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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE BYRNES FAMILY FOUNDATION C/O CHRISTOPHER C. CURTIS, ESQ.		A Employer identification number 22-2544803
Number and street (or P.O. box number if mail is not delivered to street address) SULLIVAN & WORCESTER LLP, 1 P.O. SQ.	Room/suite	B Telephone number 617-338-3800
City or town, state, and ZIP code BOSTON, MA 02109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,878,901.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		472,067.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		250,462.	250,462.		STATEMENT 1
4 Dividends and interest from securities		168,151.	168,151.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)		3,298.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a		3,298.			
7 Capital gain net income (from Part IV, line 2)			3,298.		
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		893,978.	421,911.		
13 Compensation of officers, directors, trustees, etc		20,000.	0.		20,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		5,351.	0.		5,351.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 4		2,400.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		39,531.	3,196.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		67,282.	3,196.		25,601.
25 Contributions, gifts, grants paid		600,944.			600,944.
26 Total expenses and disbursements. Add lines 24 and 25		668,226.	3,196.		626,545.
27 Subtract line 26 from line 12		225,752.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			418,715.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	3.	1.	1.
	2 Savings and temporary cash investments	427,299.	498,212.	498,212.
	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 7	5,867,149.	6,018,946.	0.
	c Investments - corporate bonds STMT 8	2,000,000.	2,000,000.	2,000,000.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	2,319,042.	2,321,736.	2,321,736.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	58,952.	58,952.	58,952.
	16 Total assets (to be completed by all filers)	10,672,445.	10,897,847.	4,878,901.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,900,408.	1,900,408.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,772,037.	8,997,439.	
30 Total net assets or fund balances	10,672,445.	10,897,847.		
31 Total liabilities and net assets/fund balances	10,672,445.	10,897,847.		

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)	10,672,445.
2 Enter amount from Part I, line 27a	225,752.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	10,898,197.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	350.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	10,897,847.

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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 BURTON PARTNERSHIP SHORT TERM GAINS	P		
b BURTON PARTNERSHIP LONG TERM GAINS	P		
c MVP AMERICA LP	P		
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 698.			698.
b 4,583.			4,583.
c -1,983.			-1,983.
d			
e			

(i) FMV 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			698.
b			4,583.
c			-1,983.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,298.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	564,269.	10,972,302.	.051427
2009	467,863.	9,936,814.	.047084
2008	528,382.	10,887,226.	.048532
2007	592,859.	11,981,702.	.049480
2006	479,268.	10,265,100.	.046689

2 Total of line 1, column (d)	2	.243212
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	.048642
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	12,224,417.
5 Multiply line 4 by line 3	5	594,620.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,187.
7 Add lines 5 and 6	7	598,807.
8 Enter qualifying distributions from Part XII, line 4	8	626,545.

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

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,187.
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	4,187.
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	4,187.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,715.
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	5,715.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,528.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,528. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ CHRISTOPHER C. CURTIS, ESQ. Telephone no ▶ (617) 338-2800 Located at ▶ SULLIVAN & WORCESTER LLP, 1 P.O. SQ., BOSTON, MA ZIP+4 ▶ 02109			
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			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2011?		4b
		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
WILLIAM L. BYRNES 1801 GULF SHORES BLVD NORTH, UNIT 403 NAPLES, FL 34102	TRUSTEE 10.00	0.	0.	0.
MARY ELIZABETH BYRNES 1801 GULF SHORES BLVD NORTH, UNIT 403 NAPLES, FL 34102	TRUSTEE 10.00	0.	0.	0.
RANDALL W. BYRNES 9631 MAYMONT DRIVE VIENNA, VA 22182	TRUSTEE 10.00	20,000.	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."

[illegible]

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

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
	All other program-related investments See instructions	
3		

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,640,122.
b	Average of monthly cash balances	1b	770,454.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,410,576.
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	12,410,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	186,159.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,224,417.
6	Minimum investment return. Enter 5% of line 5	6	611,221.

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	611,221.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,187.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	607,034.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	607,034.
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	607,034.

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	626,545.
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	626,545.
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	4,187.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	622,358.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				607,034.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			31,944.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 626,545.				
a Applied to 2010, but not more than line 2a			31,944.	
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 2011 distributable amount				594,601.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				12,433.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

123581
12-02-11

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

Form 990-PF (2011)

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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 2011, 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)

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

3 Subtract line 2d from line 2c
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 of the person to whom applications should be addressed

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

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

Form 990-PF (2011)

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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				
ALZHEIMER'S SUPPORT NETWORK 660 TAMiami TRAIL NORTH, STE. 21 NAPLES, FL 34102			GENERAL	10,000.
AVOW HOSPICE 1095 WHIPPOORWILL LANE NAPLES, FL 34105			GENERAL	5,000.
AVOW HOSPICE 1095 WHIPPOORWILL LANE NAPLES, FL 34105			GENERAL	5,000.
BELMONT HILL SCHOOL 350 PROSPECT STREET BELMONT, MA 02478			GENERAL	13,100.
BOYS & GIRLS CLUB OF COLLIER COUNTY P.O. BOX 8896 NAPLES, FL 34101			GENERAL	10,000.
Total	SEE CONTINUATION SHEET(S)			600,944.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	250,462.	
4	Dividends and interest from securities			14	168,151.	
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	3,298.	
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.		421,911.	0.
13	Total. Add line 12, columns (b), (d), and (e)					421,911.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations


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

[illegible]

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		

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.

Sign Here		<u>5/10/12</u>	TRUSTEE	<div>May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input type="checkbox"/> No</div>
	Signature of officer or trustee	Date		

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER C. CURTIS	Preparer's signature <i>Christopher C. Curtis</i>	Date 5/8/2012	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN P00492268
	Firm's name ▶ SULLIVAN & WORCESTER LLP			Firm's EIN ▶ 04-2387531	
	Firm's address ▶ ONE POST OFFICE SQUARE BOSTON, MA 02109			Phone no 617-338-2800	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

Employer identification number

22-2544803

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

Employer identification number

22-2544803

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM L. BYRNES 1801 GULF SHORES BLVD NORTH, UNIT 403 NAPLES, FL 34102	\$ 472,067.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

Employer identification number

22-2544803

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE BYRNES FAMILY FOUNDATION

C/O CHRISTOPHER C. CURTIS, ESQ.

Employer identification number

22-2544803

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

22-2544803

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CALVARY CHAPEL CHURCH 1455 PINE RIDGE ROAD NAPLES, FL 34109			GENERAL	5,000.
CATHOLIC CHARITIES 51 SLEEPER STREET BOSTON, MA 02210			GENERAL	5,000.
CHERRY HILL CHRISTIAN SCHOOL 3900 GRACE BLVD. HIGHLANDS RANCH, CO 80126			GENERAL	12,528.
CHRISTO REY BOSTON HIGH SCHOOL 100 SAVIN AVENUE BOSTON, MA 02125			GENERAL	10,000.
COMMUNITY FOUNDATION COLLIER COUNTY 2400 TAMiami TRAIL NAPLES, FL 34103			GENERAL	5,000.
COVENANT HOUSE 5931 E. COLONIAL DRIVE ORLANDO, FL 32807			GENERAL	5,000.
COVENANT HOUSE 5931 E. COLONIAL DRIVE ORLANDO, FL 32807			GENERAL	10,000.
DAVID LAWRENCE FOUNDATION 6075 BATHEY LANE NAPLES, FL 34116			GENERAL	5,000.
DAVID LAWRENCE FOUNDATION 6075 BATHEY LANE NAPLES, FL 34116			GENERAL	5,000.
FLINT HILL SCHOOL 3320 JERMANTOWN ROAD OARTON, VA 22124			GENERAL	19,357.
Total from continuation sheets				557,844.

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

22-2544803

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOUNDATION FOR NEUROLOGIC DISEASES 10 STATE STREET NEWBURYPORT, MA 01950			GENERAL	5,000.
FUN TIME EARLY CHILDHOOD ACADEMY 102 12TH ST. NORTH NAPLES, FL 34102			GENERAL	10,000.
FUN TIME EARLY CHILDHOOD ACADEMY 102 12TH ST. NORTH NAPLES, FL 34102			GENERAL	10,000.
FUN TIME EARLY CHILDHOOD ACADEMY 102 12TH ST. NORTH NAPLES, FL 34102			GENERAL	10,000.
GRACE MARIE GIBBS FOUNDATION INC. 42566 LONGACRE DR. SOUTH RIDING, VA 20152			GENERAL	2,000.
GUANACASTE DRY FOREST CONSERVATION FUND 3740 HAMILTON WALK PHILADELPHIA, PA 19104			GENERAL	1,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING RD. NAPLES, FL 34104			GENERAL	10,000.
IMMOKALEE CHILD CARE 415 COLORADO AVENUE IMMOKALEE, FL 34142			GENERAL	5,000.
INNER-CITY SCHOLARSHIP FUND 260 FRANKLIN ST. BOSTON, MA 02110			GENERAL	10,000.
INNER-CITY SCHOLARSHIP FUND 260 FRANKLIN ST. BOSTON, MA 02110			GENERAL	20,000.
Total from continuation sheets				

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

22-2544803

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INTERNATIONAL RESCUE COMMITTEE P.O. BOX 96651 WASHINGTON, DC 20090			GENERAL	1,000.
KIPP DC EDUCATION 1003 K STREET, NW WASHINGTON, DC 20001			GENERAL	50,000.
MARINE TOYS FOR TOTS 21 DRYDOCK AVE. BOSTON, MA 02210			GENERAL	10,000.
MCLEAN BIBLE CHURCH 8925 LEESBURG PIKE VIENNA, VA 22182			GENERAL	1,000.
MCLEAN BIBLE CHURCH - JILL'S HOUSE 9011 LEESBURG PIKE VIENNA, VA 22182			GENERAL	3,000.
NAPLES YACHT CLUB BLUE GAVEL SCHOLARSHIP FUND, INC. 700 14TH AVENUE SOUTH NAPLES, FL 34102			GENERAL	2,500.
NAVY SEAL FOUNDATION 1619 D STREET VIRGINIA BEACH, VA 23459			GENERAL	5,000.
NEIGHBORHOOD HEALTH CLINIC 121 GOODLETTE ROAD NORTH NAPLES, FL 34102			GENERAL	10,000.
NEIGHBORHOOD HEALTH CLINIC 121 GOODLETTE ROAD NORTH NAPLES, FL 34102			GENERAL	10,000.
NEIGHBORHOOD HEALTH CLINIC 121 GOODLETTE ROAD NORTH NAPLES, FL 34102			GENERAL	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEIGHBORHOOD HEALTH CLINIC 121 GOODLETTE ROAD NORTH NAPLES, FL 34102			GENERAL	10,000.
POTOMAC SCHOOL 1301 POTOMAC SCHOOL ROAD MCLEAN, VA 22101			GENERAL	3,159.
PROFESSIONAL GIVERS ANONYMOUS 975 6TH AVE. SOUTH NAPLES, FL 34102			GENERAL	10,000.
SAINT ANN SCHOOL 542 8TH AVENUE SOUTH NAPLES, FL 34102			GENERAL	5,000.
SAINT ANN SCHOOL 542 8TH AVENUE SOUTH NAPLES, FL 34102			GENERAL	3,000.
SAINT ANN SCHOOL 542 8TH AVENUE SOUTH NAPLES, FL 34102			GENERAL	25,000.
SAINT ANN SCHOOL 542 8TH AVENUE SOUTH NAPLES, FL 34102			GENERAL	75,000.
SAINT ANN SCHOOL 542 8TH AVENUE SOUTH NAPLES, FL 34102			GENERAL	3,300.
SHELTER FOR ABUSED WOMEN P.O. BOX 10102 NAPLES, FL 34142			GENERAL	5,000.
SOUTHEASTERN GUIDE DOGS 1618 MAIN STREET SARASOTA, FL 34236			GENERAL	5,000.
Total from continuation sheets				

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

22-2544803

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SPECIAL OPERATIONS FUND P.O. BOX 13483 TAMPA, FL 33681			GENERAL	25,000.
ST. MATTHEW'S HOUSE 2001 AIRPORT RD. S NAPLES, FL 34112			GENERAL	10,000.
ST. MATTHEW'S HOUSE 2001 AIRPORT RD. S NAPLES, FL 34112			GENERAL	10,000.
STEPTIMA CLARK PUBLIC SCHOOL 2501 MARTIN LUTHER KING JR. AVE WASHINGTON, DC 20020			GENERAL	2,500.
THE HEALTHY VILLI 41 BELVIDERE STREET BOSTON, MA 02115			GENERAL	5,000.
TREE OF LIFE 2132 SHADOWLAWN DRIVE NAPLES, FL 34112			GENERAL	5,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104			GENERAL	2,500.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104			GENERAL	1,000.
UNIVERSITY OF NORTH CAROLINA - FLAGLER SCHOOL 321 S. COLUMBIA STREET CHAPEL HILL, NC 27599			GENERAL	25,000.
UNIVERSITY OF NORTH CAROLINA 321 S. COLUMBIA STREET CHAPEL HILL, NC 27599			GENERAL	5,000.
Total from continuation sheets				

THE BYRNES FAMILY FOUNDATION
C/O CHRISTOPHER C. CURTIS, ESQ.

22-2544803

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF NORTH CAROLINA 321 S. COLUMBIA STREET CHAPEL HILL, NC 27599			GENERAL	25,000.
YOUTH HAVEN 9 CHURCH AVENUE SOUTHEAST ROANOKE, VA 24011			GENERAL	5,000.
BOYS TOWN P.O. BOX 6000 BOYS TOWN, NE 68010			GENERAL	10,000.
BUILDING IMPACT 200 STATE STREET BOSTON, MA 02109			GENERAL	5,000.
CAMP HARBOR VIEW 50 CONGRESS STREET BOSTON, MA 02109			GENERAL	5,000.
CAMP TIMERLINE 430 CANYON AVENUE FORT COLLINS, CO 80521			GENERAL	5,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
FMR DEBENTURES	250,462.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	250,462.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BURTON PARTNERSHIP DIVIDEND INCOME	4,607.	0.	4,607.
BURTON PARTNERSHIP INTEREST INCOME	397.	0.	397.
FIDELITY INVESTMENTS	132,464.	0.	132,464.
FIDELITY INVESTMENTS CAPITAL GAIN DISTRIBUTIONS	30,683.	0.	30,683.
TOTAL TO FM 990-PF, PART I, LN 4	168,151.	0.	168,151.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SULLIVAN & WORCESTER LLP	5,351.	0.		5,351.
TO FM 990-PF, PG 1, LN 16A	5,351.	0.		5,351.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 ESTIMATED TAX PAYMENTS	2,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,400.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASSACHUSETTS FORM PC FILING FEE	250.	0.		250.
FOREIGN TAXES PAID	3,024.	3,024.		0.
MVP AMERICA, LLC TRADE/BUSINESS LOSS	23.	0.		0.
MVP AMERICA, LLC EXPENSE	1,790.	0.		0.
BURTON PARTNERSHIP INVESTMENT INTEREST EXPENSE	172.	172.		0.
BURTON PARTNERSHIP OTHER PORTFOLIO DEDUCTIONS	1,403.	0.		0.
BYRNES/BRIGHTWATER EXPENSE	10,752.	0.		0.
BYRNES/AGC 16 EXPENSE	22,117.	0.		0.
TO FORM 990-PF, PG 1, LN 23	39,531.	3,196.		250.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT FOR BURTON PARTNERSHIP UBTI	350.
TOTAL TO FORM 990-PF, PART III, LINE 5	350.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY PURITAN FUND	646,764.	0.
SPARTAN 500 INDEX	613,174.	0.
REIT FUND	329,031.	0.
DIVERSIFIED INTERNATIONAL FUND	487,097.	0.
EMERGING ASIA FUND	329,893.	0.
FIDELITY SMALL CAP STOCK	413,504.	0.
FIDELITY GROWTH CO.	576,813.	0.
INDEPENDENCE FUND	398,291.	0.
NASDAQ COMPOSITE	252,505.	0.
NEW MARKETS INCOME FUND	317,423.	0.
LARGE CAP STOCK FUND	354,043.	0.
INFLATION PROTECTED BOND FUND	412,191.	0.
GNMA FUND	416,313.	0.
TOTAL BOND FUND	471,904.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,018,946.	0.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FMR SERIES H DEBENTURES	100,000.	100,000.
FMR SERIES I DEBENTURES	100,000.	100,000.
FMR SERIES J DEBENTURES	200,000.	200,000.
FMR SERIES K DEBENTURES	100,000.	100,000.
FMR SERIES L DEBENTURES	500,000.	500,000.
FMR SERIES S DEBENTURES	500,000.	500,000.
FMR SERIES T DEBENTURES	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,000,000.	2,000,000.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MVP AMERICA, LLC	COST	42,605.	42,605.
BURTON PARTNERSHIP	COST	1,090,382.	1,090,382.
BYRNES/AGC 16 LLC	COST	837,835.	837,835.
BYRNES/BRIGHTWATER LLC	COST	356,307.	356,307.
BFF OPERATING ACCOUNT	COST	-5,393.	-5,393.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,321,736.	2,321,736.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FMR SERIES H DEBENTURES OID ACCRUAL	294.	294.	294.
FMR SERIES I DEBENTURES OID ACCRUAL	245.	245.	245.
FMR SERIES L DEBENTURES OID ACCRUAL	1,855.	1,855.	1,855.
FMR SERIES S DEBENTURES OID ACCRUAL	28,202.	28,202.	28,202.
FMR SERIES T DEBENTURES OID ACCRUAL	28,356.	28,356.	28,356.
TO FORM 990-PF, PART II, LINE 15	58,952.	58,952.	58,952.

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

NAME OF MANAGER

WILLIAM L. BYRNES
MARY ELIZABETH BYRNES
RANDALL W. BYRNES