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EXTENDED TO AUGUST 15, 2016
Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 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

617-338-2800

City or town, state or province, country, and ZIP or foreign postal code

BOSTON, MA 02109

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify) _____

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

\$ 15,594,336. (Part I, column (d) must be on cash basis)

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))

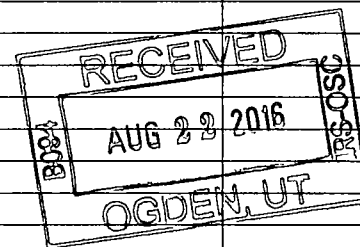
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	543,100.		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	190,948.	190,948.		STATEMENT 1
	4	Dividends and interest from securities	188,784.	188,784.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	296,357.			
	b	Gross sales price for all assets on line 6a	337,376.			
	7	Capital gain net income (from Part IV, line 2)		296,357.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	6.	6.		STATEMENT 3
	12	Total. Add lines 1 through 11	1,219,195.	676,095.		
	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 4	12,096.	0.		12,096.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	23,707.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	14,175.	3,284.		250.
	24	Total operating and administrative expenses. Add lines 13 through 23	69,978.	3,284.		32,346.
	25	Contributions, gifts, grants paid	801,055.			801,055.
	26	Total expenses and disbursements. Add lines 24 and 25	871,033.	3,284.		833,401.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	348,162.			
	b	Net investment income (if negative, enter -0-)		672,811.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



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LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets

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

Part II Balance Sheets				Beginning of year	End of year	
Attached schedules and amounts in the description column should be for end-of-year amounts only				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1.	1.	1.
	2	Savings and temporary cash investments		199,390.	69,875.	69,875.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	7,409,060.	7,858,516.	10,831,873.
	c	Investments - corporate bonds	STMT 9	2,000,000.	2,000,000.	2,000,000.
11	Investments - land, buildings and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	2,599,573.	2,635,625.	2,633,625.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 11)		58,959.	58,962.	58,962.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,266,983.	12,622,979.	15,594,336.	
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 ▶ <input type="checkbox"/>				
		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 ▶ <input checked="" type="checkbox"/>				
		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		1,900,408.	1,900,408.	
29	Retained earnings, accumulated income, endowment, or other funds		10,366,575.	10,722,571.		
30	Total net assets or fund balances		12,266,983.	12,622,979.		
31	Total liabilities and net assets/fund balances		12,266,983.	12,622,979.		

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	12,266,983.
2	Enter amount from Part I, line 27a	2	348,162.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	7,834.
4	Add lines 1, 2, and 3	4	12,622,979.
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	12,622,979.

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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 MVP AMERICA, LP FINAL K-1 LONG-TERM	P		
b BURTON PARTNERSHIP SHORT-TERM GAIN	P		
c BURTON PARTNERSHIP LONG-TERM GAIN	P		
d CAPITAL GAINS DIVIDENDS			
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		35,169.	-35,169.
b		5,850.	-5,850.
c 53,941.			53,941.
d 283,435.			283,435.
e			

(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			-35,169.
b			-5,850.
c			53,941.
d			283,435.
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	296,357.
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))
2014	752,483.	15,160,430.	.049635
2013	728,672.	12,703,553.	.057360
2012	640,203.	12,656,888.	.050581
2011	622,358.	12,224,417.	.050911
2010	564,269.	10,972,302.	.051427

2 Total of line 1, column (d)	2	.259914
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	.051983
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	15,741,560.
5 Multiply line 4 by line 3	5	818,294.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,728.
7 Add lines 5 and 6	7	825,022.
8 Enter qualifying distributions from Part XII, line 4	8	833,401.

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.

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

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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	6,728.
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	6,728.
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	6,728.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	16,400.	
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	16,400.	
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	9,672.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 9,672. 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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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?	X	
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, FL		
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 2015 or the taxable year beginning in 2015 (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)

	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? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>CHRISTOPHER C. CURTIS, ESQ.</u> Telephone no. ► <u>(617) 338-2800</u> Located at ► <u>SULLIVAN & WORCESTER LLP, 1 P.O. SQ., BOSTON, MA</u> ZIP+4 ► <u>02109</u>		
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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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 2015 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 2015) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015?	4a	X
	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 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

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

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.

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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	15,495,702.
b	Average of monthly cash balances	1b	485,577.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,981,279.
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	15,981,279.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	239,719.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,741,560.
6	Minimum investment return . Enter 5% of line 5	6	787,078.

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	787,078.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,728.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	153.
c	Add lines 2a and 2b	2c	6,881.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	780,197.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	780,197.
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	780,197.

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	833,401.
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	833,401.
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	6,728.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	826,673.

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.

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

Form 990-PF (2015)

22-2544803 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				780,197.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				8,986.
d From 2013				107,282.
e From 2014				9,369.
f Total of lines 3a through e	125,637.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	833,401.			
a Applied to 2014, 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 2015 distributable amount				780,197.
e Remaining amount distributed out of corpus	53,204.			
5 Excess distributions carryover applied to 2015 (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:	178,841.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	178,841.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				8,986.
c Excess from 2013				107,282.
d Excess from 2014				9,369.
e Excess from 2015				53,204.

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

~~10090720 100919 BYW4A1 2015.04000 THE BYRNES FAMILY FOUNDATIO BYW4A1 1~~

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		PC	GENERAL	20,000.
BELMONT HILL SCHOOL 350 PROSPECT STREET BELMONT, MA 02478		PC	GENERAL	47,735.
BOYS & GIRLS CLUB OF COLLIER COUNTY P.O. BOX 8896 NAPLES, FL 34101		PC	GENERAL	35,000.
CAMP HARBOR VIEW 50 CONGRESS STREET BOSTON, MA 02109		PC	GENERAL	20,000.
COVENANT HOUSE 5931 E. COLONIAL DRIVE ORLANDO, FL 32807		PC	GENERAL	25,000.
Total	SEE CONTINUATION SHEET(S)			801,055.
b Approved for future payment				
NONE				
Total				0.



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	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.		

[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		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		Date <u>8/9/16</u>		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER C. CURTIS		Preparer's signature 		Date <u>8/15/16</u>	
	Check <input 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	

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
EMPOWERING ACTION P.O. BOX 4092 OAKTON, VA 22124		PC	GENERAL	15,000.
FLINT HILL SCHOOL 3320 JERMANTOWN ROAD OAKTON, VA 22124		PC	GENERAL	75,860.
FOUNDATION FOR NEUROLOGIC DISEASES 10 STATE STREET NEWBURYPORT, MA 01950		PC	GENERAL	5,000.
FUN TIME EARLY CHILDHOOD ACADEMY 102 12TH ST. NORTH NAPLES, FL 34102		PC	GENERAL	65,000.
HOPE OUT LOUD P.O. BOX 2366 FOREST, VA 24551		PC	GENERAL	2,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING RD. NAPLES, FL 34104		PC	GENERAL	5,000.
IMMOKALEE CHILD CARE 1 AVENUE OF THE ARTS IMMOKALEE, FL 34142		PC	GENERAL	25,000.
INOVA HEALTH FOUNDATION 8110 GATEHOUSE ROAD, SUITE 200 EAST FALLS CHURCH, VA 22042		PC	GENERAL	3,500.
KIPP DC EDUCATION 1003 K STREET, NW WASHINGTON, DC 20001		PC	GENERAL	25,000.
MCLEAN BIBLE CHURCH 8925 LEESBURG PIKE VIENNA, VA 22182		PC	GENERAL	25,000.
Total from continuation sheets				653,320.

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
MCLEAN BIBLE CHURCH - JILL'S HOUSE 9011 LEESBURG PIKE VIENNA, VA 22182		PC	GENERAL	35,000.
NEIGHBORHOOD HEALTH CLINIC 121 GOODLETTE ROAD NORTH NAPLES, FL 34102		PC	GENERAL	50,000.
NEW ENGLAND CELIAC ORGANIZATION P.O. BOX 600066 NEWTON, MA 02460		PC	GENERAL	7,500.
POTOMAC SCHOOL 1301 POTOMAC SCHOOL ROAD MCLEAN, VA 22101		PC	GENERAL	9,460.
PROFESSIONAL GIVERS ANONYMOUS 3505 GORDON DRIVE NAPLES, FL 34102		PC	GENERAL	10,000.
SAINT ANN SCHOOL 542 8TH AVENUE SOUTH NAPLES, FL 34102		PC	GENERAL	102,000.
SOUTHEASTERN GUIDE DOGS 1618 MAIN STREET SARASOTA, FL 34236		PC	GENERAL	5,000.
SPECIAL OPERATIONS FUND P.O. BOX 13483 TAMPA, FL 33681		PC	GENERAL	10,000.
ST. MATTHEW'S HOUSE 2001 AIRPORT RD. S NAPLES, FL 34112		PC	GENERAL	20,000.
YOUTH HAVEN 9 CHURCH AVENUE SOUTHEAST ROANOKE, VA 24011		PC	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
AVOW 1095 WHIPPOORWILL LANE NAPLES, FL 34105		PC	GENERAL	5,000.
BEST BUDDIES INTERNATIONAL 100 SOUTHWEST SECOND STREET MIAMI, FL 33131		PC	GENERAL	1,000.
BLUE ANGELS FOUNDATION P.O. BOX 1946 PENSACOLA, FL 32591		PC	GENERAL	5,000.
CALVARY CHAPEL 8900 US HWY 19 N NAPLES, FL 33782		PC	GENERAL	5,000.
EFCA 901 EAST 78TH STREET MINNEAPOLIS, MN 55420		PC	GENERAL	2,000.
ENOUGH IS ENOUGH P.O. BOX 1532 GREAT FALLS, VA 22066		PC	GENERAL	5,000.
GO CORPS 6736 REGENT AVE N MINNEAPOLIS, MN 55429		PC	GENERAL	27,500.
HOMESTRETCH 303 SOUTH MAPLE AVE FALLS CHURCH, VA 22046		PC	GENERAL	5,000.
LANDON SCHOOL FUND 6101 WILSON LANE BETHESDA, MD 20817		PC	GENERAL	5,000.
MGH 55 FRUIT STREET BOSTON, MA 02114		PC	GENERAL	25,000.
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
NAPLES SHELTER FOR ABUSED WOMEN AND CHILDREN P.O. BOX 10102 NAPLES, FL 34101		PC	GENERAL	25,000.
PILLAR CHURCH OF WOODLAWN 9001 RICHMOND HIGHWAY ALEXANDRIA, VA 22309		PC	GENERAL	10,000.
TEACH FOR AMERICA 60 CANAL STREET BOSTON, MA 02114		PC	GENERAL	10,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104		PC	GENERAL	2,500.
WORLD HELP 1148 CORPORATE PARK DR FOREST, VA 24551		PC	GENERAL	20,000.
Total from continuation sheets				

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990-PF, Part I, line 2, 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) (2015)

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	\$ 543,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

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

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

Employer identification number

THE BYRNES FAMILY FOUNDATION

C/O CHRISTOPHER C. CURTIS, ESO.

22-2544803

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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

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
FMR DEBENTURES	190,948.	190,948.	
TOTAL TO PART I, LINE 3	190,948.	190,948.	

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
BURTON PARTNERSHIP DIVIDEND INCOME	19,313.	0.	19,313.	19,313.	
BURTON PARTNERSHIP INTEREST INCOME	112.	0.	112.	112.	
BURTON PARTNERSHIP TAX-EXEMPT INTEREST INCOME	6.	0.	6.	6.	
FIDELITY INVESTMENTS	169,353.	0.	169,353.	169,353.	
FIDELITY INVESTMENTS CAPITAL GAIN	283,435.	283,435.	0.	0.	
TO PART I, LINE 4	472,219.	283,435.	188,784.	188,784.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BURTON PARTNERSHIP	5.	5.	
BURTON PARTNERSHIP OTHER INCOME	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6.	6.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SULLIVAN & WORCESTER LLP	12,096.	0.		12,096.
TO FM 990-PF, PG 1, LN 16A	12,096.	0.		12,096.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2014 TAX PAYMENT	7,307.	0.		0.
2015 ESTIMATED TAX PAYMENTS	16,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,707.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASSACHUSETTS FORM PC FILING FEE	250.	0.		250.
FOREIGN TAXES PAID	3,284.	3,284.		0.
BURTON PARTNERSHIP INVESTMENT INTEREST EXPENSE	31.	0.		0.
BURTON PARTNERSHIP DEDUCTIONS	2,507.	0.		0.
BYRNES/BRIGHTWATER EXPENSE	1,796.	0.		0.
BYRNES/AGC 16 EXPENSE	6,181.	0.		0.
BFF LEGAL EXPENSE	126.	0.		0.
TO FORM 990-PF, PG 1, LN 23	14,175.	3,284.		250.

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

AMOUNT

ADJUSTMENT FOR BURTON PARTNERSHIP UBTI

7,834.

TOTAL TO FORM 990-PF, PART III, LINE 3

7,834.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

FIDELITY PURITAN FUND

912,412.

1,035,290.

SPARTAN 500 INDEX

712,233.

1,288,187.

REIT FUND

399,109.

709,051.

DIVERSIFIED INTERNATIONAL FUND

555,044.

876,814.

EMERGING ASIA FUND

366,946.

848,522.

FIDELITY SMALL CAP STOCK

719,471.

806,159.

FIDELITY GROWTH CO.

759,749.

1,299,047.

NASDAQ COMPOSITE

295,597.

667,361.

NEW MARKETS INCOME FUND

457,378.

416,475.

LARGE CAP STOCK FUND

464,203.

720,345.

INFLATION PROTECTED BOND FUND

500,071.

501,577.

GNMA FUND

517,903.

517,074.

TOTAL BOND FUND

624,615.

595,209.

NEW MILLENNIUM FUND

267,379.

285,211.

FIDELITY GLOBAL HIGH INCOME

306,406.

265,551.

TOTAL TO FORM 990-PF, PART II, LINE 10B

7,858,516.

10,831,873.

FORM 990-PF

CORPORATE BONDS

STATEMENT

9

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 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MVP AMERICA, LLC	COST	0.	0.
BURTON PARTNERSHIP	COST	1,446,965.	1,446,965.
BYRNES/AGC 16 LLC	COST	837,835.	835,835.
BYRNES/BRIGHTWATER LLC	COST	356,307.	356,307.
BFF OPERATING ACCOUNT	COST	-5,618.	-5,618.
MONUMENTAL VENTURE PARTNERS LLC	COST	136.	136.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,635,625.	2,633,625.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FMR SERIES H DEBENTURES OID ACCRUAL	296.	298.	298.
FMR SERIES I DEBENTURES OID ACCRUAL	250.	251.	251.
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	58,959.	58,962.	58,962.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER

WILLIAM L. BYRNES
MARY ELIZABETH BYRNES
RANDALL W. BYRNES