEHRAKIS FOUNDATION
▶ **Account Number: 151-043206**

Your Account Value: $3,617,743.23

Change from Last Period: ▼ $114,989.57

	This Period	Year-to-Date
Beginning Account Value	$3,732,732.80	$3,989,826.19
Additions	-	17,170.28
Subtractions	-45,363.02	-234,812.83
Change in Investment Value *	-69,626.55	-154,440.41
Ending Account Value **	$3,617,743.23	$3,617,743.23
Accrued Interest (AI)	0.00	
Ending Account Value Incl. AI	$3,617,743.23	

* *Appreciation or depreciation of your holdings due to price changes plus any distribution and income earned during the statement period*
** *Excludes unpriced securities*

Contact Information

Online	Fidelity.com
FAST^{sm}-Automated Telephone	(800) 544-5555
Customer Service	(800) 544-6666

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MR_CE _BBMVGFBBBNFWQ_BBBBC 20150930

Attachment A

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Fidelity INVESTMENTS

FIDELITY PRIVATE WEALTH MANAGEMENT®

INVESTMENT REPORT
September 1, 2015-September 30, 2015

Account # 151-043206
CORPORATION

Account Value: $3,617,743.23

Change in Account Value ▼ $114,989.57

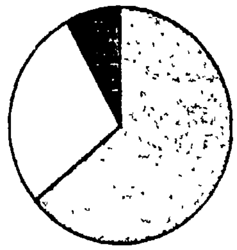
	This Period	Year-to-Date
Beginning Account Value	$3,732,732.80	$3,989,826.19
Additions	-	17,170.28
Deposits	-	492.75
Other Activity In	-	16,677.53
Subtractions	-45,363.02	-234,812.83
Withdrawals	-7,862.80	-71,012.48
Cards, Checking & Bill Payments	-37,500 22	-163,800.35
Change In Investment Value *	-69,626.55	-154,440.41
Ending Account Value	$3,617,743.23	$3,617,743.23
Accrued Interest (AI)	0.00	
Ending Account Value Incl. AI	$3,617,743.23	

* *Appreciation or depreciation of your holdings due to price changes plus any distribution and income earned during the statement period.*

Income Summary

	This Period	Year-to-Date
Taxable	$6,755.00	$50,419.93
Dividends	5,256 24	36,093 00
Short-term Capital Gains	-	127.59
Long-term Capital Gains	1,498.76	14,199.34
Total	$6,755.00	$50,419.93

Account Holdings



Holding Type	Value	Percent of Account
Mutual Funds	$2,314,401	64%
Stocks	1,015,083	28
Core Account	288,257	8
Ending Market Value of Holdings	$3,617,743	100%

Please note that, due to rounding, percentages may not add to 100%

Top Holdings

Description	Value	Percent of Account
Fidelity Short Term Bond	$1,116,125	31%
Fidelity Cash Reserves	288,257	8
Aberdeen Select Intl Equity Fund II Cl I	169,562	5
Fidelity Diversified International	166,031	5
Fidelity Real Estate Income	165,745	5
Total	$1,905,721	54%

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Account Summary (continued)

Account # 151-043206
CORPORATION

Core Account Cash Flow

Core Account: FIDELITY CASH RESERVES

	This Period	Year-to-Date
Beginning Core Account Balance	**$326,865.59**	**$455,442.60**
Investment Activity		
Dividends, Interest & Other Income D	6,755.00	50,457.52
Other Activity In	-	16,677.53
Total Investment Activity	**$6,755.00**	**$67,135.05**
Cash Management Activity		
Deposits	-	492.75
Withdrawals	-7,862.80	-71,012.48
Checking Activity	-37,500.22	-163,800.35
Total Cash Management Activity	**-$45,363.02**	**-$234,320.08**
Ending Core Account Balance	**$288,257.57**	**$288,257.57**

D *Includes dividend reinvestments*

Realized Gains and Losses from Sales

(May not reflect all gains and losses due to incomplete cost basis)

	This Period	Year-to-Date
Net Short-term Gain/Loss	-	**94.37**
Short-term Gain	-	94.37
Net Long-term Gain/Loss	-	**11,302.16**
Long-term Gain	-	11,302.16
Net Gain/Loss	-	**$11,396.53**

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Holdings

Account # 151-043206
CORPORATION

Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est. Yield (EY)
FIDELITY CASH RESERVES (FDRXX) --7-day yield 0.01%	288,257 570	$1 000	$288,257.57	not applicable	not applicable	$30 01	0 010%
Total Core Account (8% of account holdings)			**$288,257.57**	-		**$30.01**	

Mutual Funds

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est. Yield (EY)
Stock Funds							
FIDELITY DIVERSIFIED INTERNATIONAL (FDIVX)	4,900 571	$33.880	$166,031 35	$131,992.34	$34,039 01	$1,945 53	1 170%
SPARTAN 500 INDEX FD ADVANTAGE CLASS (FUSVX)	1,884 551	68.020	128,187.16	103,104.82	25,082.34	2,796.99	2.180
FIDELITY SMALL CAP STOCK (FSLCX)	8,317.301	17 360	144,388.35	149,898.97	-5,510 62	1,056.30	0 730
FID STOCK SELECTOR LARGE CAP VALUE FD (FSLVX)	6,681 474	15 790	105,500 47	105,642.15	-141 68	1,075.72	1.020
FIDELITY CONVERTIBLE SECURITIES (FCVSX)	5,620 092	28 570	160,566.03	118,998.78	41,567.25	3,585.62	2.230
FIDELITY STRATEGIC DIVIDEND & INCOME (FSDIX)	11,734.294	13 490	158,295.63	126,444.70	31,850.93	4,576.37	2.890
FIDELITY REAL ESTATE INCOME (FRIFX)	14,693 714	11 280	165,745.09	164,735.19	1,009.90	7,949.30	4.800
ABERDEEN SELECT INTL EQUITY FUND II CL I (JETIX)	18,019 386	9 410	169,562.42	295,698.12[c]	-126,135.70	9,900.75	5.840
Total Stock Funds (33% of account holdings)			$1,198,276.50	$1,196,515 07	$1,761.43	$32,886.58	
Bond Funds							
FIDELITY SHORT TERM BOND (FSHBX) -- 30-day yield 1 05%	129,933.105	$8.590	$1,116,125.37	$1,093,077.89	$23,047.48	$10,675.80	0.960%
Total Bond Funds (31% of account holdings)			$1,116,125 37	$1,093,077 89	$23,047 48	$10,675 80	
Total Mutual Funds (64% of account holdings)			**$2,314,401.87**	**$2,289,592.96**	**$24,808.91**	**$43,562.38**	

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Holdings (continued)

Account # 151-043206
CORPORATION

Stocks

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Common Stock							
AXIS CAPITAL HOLDINGS LTD COM USD0 0125 (AXS)	25 000	$53 720	$1,343.00	$849 77 c	$493.23	$29.00	2 160%
MALLINCKRODT PLC ORDINARY USD(MNK)	15 000	63.940	959 10	410 79 c	548.31	-	-
MEDTRONIC PLC USD0.0001 ISIN #IE00BTN1Y115 SEDOL #BTN1Y11 (MDT)	119.000	66.940	7,965.86	9,157.05	-1,191 19	180.88	2 270
ACE LIMITED ORD CHF24.15(ACE)	50.000	103.400	5,170.00	2,246.58 c	2,923 42	134.00	2 590
AT&T INC COM ISIN #US00206R1023 SEDOL #2831811 (T)	350 000	32 580	11,403.00	13,501.50 c	-2,098 50	658 00	5 770
ABBOTT LABORATORIES(ABT)	250.000	40.220	10,055 00	5,956.51 c	4,096 49	240.00	2.390
ABBVIE INC COM USD0.01(ABBV)	250 000	54.410	13,602.50	6,461.50 c	7,141 00	510 00	3 750
AETNA INC NEW COM(AET)	250.000	109.410	27,352.50	12,014 89 c	15,337.61	250 00	0 910
APACHE CORP(APA)	100.000	39 160	3,916.00	10,980.00 c	-7,064.00	100 00	2 550
APPLE INC(AAPL)	490.000	110.300	54,047.00	5,503.48 c	48,543.52	1,019 20	1 890
BB & T CORP(BBT)	50.000	35 600	1,780 00	779 79 c	1,000 21	54 00	3 030
BANK OF AMERICA CORP(BAC)	1,025.000	15.580	15,969.50	36,456.26 c	-20,486.76	205.00	1.280
BANK NEW YORK MELLON CORP(BK)	250.000	39 150	9,787.50	11,260.80 c	-1,473.30	170.00	1 740
BARD C R INC(BCR)	60 000	186.310	11,178.60	5,630.36 c	5,548.24	57 60	0.520
BLACKHAWK NETWORK HLDGS INC(HAWK)	57.000	42.390	2,416.23	1,396.50	1,019.73	-	-
BOEING CO(BA)	100.000	130.950	13,095.00	8,895 00 c	4,200.00	364.00	2.780
BRISTOL MYERS SQUIBB(BMY)	200 000	59.200	11,840.00	7,074.93 c	4,765.07	296 00	2.500
CVS HEALTH CORP COM(CVS)	350.000	96.480	33,768.00	11,538 49 c	22,229.51	490 00	1.450
CALIFORNIA RES CORP COM(CRC)	50 000	2.600	130.00	262.89 c	-132.89	-	-
CATERPILLAR INC(CAT)	75 000	65.360	4,902 00	2,292 37 c	2,609.63	231.00	4 710
CELGENE CORP(CELG)	300.000	108 170	32,451 00	7,671 16 c	24,779.84	-	-
CISCO SYS INC COM ISIN #US17275R1023 SEDOL #2198163 (CSCO)	1,000 000	26.250	26,250 00	21,327 69 c	4,922.31	840 00	3 200
CONOCOPHILLIPS(COP)	125 000	47.960	5,995 00	4,567 05 c	1,427.95	370 00	6.170
DEERE & COMPANY(DE)	50.000	74.000	3,700 00	1,420 73 c	2,279.27	120.00	3.240
DEVON ENERGY CORP NEW(DVN)	150.000	37.090	5,563 50	8,662 54 c	-3,099.04	144 00	2.590
DISNEY WALT CO(DIS)	550 000	102.200	56,210 00	14,662.27 c	41,547 73	726 00	1.290
ECOLAB INC(ECL)	75.000	109 720	8,229 00	2,425.02 c	5,803.98	99.00	1 200
EXELON CORP(EXC)	125.000	29 700	3,712 50	11,199.81 c	-7,487 31	155.00	4.180
EXXON MOBIL CORP(XOM)	455.000	74 350	33,829 25	24,306.56 c	9,522.69	1,328.60	3 930
FIRSTENERGY CORP(FE)	125 000	31 310	3,913 75	9,102 50 c	-5,188.75	180 00	4.600

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Holdings (continued)

Account # 151-043206
CORPORATION

Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est. Yield (EY)
Common Stock (continued)							
FREEPORT MCMORAN INC (FCX)	250.000	9 690	2,422.50	8,663 24 c	-6,240.74	50.00	2 060
FRONTIER COMMUNICATIONS CORP (FTR)	102.000	4 750	484 50	1,158.36 c	-673.86	42.84	8.840
GENERAL ELECTRIC CO (GE)	500.000	25 220	12,610.00	16,402.55 c	-3,792 55	460 00	3.650
GENERAL MILLS INC (GIS)	50.000	56 130	2,806 50	1,510.65 c	1,295.85	88 00	3 140
GILEAD SCIENCES INC (GILD)	350.000	98.190	34,366.50	8,198.85 c	26,167.65	602 00	1.750
GOLDMAN SACHS GROUP INC (GS)	105.000	173 760	18,244 80	12,349.15 c	5,895.65	273 00	1.500
GOOGLE INC CL A (GOOGL)	37 000	638.370	23,619 69	7,485 22 c	16,134 47	-	-
GOOGLE INC CL C (GOOG)	37 000	608 420	22,511.54	7,462.20 c	15,049 34	-	-
HESS CORP COM ISIN #US42809H1077 SEDOL #2023748 (HES)	65.000	50.060	3,253.90	5,624.93 c	-2,371 03	65.00	2.000
HEWLETT PACKARD CO COM ISIN #US4282361033 SEDOL #2424006 (HPQ)	425.000	25 610	10,884 25	14,729 81 c	-3 845.56	299.20	2.750
INTL BUSINESS MACH (IBM)	150 000	144.970	21,745.50	15,678.09 c	6,067.41	780 00	3 590
JOHNSON CTLS INC (JCI)	375.000	41.360	15,510.00	6,366.50 c	9,143.50	390 00	2 510
MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970 (MRO)	100 000	15 400	1,540 00	3,014.31 c	-1,474.31	84.00	5 450
MEAD JOHNSON NUTRITION CO COM (MJN)	42.000	70.400	2,956.80	1,331 55 c	1,625.25	69 30	2.340
MERCK & CO INC NEW COM (MRK)	713 000	49 390	35,215.07	26,306 74 c	8,908.33	1,283.40	3 640
METLIFE INC COM (MET)	125 000	47.150	5,893.75	3,678.42 c	2,215.33	187.50	3.180
MICROSOFT CORP (MSFT)	850.000	44.260	37,621 00	23,320.46 c	14,300 54	1,224 00	3 250
MONSANTO CO NEW (MON)	50 000	85.340	4,267.00	5,859.68 c	-1,592 68	108 00	2.530
MORGAN STANLEY (MS)	350 000	31 500	11,025.00	12,314.21 c	-1,289.21	210 00	1 900
NIKE INC CLASS B (NKE)	250.000	122.970	30 742.50	7,577 75 c	23,164 75	280 00	0.910
NORFOLK SOUTHERN CRP (NSC)	300 000	76 400	22,920.00	12,598.55 c	10,321 45	708 00	3.090
OCCIDENTAL PETROLEUM CORP (OXY)	125 000	66.150	8,268.75	7,085.20 c	1,183 55	375.00	4.540
PEPSICO INC (PEP)	195 000	94.300	18,388.50	13,456.17 c	4,932 33	547 95	2 980
PFIZER INC (PFE)	723 000	31 410	22,709 43	10,385.03 c	12,324 40	809 76	3 570
PHILLIPS 66 COM (PSX)	62 000	76 840	4,764 08	1,357 25 c	3,406 83	138.88	2 920
PROCTER & GAMBLE CO (PG)	325 000	71.940	23,380 50	15,472 37 c	7,908 13	861 77	3.690
QUALCOMM INC (QCOM)	350 000	53 730	18,805 50	13,520.57 c	5,284.93	672.00	3 570
SAFEWAY CASA LEY CVR ISIN #US786CVR2093	350.000	-	unavailable	355 22	unavailable	-	-
SAFEWAY PDC LLC CVR ISIN #US786CVR3083	350.000	-	unavailable	17.08	unavailable	-	-

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Holdings (continued)

Account # 151-043206
CORPORATION

Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est. Yield (EY)
Common Stock (continued)							
SCHLUMBERGER LIMITED COM USD0.01 (SLB)	200 000	68 970	13,794 00	9,042 43 C	4,751 57	400 00	2 900
STAPLES INC (SPLS)	100.000	11.730	1,173 00	1,934 97 C	-761 97	48.00	4 090
SYSCO CORP (SYY)	175 000	38.970	6,819 75	5,539.13 C	1,280.62	210.00	3.080
TD AMERITRADE HLDG CORP COM ISIN #US87236Y1082 SEDOL #2983154 (AMTD)	225.000	31.840	7,164.00	3,523.95 C	3,640.05	135.00	1 880
TIME INC NEW COM ISIN #US8872281048 SEDOL #BMM2870 (TIME)	37.000	19.050	704.85	364.74 C	340.11	28 12	3 990
TIME WARNER INC NEW COM NEW (TWX)	300.000	68 750	20,625.00	8,758.06 C	11,866 94	420 00	2 040
TIME WARNER CABLE INC COM (TWC)	98.000	179 370	17,578.26	14,101.53 C	3,476.73	294.00	1.670
TOUCHSTONE EXPL INC NEW COM ISIN #CA89156L1085 SEDOL #BMNS9K7 (PBEGF)	500.000	0.149	74 58	915.90	-841.32	-	-
TRAVELERS COS INC COM (TRV)	100.000	99 530	9,953.00	4,373.44 C	5,579 56	244.00	2.450
US BANCORP DEL COM NEW (USB)	350 000	41.010	14,353.50	11,062 24 C	3,291 26	357 00	2 490
UNITED TECHNOLOGIES CORP (UTX)	200.000	88.990	17,798.00	9,597.00 C	8,201.00	512.00	2 880
VERIZON COMMUNICATIONS (VZ)	425 000	43 510	18,491 75	20,234.21 C	-1,742.46	960.50	5 190
WAL-MART STORES INC COM ISIN #US9311421039 SEDOL #2936921 (WMT)	200 000	64.840	12,968.00	8,889.93 C	4,078.07	392.00	3 020
XILINX INC (XLNX)	300 000	42.400	12,720.00	6,898 59 C	5,821 41	372 00	2.920
YAHOO INC (YHOO)	150 000	28.910	4,336.50	3,476.07 C	860 43	-	-
YUM BRANDS INC (YUM)	150 000	79 950	11,992.50	5,463.63 C	6,528 87	246 00	2 050
ZIMMER BIOMET HLDGS INC COM (ZBH)	75 000	93.930	7,044.75	2,998 50 C	4,046 25	66 00	0 940
Total Common Stock (28% of account holdings)			$1,015,083 79	$638,471 22	$376,984 87	$24,245 50	
Total Stocks (28% of account holdings)			**$1,015,083.79**	**$638,471.22**	**$376,984.87**	**$24,245.50**	
Total Holdings			**$3,617,743.23**	**$2,928,064.18**	**$401,793.78**	**$67,837.89**	

All positions held in cash account unless 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

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Holdings (continued)

Account # 151-043206
CORPORATION

EAI & EY ***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.***

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

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Activity

Account # 151-043206
CORPORATION

Dividends, Interest & Other Income

(Includes dividend reinvestment)

Settlement Date	Security Name	Symbol/ CUSIP	Description	Quantity	Price	Amount
09/01	BB & T CORP	054937107	Dividend Received	-	-	$13 50
09/01	CONOCOPHILLIPS	20825C104	Dividend Received	-	-	92 50
09/01	FIRSTENERGY CORP	337932107	Dividend Received	-	-	45.00
09/01	PHILLIPS 66 COM	718546104	Dividend Received	-	-	34 72
09/02	PFIZER INC	717081103	Dividend Received	-	-	202.44
09/04	BOEING CO	097023105	Dividend Received	-	-	91 00
09/08	WAL-MART STORES INC COM ISIN #US9311421039 SEDOL #2936921	931142103	Dividend Received	-	-	98 00
09/10	EXELON CORP	30161N101	Dividend Received	-	-	38.75
09/10	EXXON MOBIL CORP	30231G102	Dividend Received	-	-	332.15
09/10	INTL BUSINESS MACH	459200101	Dividend Received	-	-	195.00
09/10	MARATHON OIL CORP ISIN #US5658491064 SEDOL #2910970	565849106	Dividend Received	-	-	21.00
09/10	MICROSOFT CORP	594918104	Dividend Received	-	-	263 50
09/10	NORFOLK SOUTHERN CRP	655844108	Dividend Received	-	-	177.00
09/10	UNITED TECHNOLOGIES CORP	913017109	Dividend Received	-	-	128 00
09/11	FIDELITY REAL ESTATE INCOME	316389865	Dividend Received	-	-	1,851.41
09/11	FIDELITY REAL ESTATE INCOME	316389865	Long-Term Cap Gain	-	-	1,498 76
09/11	METLIFE INC COM	59156R108	Dividend Received	-	-	46.88
09/15	TIME INC NEW COM ISIN #US8872281048 SEDOL #BMM2870	887228104	Dividend Received	-	-	7.03
09/15	TIME WARNER INC NEW COM NEW	887317303	Dividend Received	-	-	105 00
09/23	QUALCOMM INC	747525103	Dividend Received	-	-	168 00
09/25	BANK OF AMERICA CORP	060505104	Dividend Received	-	-	51.25
09/29	GILEAD SCIENCES INC	375558103	Dividend Received	-	-	150 50
09/29	GOLDMAN SACHS GROUP INC	38141G104	Dividend Received	-	-	68 25
09/30	DEVON ENERGY CORP NEW	25179M103	Dividend Received	-	-	36 00
09/30	FIDELITY CASH RESERVES	316067107	Dividend Received	-	-	2 66

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Activity (continued)

Account # 151-043206
CORPORATION

Dividends, Interest & Other Income (continued)

Settlement Date	Security Name	Symbol/ CUSIP	Description	Quantity	Price	Amount
09/30	FIDELITY SHORT TERM BOND	316146208	Dividend Received	-	-	811 75
09/30	FRONTIER COMMUNICATIONS CORP	35906A108	Dividend Received	-	-	10 71
09/30	HESS CORP COM ISIN #US42809H1077 SEDOL #2023748	42809H107	Dividend Received	-	-	16 25
09/30	PEPSICO INC	713448108	Dividend Received	-	-	136 99
09/30	TRAVELERS COS INC COM	89417E109	Dividend Received	-	-	61 00
Total Dividends, Interest & Other Income						**$6,755.00**

Withdrawals

Date	Reference	Description	Amount
09/11	DEBIT ADP PAYROLL FE ADP - FEES	Adjust Direct Deposit	-$118 80
09/14	DEBIT ADP TX/FINCL S ADP - TAX	Adjust Direct Deposit	-1,101 73
09/14	DEBIT ADP TX/FINCL S ADP - TAX	Adjust Direct Deposit	-2,710 87
09/25	DEBIT ADP PAYROLL FE ADP - FEES	Adjust Direct Deposit	-118 80
09/29	DEBIT ADP TX/FINCL S ADP - TAX	Adjust Direct Deposit	-1,101 74
09/29	DEBIT ADP TX/FINCL S ADP - TAX	Adjust Direct Deposit	-2,710 86
Total Withdrawals			**-$7,862.80**

Checking Activity

Check Number	Post Date	Code	Description	Amount
1350	09/09		Check Paid	-$2,000 00
1452 N	09/28		Check Paid	-5,000 00
1453	09/29		Check Paid	-25,000 00
1454	09/22		Check Paid	-500 22
1455	09/22		Check Paid	-5 000 00
Total Checking Activity				**-$37,500.22**

N *Check number has been skipped*

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Activity (continued)

Account # 151-043206
CORPORATION

Daily Additions and Subtractions

Date	Total Additions	Total Subtractions	Net Activity	Daily Balance
09/01	$185 72	-	$185 72	$327,051.31
09/02	202 44	-	202.44	327,253 75
09/04	91 00	-	91.00	327,344 75
09/08	98.00	-	98.00	327,442.75
09/09	-	-2,000 00	-2,000 00	325,442.75
09/10	1,155.40	-	1,155.40	326,598.15
09/11	3,278 25	-	3,278 25	329,876 40
09/14	-	-3,812.60	-3,812.60	326,063.80
09/15	112 03	-	112 03	326,175 83
09/22	-	-5,500 22	-5,500 22	320,675 61
09/23	168 00	-	168 00	320,843.61
09/25	-	-67 55	-67 55	320,776.06
09/28	-	-5,000.00	-5,000 00	315,776 06
09/29	-	-28,593.85	-28,593 85	287,182.21
09/30	1,075.36	-	1,075.36	288,257 57

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Estimated Cash Flow
(Rolling as of September 30, 2015)

Account # 151-043206
CORPORATION

Month	Bond & CD Income	Bond & CD Principal	Stock Income	Mutual Fund Income	Total Est. Cash Flow
October 2015	--	--	$1,656	$3,632	$5,288
November	--	--	1,689	892	2,581
December	--	--	2,535	18,532	21,067
January 2016	--	--	2,019	892	2,911
February	--	--	1,689	892	2,581
March	--	--	2,535	3,417	5,952
April	--	--	1,656	3,632	5,288
May	--	--	1,689	892	2,581
June	--	--	2,535	3,408	5,943
July	--	--	2,019	3,632	5,651
August	--	--	1,689	892	2,581
September	--	--	2,535	2,879	5,414
Total	**--**	**--**	**$24,246**	**$43,592**	**$67,838**

This table 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.**

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.

This table 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.

-- not available

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Additional Information and Endnotes

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

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

For more information about your statement, please refer to our **Frequently Asked Questions** document at **Fidelity.com/statements** .

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Information About Your Fidelity Statement

TDD Service for the Hearing-Impaired Call 800-544-0118, 9 am - 9 pm ET, 7 days a week.
Lost or Stolen Cards For 24-Hour worldwide customer service call 800-529-2164 for American Express or 800-323-5353 for VISA® Gold Check Card
Additional Investments with Fidelity Make checks payable to Fidelity Investments Include your account number on the check For retirement and health savings accounts (HSA), designate in the memo field whether your contribution is for the current or prior year Mail checks or other inquiries 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
Cost Basis, Gain/Loss, and Holding Period Information NFS is required to report certain cost basis and holding period information to the IRS on Form 1099-B Unless otherwise specified NFS applies the average cost method for open-end mutual funds and the first-in first-out (FIFO) method for all other securities Cost basis is adjusted for wash sales on securities with the same CUSIP held in the same account (unless your account receives mark-to-market reporting) Your statement may not reflect all adjustments required for tax purposes 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. **Statement Mailing** We deliver statements at least four times during the calendar year for any account with a balance

Statement Discrepancies Please review your statement and report any inaccuracies or discrepancies. Inquiries, concerns or questions regarding your brokerage account or the activity therein should be directed to 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)
Material Changes Please advise us of material changes in your investment objectives or financial situation related to your brokerage account(s).
Mutual Funds and 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.
Sales Loads & Fees Each fund reserves the right to terminate or modify its exchange privilege in the future In connection with (i) access to, purchase or redemption of, and/or maintenance of positions in mutual funds and other investment products ("funds") or (ii) platform infrastructure needed to support such funds, some funds, or their investment affiliates, pay FBS and/or NFS sales loads and 12b-1 fees described in the prospectus as well as additional compensation for shareholder services, platform infrastructure support and maintenance, and other programs 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 your free credit balance in your brokerage account, subject to open commitments in your cash accounts Free credit balances are not segregated and may be used by NFS in accordance with federal securities law **There is no free credit balance in a retirement account 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 in brokerage accounts managed by Strategic Advisers Inc (SAI) are carried by NFS and covered by SIPC but do not contribute to your margin and maintenance requirements.
Short Account Balances Securities sold short are held in a segregated short account These securities are marked-to-market 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 and such information is available promptly upon request Assignments of American and European-style options are allocated among customer short positions pursuant to a random allocation procedure, a description is available upon request Short positions in American-style options are liable for assignment anytime The writer of a European-style option is subject to exercise assignment only during the exercise period For more information, please call Fidelity at 800-544-6666
Equity Dividend Reinvestment Shares credited to your account from 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 where the price for such security is generally not available from a pricing source The Market Value of a security including those priced at par value, may differ from its purchase price and may not closely reflect the value at which the security may be sold or purchased based on various market factors The sale or redemption of any fixed income security prior to maturity may result in a loss Prices for Certificates of Deposits (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

Executing Orders on the Floor of the NYSE The Floor broker may permit the specialist to trade on parity with the order for some or all of the executions associated with filling that order, where such permission would not be inconsistent with the broker's best execution obligations.
Agency Trades Individual securities trades placed for your Fidelity® Personalized Portfolios account are completed on an agency basis by FBS
SIPC Securities in accounts carried by NFS a Fidelity Investments company, are protected in accordance with the 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 Investments 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 Investments (with pyramid logo) is a trademark of FMR LLC
SAI Services Fidelity Portfolio Advisory Service®, Fidelity® Strategic Disciplines, Fidelity Wealth Management AdvisorySM, and BlackRock® Diversified Income Portfolio are services offered through SAI, a registered investment adviser and a Fidelity Investments company Fidelity® Personalized Portfolios may be offered through the following Fidelity Investments companies SAI, Fidelity Personal Trust Company FSB (FPTC) a federal savings bank, or Fidelity Management Trust Company (FMTC) Non-deposit investment products and trust services offered through FPTC and FMTC and their affiliates are not insured or guaranteed by the FDIC or any other government agency, are not obligations of any bank and are subject to risk, including possible loss of principal **These advisory services are provided for a fee.**
Ratings Information from Standard & Poors ("S&P") may not be reproduced S&P credit ratings are statements of opinion and are not statements of fact or recommendations to purchase hold or sell securities nor do they address the suitability of securities for investment purposes and should not be relied on as investment advice. S&P does not guarantee the accuracy completeness timeliness or availability of any information, including ratings, and is not responsible for errors or omissions (negligent or otherwise). S&P gives no express or implied warranties including but not limited to any warranties of merchantability or fitness for a particular purpose or use S&P shall not be liable for any direct, indirect incidental, exemplary, compensatory punitive special or consequential damages, costs expenses legal fees or losses (including lost income or profits and opportunity costs) in connection with any use of ratings
Miscellaneous Mutual fund shares other securities held in your account, and insurance products are neither deposits nor 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 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.

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Fidelity
INVESTMENTS

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The Behrakis Foundation
October 1, 2014-September 30, 2015

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-Comedy Show 2015	110 Highland Ave Needham,MA 02494	N/A	501(C)(3)	Health Services	$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 Dinner Sponsor 2015	Po BOX 752 Foxborough, MA 02035	N/A	501(C)(3)	Education	$5,000 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 Holiday Auction	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$1,500 00
Boys and Girls Club of Lowell - 2015 Golf	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$3,000 00
Boys and Girls Club of Lowell	657 Middlesex ST Lowell, MA 01851	N/A	501(C)(3)	Education	$2,000 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 National Health System - Hearing and Speech	111 Michigan Avenue, NW, Washington DC 20010	N/A	501(C)(3)	Health Services	$500 00
Crossroads at Hellenic College	50 Goddard Ave Brookline, MA	N/A	501(C)(3)	Education	$1,000 00
Cystic Fibrosis Worldwide - Khuzak/Scarpa Golf	6931 Arlington Road, 2nd Floor, Bethesda, MD 02814	N/A	501(C)(3)	Health Services	$5,000 00
D'Youville Manor 3/5	981 Varnum Avenue, Lowell, MA 01854	N/A	501(C)(3)	Health Services	$5,000 00
D'Youville Foundation 2015 Golf Classic	981 Varnum Avenue, Lowell, MA 01854	N/A	501(C)(3)	Community Service	$5,000 00
Emerald Nechlace Conservancy	125 Fenway, Boston, MA 02115	N/A	501(C)(3)	Humanitarian	$2,500 00
FHASNE	P O Box 2580 Woburn, MA 01888	N/A	501(C)(3)	Community Service	$500 00
Girls Inc- 750 Club	220 Worthen St Lowell Ma 01852	N/A	501(C)(3)	Community Service	$750 00
Girls Inc - Women of the Year	220 Worthen St Lowell Ma 01852	N/A	501(C)(3)	Community Service	$1,000 00
HAA Golf 2015	PO Box 1252 Lowell, MA 01854	N/A	501(C)(3)	Education	$2,500 00
Hellenic College Triantafilou Celebration	50 Goddard Ave Brookline, MA	N/A	501(C)(3)	Education	$10,000 00
Hellenic College-2015 Golf Tournament	50 Goddard Ave Brookline, MA	N/A	501(C)(3)	Education	$5,000 00
Holy Trinity Greek Orthodox Church	62 Lewis St, Lowell, MA 01854	N/A	501(C)(3)	Humanitarian	$1,000 00
International Orthodox Christian Charities	110 West Rd Suite 360 Baltimore, MD 21204	N/A	501(C)(3)	Humanitarian	$5,000 00
LHS M2D2 The UMass Medical Device Development Center	Suite 420, 220 Pawtucket St Lowell MA 01854	N/A	501(C)(3)	Education	$5,000 00
Loukoumi Makes a Difference TV Sponsor	PO Box 1735, Radio City Station, NY NY 10101	N/A	501(C)(3)	Education	$1,000 00
Maliotis Cultural Center	Po Box 300189 Jamaica Plain, MA 02130	N/A	501(C)(3)	Arts	$1,000 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 4/5	1 Science Park, Boston, MA 02114	N/A	501(C)(3)	Education	$5,000 00
Northeast ARC	64 Holten Street Dancers, MA 01923	N/A	501(C)(3)	Community Service	$5,000 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
Tufts University Fletcher School	160 Packard Ave, Medford, MA 02155	N/A	501(C)(3)	Education	$25,000 00
UMASS Lowell Commencement Celebration	1 University Ave, Lowell MA 01854	N/A	501(C)(3)	Education	$2,500 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
YMCA	35 YMCA DR , Lowell, MA	N/A	501(C)(3)	Community Service	$1,500 00
TOTAL					**$183,750.00**

Attachment B 1/1

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	41.	41.	
TOTAL TO PART I, LINE 3	41.	41.	

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	113,518.	43,349.	70,169.	70,169.	
TO PART I, LINE 4	113,518.	43,349.	70,169.	70,169.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER PAYROLL TAXES	6,652.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,652.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	121.	0.		0.
PAYROLL SERVICE	2,825.	0.		0.
DUES & MEMBERSHIPS	500.	0.		0.
SUBSCRIPTIONS	135.	0.		0.
MEALS & ENTERTAINMENT	397.	0.		0.
AMORTIZATION	629.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,607.	0.		0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 5

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.	1,310.	576.	576.
TO 990-PF, PART II, LN 14	10,338.	9,762.	576.	576.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	626,180.	1,015,084.
TOTAL TO FORM 990-PF, PART II, LINE 10B	626,180.	1,015,084.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	COST	2,289,593.	2,314,402.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,289,593.	2,314,402.

FORM 990-PF PART XV - LINE 1A STATEMENT 8
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

GEORGE D. BEHRAKIS
MARGO BEHRAKIS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
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.

2014 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.	681.		629.
	* TOTAL 990-PF PG 1 DEPR & AMORT					10,338.		0.	10,338.	9,133.	0.	629.

428102
05-01-14

(D) - Asset disposed

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