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EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 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 <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) \$ 16,761,382.	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		519,897.		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		193,473.	193,473.		STATEMENT 1
4 Dividends and interest from securities		244,944.	244,944.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		511,594.			
b Gross sales price for all assets on line 6a	5,662,894.				
7 Capital gain net income (from Part IV, line 2)			511,594.		
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		1,469,908.	950,011.		
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		4,903.	0.		4,903.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 4		153.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		15,308.	5,782.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		40,364.	5,782.		25,153.
25 Contributions, gifts, grants paid		661,018.			661,018.
26 Total expenses and disbursements. Add lines 24 and 25		701,382.	5,782.		686,171.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		768,526.			
b Net investment income (if negative, enter -0-)			944,229.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1.	1.	1.
	2	Savings and temporary cash investments		69,875.	413,540.	413,540.
	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	7,858,516.	9,730,961.	13,098,852.
	c	Investments - corporate bonds	STMT 9	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 10	2,635,625.	1,190,027.	1,190,027.
14		Land, buildings, and equipment; basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ STATEMENT 11)		58,962.	58,962.	58,962.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,622,979.	13,393,491.	16,761,382.
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.		
Foundations that follow SFAS 117, check here	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	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		10,722,571.	11,493,083.	
	30	Total net assets or fund balances		12,622,979.	13,393,491.	
	31	Total liabilities and net assets/fund balances		12,622,979.	13,393,491.	

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)
2	Enter amount from Part I, line 27a
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6
4	Add lines 1, 2, and 3
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,662,894.		5,151,300.	511,594.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			511,594.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	511,594.
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))
2015	826,673.	15,741,560.	.052515
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

2 Total of line 1, column (d)	.261002
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	.052200
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	15,095,119.
5 Multiply line 4 by line 3	787,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)	9,442.
7 Add lines 5 and 6	797,407.
8 Enter qualifying distributions from Part XII, line 4	686,171.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	18,885.
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	18,885.
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	18,885.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	9,672.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,600.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	12,272.
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	6,613.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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?	N/A	
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 type="checkbox"/> <u>MA, FL</u>		
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 2016 or the taxable year beginning in 2016 (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 ► 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	15	N/A
16 At any time during calendar year 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 2016 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 2016)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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			
104 MOORINGS PARK DRIVE, APT. D-103				
NAPLES, FL 34105	10.00	0.	0.	0.
RANDALL W. BYRNES	TRUSTEE			
9631 MAYMONT DRIVE				
VIENNA, VA 22182	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

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	14,711,061.
b	Average of monthly cash balances	1b	613,933.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,324,994.
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	15,324,994.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,875.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,095,119.
6	Minimum investment return. Enter 5% of line 5	6	754,756.

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	754,756.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	18,885.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,885.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	735,871.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	735,871.
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	735,871.

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	686,171.
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	686,171.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	686,171.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				735,871.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	8,986.			
c From 2013	107,282.			
d From 2014	9,369.			
e From 2015	53,204.			
f Total of lines 3a through e	178,841.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	686,171.			
a Applied to 2015, 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 2016 distributable amount				686,171.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	49,700.			49,700.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	129,141.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	129,141.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	66,568.			
c Excess from 2014	9,369.			
d Excess from 2015	53,204.			
e Excess from 2016				

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.
ALTERNATIVE HOUSE P.O. BOX 2100 LOWELL, MA 01853		PC	GENERAL	2,500.
BELMONT HILL SCHOOL 350 PROSPECT STREET BELMONT, MA 02478		PC	GENERAL	34,018.
APARTMENT LIFE CARE 610 S. INDUSTRIAL BLVD. EULESS, TX 76040		PC	GENERAL	5,000.
BLUE ANGELS FOUNDATION P.O. BOX 1946 PENSACOLA, FL 32591		PC	GENERAL	15,000.
Total	SEE CONTINUATION SHEET(S)			661,018.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		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  Randall Wayne 7/29/17  **TRUSTEE**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER C. CURTIS	Preparer's signature <i>Christopher C. Curtis</i>	Date 7/20/17	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	

Form **990-PF** (2016)

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

2016

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, 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Name of organization THE BYRNES FAMILY FOUNDATION C/O CHRISTOPHER C. CURTIS, ESQ.	Employer identification number 22-2544803
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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
<u>1</u>	<u>WILLIAM L. BYRNES</u> <u>104 MOORINGS PARK DRIVE, APT. D-103</u> <u>NAPLES, FL 34105</u>	\$ <u>519,897.</u>	Person <input checked="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, ESO.

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

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	FIDELITY INVESTMENTS (Y97) SHORT-TERM GAINS BOX A	P		
b	FIDELITY INVESTMENTS (Y97) LONG-TERM GAINS (SEE A	P		
c	BURTON PARTNERSHIP SHORT-TERM GAIN	P		
d	BURTON PARTNERSHIP LONG-TERM GAIN	P		
e	BURTON PARTNERSHIP FINAL K-1 LONG-TERM GAIN	P		
f	BOOK BASIS DIFFERENCE ADJUSTMENT	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 906,265.		931,171.	-24,906.
b 4,336,666.		4,218,591.	118,075.
c 465.			465.
d 110,677.			110,677.
e 173,963.			173,963.
f		1,538.	-1,538.
g 134,858.			134,858.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-24,906.
b			118,075.
c			465.
d			110,677.
e			173,963.
f			-1,538.
g			134,858.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	511,594.
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

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

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
BOYS & GIRLS CLUB OF COLLIER COUNTY P.O. BOX 8896 NAPLES, FL 34101		PC	GENERAL	10,000.
BOYS TOWN 14100 CRAWFORD STREET BOYS TOWN, NE 68010		PC	GENERAL	20,000.
CAMP HARBOR VIEW 50 CONGRESS STREET BOSTON, MA 02109		PC	GENERAL	25,000.
COVENANT HOUSE 5931 E. COLONIAL DRIVE ORLANDO, FL 32807		PC	GENERAL	35,000.
CARE 99 BISHOP ALLEN DR, CAMBRIDGE, MA 02139		PC	GENERAL	5,000.
CODE FOR AMERICA 155 9TH STREET SAN FRANCISCO, CA 94103		PC	GENERAL	5,000.
ENOUGH IS ENOUGH P.O. BOX 1532 GREAT FALLS, VA 22066		PC	GENERAL	5,000.
FLINT HILL SCHOOL 3320 JERMANTOWN ROAD OAKTON, VA 22124		PC	GENERAL	50,000.
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	45,000.
Total from continuation sheets				584,500.

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 CARE MINISTRIES 7498 SHERIDAN PLACE LA PLATA, MD 20646		PC	GENERAL	5,000.
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON, DC 20037		PC	GENERAL	10,000.
HOPE OUT LOUD P.O. BOX 2366 FOREST, VA 24551		PC	GENERAL	1,000.
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	26,000.
KIPP DC EDUCATION 1003 K STREET, NW WASHINGTON, DC 20001		PC	GENERAL	25,000.
LANDON SCHOOL FUND 6101 WILSON LANE BETHESDA, MD 20817		PC	GENERAL	5,000.
MCLEAN BIBLE CHURCH 8925 LEESBURG PIKE VIENNA, VA 22182		PC	GENERAL	27,500.
MCLEAN BIBLE CHURCH - JILL'S HOUSE 9011 LEESBURG PIKE VIENNA, VA 22182		PC	GENERAL	30,000.
Total from continuation sheets				

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

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
JUBILEE TO COLLEGE 1640 COLUMBIA ROAD, NW WASHINGTON, DC 20009		PC	GENERAL	5,000.
NAPLES SHELTER FOR ABUSED WOMEN AND CHILDREN P.O. BOX 10102 NAPLES, FL 34101		PC	GENERAL	20,000.
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	10,000.
KAYLA'S HANDS FOUNDATION 333 7TH AVENUE, NEW YORK, NY 10001		PC	GENERAL	5,000.
POTOMAC SCHOOL 1301 POTOMAC SCHOOL ROAD MCLEAN, VA 22101		PC	GENERAL	25,000.
KNIGHTS OF COLUMBUS ONE COLUMBUS PLAZA NEW HAVEN, CT 06509		PC	GENERAL	5,000.
LILY HOUSE - SCORE PO BOX 9994 CHATTANOOGA, TN 37412		PC	GENERAL	10,000.
SOUTHEASTERN GUIDE DOGS 1618 MAIN STREET SARASOTA, FL 34236		PC	GENERAL	10,000.
SHOW HOPE P.O. BOX 647 FRANKLIN, TN 37065		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
ST. MATTHEW'S HOUSE 2001 AIRPORT RD. S NAPLES, FL 34112		PC	GENERAL	25,000.
ST. ANTHONY HALL FOUNDATION P.O. BOX 4633 CHAPEL HILL, NC 27515		PC	GENERAL	2,500.
HEALTH WAGON P.O. BOX 7070 WISE, VA 24293		PC	GENERAL	5,000.
WORLD HEALTH 23RD STREET, N.W. WASHINGTON, DC 20037		PC	GENERAL	10,000.
YOUTH HAVEN 9 CHURCH AVENUE SOUTHEAST ROANOKE, VA 24011		PC	GENERAL	20,000.
YOUTH FOR TOMORROW 11835 HAZEL CIR DR. BRISTOW, VA 20136		PC	GENERAL	7,500.
EMPOWERING ACTION P.O. BOX 4092 OAKTON, VA 22124		PC	GENERAL	5,000.
Total from continuation sheets				

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	193,473.	193,473.	
TOTAL TO PART I, LINE 3	193,473.	193,473.	

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	6,608.	0.	6,608.	6,608.	
BURTON PARTNERSHIP INTEREST INCOME	21.	0.	21.	21.	
BURTON PARTNERSHIP TAX-EXEMPT INTEREST INCOME	96.	0.	96.	96.	
FIDELITY INVESTMENTS CAPITAL GAIN	134,858.	134,858.	0.	0.	
FIDELITY INVESTMENTS DIVIDENDS (X01)	1,474.	0.	1,474.	1,474.	
FIDELITY INVESTMENTS DIVIDENDS (Y97)	236,745.	0.	236,745.	236,745.	
TO PART I, LINE 4	379,802.	134,858.	244,944.	244,944.	

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	4,903.	0.		4,903.
TO FM 990-PF, PG 1, LN 16A	4,903.	0.		4,903.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2015 FORM 990-T TAX PAYMENT	153.	0.			0.
TO FORM 990-PF, PG 1, LN 18	153.	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	5,782.	5,782.			0.
BURTON PARTNERSHIP INVESTMENT INTEREST EXPENSE	22.	0.			0.
BURTON PARTNERSHIP DEDUCTIONS	1,021.	0.			0.
BYRNES/BRIGHTWATER EXPENSE	2,044.	0.			0.
BYRNES/AGC 16 EXPENSE	6,063.	0.			0.
BFF LEGAL EXPENSE	126.	0.			0.
TO FORM 990-PF, PG 1, LN 23	15,308.	5,782.			250.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION	AMOUNT				
ADJUSTMENT FOR TEMPLETON GLOBAL BOND NONDIVIDEND DISTRIBUTION	8,605.				
FINANCIAL SELECT SECTOR REORGANIZATION	7.				
TOTAL TO FORM 990-PF, PART III, LINE 3	8,612.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
ADJUSTMENT FOR BURTON PARTNERSHIP UBTI		6,626.	
TOTAL TO FORM 990-PF, PART III, LINE 5		6,626.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY PURITAN FUND	0.	0.	
SPARTAN 500 INDEX	656,017.	1,343,985.	
REIT FUND	261,661.	492,842.	
DIVERSIFIED INTERNATIONAL FUND	498,912.	780,447.	
EMERGING ASIA FUND	218,874.	571,620.	
FIDELITY SMALL CAP STOCK	269,376.	423,378.	
FIDELITY GROWTH CO.	671,044.	1,208,165.	
NASDAQ COMPOSITE	265,707.	684,998.	
NEW MARKETS INCOME FUND	0.	0.	
LARGE CAP STOCK FUND	373,817.	713,619.	
INFLATION PROTECTED BOND FUND	0.	0.	
GNMA FUND	0.	0.	
TOTAL BOND FUND	0.	0.	
NEW MILLENNIUM FUND	0.	0.	
FIDELITY GLOBAL HIGH INCOME	0.	0.	
JANUS ENTERPRISE FUND CLASS T	54,551.	64,465.	
MORGAN STANLEY INST INTERNATIONAL EQUITY A	392,011.	403,738.	
OPPENHEIMER INTERNATIONAL GROWTH CL I	539,894.	541,626.	
T. ROWE PRICE OVERSEAS STOCK	51,406.	51,293.	
T. ROWE PRICE INTERNATIONAL STOCK	58,105.	56,021.	
TRANSAMERICA INTERNATIONAL EQUITY CL I	273,721.	287,189.	
WASATCH FRONTIER EMERGING SMALL CO'S	63,669.	59,569.	
WELLS FARGO SPECIAL MID CAP ADM	658,285.	783,790.	
FIDELITY INVESTMENT GRADE	629,648.	635,453.	
FIDELITY CONSERVATIVE INCOME BOND	340,897.	341,146.	
BLACKROCK HIGH YIELD BD PORT	362,427.	388,282.	
TEMPLETON GLOBAL BOND CLASS A	377,178.	401,343.	
VOYA INTERMEDIATE BOND CLASS I	632,049.	628,075.	
WESTERN ASSET CORE PLUS BOND FUND	629,606.	624,382.	
ISHARES RUSSELL 1000 VALUE ETF	976,262.	1,111,562.	
ISHARES TR EAFE SMALL CAP	75,866.	73,614.	
ISHARES INC CORE MSCI EMERGING MKTS	206,548.	199,515.	
VANGUARD SECTOR INDEX FDS	193,430.	228,735.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,730,961.	13,098,852.	

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
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BURTON PARTNERSHIP	COST	0.	0.
BYRNES/AGC 16 LLC	COST	837,835.	837,835.
BYRNES/BRIGHTWATER LLC	COST	356,307.	356,307.
BFF OPERATING ACCOUNT	COST	-4,251.	-4,251.
MONUMENTAL VENTURE PARTNERS LLC	COST	136.	136.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,190,027.	1,190,027.

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

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

WILLIAM L. BYRNES

RANDALL W. BYRNES