Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE BARNES FOUNDATION INC.
C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 288

City or town, state, and ZIP code
EAST HARTLAND, CT 06027-0288

A Employer identification number
06-6037160

B Telephone number
(860)653-0462

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,660,252.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(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			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	240,308.	240,308.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	756,176.			
b	Gross sales price for all assets on line 6a 2,961,892.				
7	Capital gain net income (from Part IV, line 2)		756,176.		
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	11,660.	11,660.		STATEMENT 2
12	**Total.** Add lines 1 through	1,008,144.	1,008,144.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	50,000.	0.		50,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	7,413.	0.		7,413.
16a	Legal fees				
b	Accounting fees STMT 3	5,660.	0.		5,660.
c	Other professional fees STMT 4	26,199.	26,199.		0.
17	Interest				
18	Taxes STMT 5	26,841.	3,155.		4,111.
19	Depreciation and depletion	146.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	5,764.	0.		5,764.
22	Printing and publications	79.	0.		79.
23	Other expenses STMT 6	5,806.	0.		5,806.
24	**Total operating and administrative expenses.** Add lines 13 through 23	127,908.	29,354.		78,833.
25	Contributions, gifts, grants paid	95,000.			95,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	222,908.	29,354.		173,833.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	785,236.			
b	**Net investment income** (if negative, enter -0-)		978,790.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

923501
02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions** Form **990-PF** (2009)

914

21

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	70,881.	1,374,960.	1,374,960.
	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 STMT 7	20,057.	0.	0.
	b	Investments - corporate stock STMT 8	4,714,892.	4,319,207.	4,319,207.
	c	Investments - corporate bonds STMT 9	1,365,144.	1,602,807.	1,602,807.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	477,059.	359,154.	359,154.
	14	Land, buildings, and equipment: basis ▶ 3,848.			
		Less accumulated depreciation STMT 11▶ 3,629.	365.	219.	219.
	15	Other assets (describe ▶ STATEMENT 12)	5,207.	3,905.	3,905.
	16	**Total assets** (to be completed by all filers)	6,653,605.	7,660,252.	7,660,252.
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 ▶ STATEMENT 13)	0.	14,994.	
	23	**Total liabilities** (add lines 17 through 22)	0.	14,994.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	6,653,605.	7,645,258.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	6,653,605.	7,645,258.	
	31	**Total liabilities and net assets/fund balances**	6,653,605.	7,660,252.	

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	6,653,605.
2	Enter amount from Part I, line 27a	2	785,236.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	206,417.
4	Add lines 1, 2, and 3	4	7,645,258.
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	7,645,258.

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 STATEMENTS			
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	2,961,892.		2,205,716.	756,176.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				756,176.

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 } 2 756,176.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	794,418.	8,741,960.	.090874
2007	456,558.	11,109,033.	.041098
2006	390,839.	9,092,239.	.042986
2005	397,653.	8,306,169.	.047874
2004	387,732.	7,931,504.	.048885

2	**Total** of line 1, column (d)	2	.271717
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	.054343
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,638,684.
5	Multiply line 4 by line 3	5	360,766.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,788.
7	Add lines 5 and 6	7	370,554.
8	Enter qualifying distributions from Part XII, line 4	8	173,833.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	19,576.
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	19,576.
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	19,576.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,320.		
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	6,320.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	13,256.
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 2010 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2009)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SALLY A. O'CONNOR Telephone no.▶860-653-0462

Located at ▶P.O. BOX 288, EAST HARTLAND, CT ZIP+4 ▶06027

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
Organizations relying on a current notice regarding disaster assistance check here	▶☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
If "Yes," list the years ▶_____, _____, _____, _____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶_____, _____, _____, _____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2009 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 2009.)*	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 2009?		4b		X

Form **990-PF** (2009)

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		50,000.	7,413.	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.

Form **990-PF** (2009)

923561
02-02-10

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	6,551,336.
b Average of monthly cash balances			1b	183,597.
c Fair market value of all other assets			1c	4,848.
d **Total** (add lines 1a, b, and c)			1d	6,739,781.
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	6,739,781.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	101,097.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,638,684.
6 **Minimum investment return.** Enter 5% of line 5			6	331,934.

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	331,934.
2a Tax on investment income for 2009 from Part VI, line 5	2a	19,576.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	19,576.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	312,358.
4 Recoveries of amounts treated as qualifying distributions			4	0.
5 Add lines 3 and 4			5	312,358.
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	312,358.

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	173,833.
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	173,833.
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	173,833.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				312,358.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			167,155.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 173,833.				
a Applied to 2008, but not more than line 2a			167,155.	
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 2009 distributable amount				6,678.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				305,680.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

THE BARNES FOUNDATION INC.
C/O SALLY A. O'CONNOR, EXEC. DIRECTOR 06-6037160

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

LOUISE B. ADAMS

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ENVIRONMENTAL LEARNING CENTERS OF CT 501 WOLCOTT RD BRISTOL, CT 06010				75,000.
W.A.L.K.S. FOUNDATION, INC. P.O. BOX 155 WEST GRANBY, CT 06090				20,000.
Total			▶ 3a	95,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	240,308.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	11,660.	
8 Gain or (loss) from sales of assets other than inventory			18	756,176.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,008,144.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 1,008,144.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Sally A. O'Connor | 5-14-2010 | Vice President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	W. Scott [illegible] CPA	Date 5/12/10	Check if self-employed ☐
			Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	HARPER & WHITFIELD, P.C. 314 FARMINGTON AVENUE FARMINGTON, CT 06032		EIN
			Phone no. 860-677-9188

Form 990-PF (2009)

THE BARNES FOUNDATION INC. CONTINUATION FOR 990-PF, PART IV
C/O SALLY A. O'CONNOR, EXEC. DIRECTOR 06-6037160 PAGE 1 OF 1

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	SMITH BARNEY ACCT #10336-14 (SEE ATTACHED SCHEDUL	P	03/09/92	VARIOUS
b	SMITH BARNEY ACCT #10337-13 (SEE ATTACHED SCHEDUL	P	12/15/08	04/24/09
c	SMITH BARNEY ACCT #10337-13 (SEE ATTACHED SCHEDUL	P	01/23/07	06/15/09
d	SMITH BARNEY ACCT #10339-11 (SEE ATTACHED SCHEDUL	P	VARIOUS	VARIOUS
e	SMITH BARNEY ACCT #10339-11 (SEE ATTACHED SCHEDUL	P	VARIOUS	VARIOUS
f	SMITH BARNEY ACCT #10341-17 (SEE ATTACHED SCHEDUL	P	08/14/07	01/08/09
g	SMITH BARNEY ACCT #10342-16 (SEE ATTACHED SCHEDUL	P	VARIOUS	VARIOUS
h	SMITH BARNEY ACCT #10342-16 (SEE ATTACHED SCHEDUL	P	VARIOUS	VARIOUS
i	SMITH BARNEY ACCT #71363-12 (SEE ATTACHED SCHEDUL	P	VARIOUS	VARIOUS
j	SMITH BARNEY ACCT #71363-12 (SEE ATTACHED SCHEDUL	P	VARIOUS	VARIOUS
k	SMITH BARNEY ACCT #71371-12 (SEE ATTACHED SCHEDUL	P	06/08/06	01/29/09
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	1,385,760.		48,928.	1,336,832.
b	20,000.		19,825.	175.
c	250,000.		250,273.	-273.
d	6,279.		5,568.	711.
e	2,609.		1,934.	675.
f	2,951.		2,512.	439.
g	2,705.		13,169.	-10,464.
h	48,575.		86,778.	-38,203.
i	366,934.		509,286.	-142,352.
j	482,499.		730,575.	-248,076.
k	393,580.		536,868.	-143,288.
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				1,336,832.
b				175.
c				-273.
d				711.
e				675.
f				439.
g				-10,464.
h				-38,203.
i				-142,352.
j				-248,076.
k				-143,288.
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	756,176.
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 Barnes Foundation
EIN 06-6037160
Account 400-10336-14

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	4,970	BARNES GROUP INC	03/09/92	12/07/09	$ 80,555.62	$ 2,857.75		$ 77,697.87[c]
125000020	13,965	BARNES GROUP INC	03/09/92	12/14/09	227,028.33	8,029.87		218,998.46[c]
125000030	21,099	BARNES GROUP INC	03/09/92	12/16/09	342,196.19	12,131.93		330,064.26[c]
125000040	25,000	BARNES GROUP INC	03/09/92	12/22/09	405,413.55	14,375.00		391,038.55[c]
125000050	10,000	BARNES GROUP INC	03/09/92	12/23/09	164,454.76	5,750.00		158,704.76[c]
125000060	5,000	BARNES GROUP INC	03/09/92	12/23/09	81,855.89	2,875.00		78,980.89[c]
125000070	2,600	BARNES GROUP INC	03/09/92	12/23/09	43,189.82	1,495.00		41,694.82[c]
125000080	2,458	BARNES GROUP INC	03/09/92	12/24/09	41,066.12	1,413.35		39,652.77[c]
Total					**$ 1,385,760.28**	**$ 48,927.90**		**$ 1,336,832.38**

[c] *Based on information supplied by Client or other financial institution, not verified by us.*

END SUMMARY

The Barnes Foundation
EIN 06-6037160
Account 400-10337-13

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000020	20,000	FEDERAL NATL MTG ASSN FANNIE NOTES BK/ENTRY DTD 6/13/03 DUE 12/11/2014 RATE 4.000	12/15/08	04/24/09	$ 20,000.00	$ 19,825.00 **$ 19,825.00**	$ 175.00 **$ 175.00**	$ 175.00 $ 0.00
Total					**$ 20,000.00**	$ 19,825.00 **$ 19,825.00**	$ 175.00 **$ 175.00**	$ 175.00 $ 0.00

END

SUMMARY

THE BARNES FOUNDATION

Account Number 400-10337-13 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	250,000	CAPITAL ONE BANK DTD 06/09/2004 DUE 06/15/2009 RATE 5.000	01/23/07	06/15/09	$ 250,000.00	$ 250,272.50 **$ 250,000.00**	($ 272.50) **$ 0.00**	$ 0.00 $ 0.00
Total					**$ 250,000.00**	$ 250,272.50 **$ 250,000.00**	($ 272.50) **$ 0.00**	$ 0.00 $ 0.00

2009 YEA

The Barnes Foundation
EIN 06-6037160
Account 400-10339-11

GAIN/LOSS DETAILS

Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. Trades are allocated using the FIFO (first in-first-out) method. Day traders should therefore not rely on this section for day trading results. Your reinvestment activity has been summarized. Single lines have been designated to distinguish Short-term (ST) or Long-term (LT) information. Detailed information will be available at year-end in your 1099 Year-end summary.

Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)
BANK OF AMERICA CORP MERGER 01/02/09 590188108000	12/31/07	01/02/09 Cash in lieu	.0135	$ 61.062		$ .82	$ .19	($ .63) LT
	02/06/08	01/02/09 Cash in lieu	.0145	62.847		.91	.20	(.71) ST
	02/11/08	01/02/09 Cash in lieu	.0056	60.72		.34	.08	(.26) ST
	02/28/08	01/02/09 Cash in lieu	.0047	60.665		.28	.07	(.21) ST
	04/29/08	01/02/09 Cash in lieu	.0075	57.296		.43	.10	(.33) ST
	05/22/08	01/02/09 Cash in lieu	.0049	51.896		.25	.07	(.18) ST
	06/20/08	01/02/09 Cash in lieu	.0111	42.102		.47	.16	(.31) ST
	06/23/08	01/02/09 Cash in lieu	.0104	40.286		.42	.14	(.28) ST
	07/29/08	01/02/09 Cash in lieu	.0117	27.386		.32	.16	(.16) ST
	07/30/08	01/02/09 Cash in lieu	.0088	30.406		.27	.12	(.15) ST
	08/01/08	01/02/09 Cash in lieu	.0073	31.253		.23	.10	(.13) ST
	08/04/08	01/02/09 Cash in lieu	.0098	30.342		.30	.14	(.16) ST

Smith Barney Reserved Client Statement

January 1 - January 31, 2009 EIN 06-6037160

THE BARNES FOUNDATION ***Account number 400-10339-11 246***

Realized gain or loss *continued*

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
BANK OF AMERICA CORP MERGER 01/02/09 590188108000	10/03/08	01/02/09 Cash in lieu	.0084	$ 32.369		$ .27	$ .12	($ .15)	ST
	10/08/08	01/02/09 Cash in lieu	.0173	22.454		.39	.24	(.15)	ST
	Total		.1355			**$ 5.70**	**$ 1.89**	**($ 3.81)**	
FREEPORT MCMORAN COPPER & GOLD CL B	12/01/08	01/20/09 Sold	99	$ 21.919	$ 23.087	$ 2,170.07	$ 2,285.61	$ 115.54	ST
IAC/INTERACTIVECORP	04/18/07	01/12/09 Sold	9	33.734	14.779	303.61	133.00	(170.61)	LT
KROGER CO	03/08/05	01/16/09 Sold	30	16.828	25.00	504.84	750.00	245.16	LT
KROGER CO	03/08/05	01/20/09 Sold	12	16.828	25.01	201.94	300.12	98.18	LT
	04/12/05	01/20/09 Sold	50	15.749	25.01	787.49	1,250.51	463.02	LT
	07/12/05	01/20/09 Sold	7	19.394	25.01	135.76	175.08	39.32	LT
	Total		99			**$ 1,630.03**	**$ 2,475.71**	**$ 845 68**	
WAL-MART STORES INC	01/25/08	01/02/09 Sold	70	$ 48.477	$ 57.023	$ 3,393.43	$ 3,991.59	$ 598.16	ST
Total Long Term this period						1934.46	2608.90	**$ 674.44**	
Total Short Term this period						5568.38	6278.90	**$ 710.52**	
Total realized gain or (loss) - this period						**$ 7,502.84**	**$ 8,887.80**	**$ 1,384.96**	
Total Long Term - year-to-date								**$ 674.44**	
Total Short Term - year-to-date								**$ 710.52**	
Total realized gain or (loss) - year-to-date						**$ 7,502.84**	**$ 8,887.80**	**$ 1,384.96**	

Independent, third-party research on certain companies covered by Citi Investment Research is available to clients of the firm at no cost. Clients can access this research at www.smithbarney.com or call 1-866-836-9542 to request that a copy of this research be sent to them.

The Barnes Foundation
EIN - 06 - 6037160
Account 400 -10341 -17

GAIN/LOSS DETAILS

Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. Trades are allocated using the FIFO (first in-first-out) method. Day traders should therefore not rely on this section for day trading results. Your reinvestment activity has been summarized. Single lines have been designated to distinguish Short-term (ST) or Long-term (LT) information. Detailed information will be available at year-end in your 1099 Year-end summary.

Realized gain or loss

Description	Original trade date	Closing trade date	Quantity	Purchase price	Sale price	Cost basis	Proceeds	Realized gain or (loss)	
TETRA TECH INC NEW	08/14/07	01/08/09 Sold	125	$ 20.098	$ 23.61	$ 2,512.27	$ 2,951.31	$ 439.04	LT
Total Long Term this period								**$ 439.04**	
Total realized gain or (loss) - this period						**$ 2,512.27**	**$ 2,951.31**	**$ 439.04**	
Total Long Term - year-to-date								**$ 439.04**	
Total Short Term - year-to-date								**$ 0.00**	
Total realized gain or (loss) - year-to-date						**$ 2,512.27**	**$ 2,951.31**	**$ 439.04**	

MorganStanley
SmithBarney

Ref: 00000281 00057344

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION
Account Number 400-10342-16 246
EIN 06-6037160

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	85	BNP PARIBAS SPON ADR SALE OF RTS ON 85.0000 SHS RECORD 11/02/09 PAY 11/09/09	11/02/09	11/02/09	$ 82.02	$ .01		$ 82.01
125000120	219	LLOYDS TSB GRP PLC SP ADR	01/22/09	03/20/09	697.86	1,322.76	(624.90)	
125000230	18	ROYAL BK SCOTLAND GROUP PLC SPON ADR	06/11/08	02/10/09	131.35	1,552.39	(1,421.04)	
125000240	27.257	ROYAL BK SCOTLAND GROUP	06/11/08	02/12/09	185.66	2,350.76	(2,165.10)	
	7.9865	PLC SPON ADR	06/19/08		54.40	706.49	(652.09)	
	38.1408		06/20/08		259.79	3,279.89	(3,020.10)	
	17.7372		09/11/08		120.81	1,471.40	(1,350.59)	
	20.5352		09/12/08		139.87	1,756.65	(1,616.78)	
	9.3433		09/15/08		63.64	728.21	(664.57)	
125000250	1,221	SOCIETE GENERALE SPON ADR SALE OF RTS ON 1221.0000 SHS	10/07/09	10/07/09	970.05	.01		970.04
Total					**$ 2,705.45**	**$ 13,168.57**	**($ 11,515.17)**	**$ 1,052.05**

<10463.12>

2009 YEAR END

The Barnes Foundation
EIN 06-6037160
Account 400-10342-16

Details of Long Term Gain (Loss) 2009

SUMMARY

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	15	BNP PARIBAS SPON ADR Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	06/27/05	08/20/09	$ 591.01	$ 512.51		$ 78.50
125000020	6 48	BNP PARIBAS SPON ADR Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	06/27/05 07/06/05	08/21/09	244.38 1,955.00	205.00 1,639.90		39.38 315.10

THE BARNES FOUNDATION

Account Number 400-10342-16 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	34	BNP PARIBAS SPON ADR	07/06/05	09/18/09	$ 1,434.31	$ 1,161.60		$ 272.71
	10	Morgan Stanley Smi	07/07/05		421.85	334.92		86.93
		th Barney LLC acted as yo						
		ur agent in this transa						
125000040	6	BNP PARIBAS SPON ADR	07/07/05	09/21/09	251.97	200.95		51.02
		Morgan Stanley Smi						
		th Barney LLC acted as yo						
		ur agent in this transa						
125000050	20	BNP PARIBAS SPON ADR	07/07/05	09/24/09	838.89	669.84		169.05
	9	MorganStanley SmithBarney LLC	01/30/06		377.50	396.20	(18.70)	
		acted as your agent						
		in this transaction.						
125000070	261	BANCO SANTANDER S.A.	06/23/05	07/15/09	3,231.19	3,032.82		198.37
		Morgan Stanley Smi						
		th Barney LLC acted as yo						
		ur agent in this transa						
125000080	160.9999	HBOS PLC	11/22/05	01/22/09	146.97	2,450.18	(2,303.21)	
	206.121	SPONSORED ADR	12/06/05		188.16	3,163.63	(2,975.47)	
	249.191		01/24/06		227.48	4,190.12	(3,962.64)	
	230.7324		06/20/06		210.63	3,959.44	(3,748.81)	
	190.7388		09/21/06		174.12	3,767.10	(3,592.98)	
	113.828		11/10/06		103.91	2,300.62	(2,196.71)	
	29.7388		11/13/06		27.15	597.48	(570.33)	
	37.9426		11/14/06		34.64	758.02	(723.38)	
	76.9108		07/05/07		70.21	1,535.94	(1,465.73)	
	152.7967		07/06/07		139.49	3,051.77	(2,912.28)	
125000090	38	RTS ING GROEP	06/25/04	12/21/09	89.24	139.34	(50.10)	
	9	EXP 12/11/2009	08/12/04		21.14	36.05	(14.91)	
	663		06/23/05		1,556.96	2,903.06	(1,346.10)	
	28		02/28/08		65.75	150.92	(85.17)	
	122		02/29/08		286.50	645.57	(359.07)	
125000100	.0028	LLOYDS TSB GRP PLC SP ADR	11/02/04	01/20/09	.01	.09	(.08)	
	.009	MERGER 01/20/09 42205M106001	11/03/04		.02	.29	(.27)	
	.1494		06/23/05		.41	5.23	(4.82)	
125000110	10	LLOYDS TSB GRP PLC SP ADR	11/02/04	03/19/09	32.43	324.72	(292.29)	
	32		11/03/04		103.78	1,039.45	(935.67)	
	392		06/23/05		1,271.37	13,731.09	(12,459.72)	
125000120	137	LLOYDS TSB GRP PLC SP ADR	06/23/05	03/20/09	436.56	4,798.87	(4,362.31)	

THE BARNES FOUNDATION
Account Number 400-10342-16 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000130	50	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- VSP 11/04/04 -VSP 11042004	11/04/04	10/15/09	$ 1,466.29	$ 1,059.48		$ 406.81
125000140	26	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- VSP 06/23/05 -VSP 06232005	06/23/05	10/15/09	762.47	616.93		145.54
125000150	140	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- VSP 06/23/05 -VSP 06232005	06/23/05	11/06/09	3,653.62	3,321.92		331.70
125000160	131	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- VSP 06/23/05 -VSP 06232005	06/23/05	12/01/09	3,407.85	3,108.37		299.48
125000170	11	NIPPON TEL & TEL SPON ADR	04/15/05	02/09/09	251.91	233.62		18.29
125000180	16	NIPPON TEL & TEL SPON ADR	04/15/05	02/10/09	369.12	339.80		29.32
	48		06/23/05		1,107.36	1,045.28		62.08
125000190	128	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	11/12/09	2,655.78	2,787.42	(131.64)	
125000200	40	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	11/13/09	827.43	871.07	(43.64)	
125000210	11	RWE AG SPONS ADR -USD	06/23/05	02/02/09	846.16	698.50		147.66
125000220	14	RWE AG SPONS ADR -USD	06/23/05	02/03/09	1,099.48	889.00		210.48
125000260	.147	TAIWAN SEMICONDUCTOR MFG	12/11/07	08/14/09	1.52	1.46		.06
	.0336	CO LTD ADR	12/12/07		.35	.33		.02
	.0308	CASH IN LIEU OF .61476	12/13/07		.32	.30		.02
	.0303	RECORD 07/17/09 PAY 08/14/09	01/09/08		.31	.27		.04
	.056		01/10/08		.58	.50		.08
	.0499		01/11/08		.52	.44		.08
	.0737		01/15/08		.76	.65		.11
	.0485		05/07/08		.50	.54	(.04)	
	.0243		05/08/08		.25	.27	(.02)	

THE BARNES FOUNDATION
Account Number 400-10342-16 246
EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	.021		05/08/08		$ .22	$ .23	($ .01)	
	.0294		05/21/08		.30	.32	(.02)	
	.0089		05/23/08		.09	.10	(.01)	
	.0145		06/09/08		.15	.16	(.01)	
	.0289		06/10/08		.30	.31	(.01)	
	.0179		06/11/08		.18	.20	(.02)	
125000270	13	TELEFONICA S.A. SPON ADR	06/23/05	01/08/09	863.28	634.85		228.43
125000280	27	TELEFONICA S.A. SPON ADR	06/23/05	01/09/09	1,768.29	1,318.54		449.75
125000290	40	TELEFONICA S.A. SPON ADR	06/23/05	05/12/09	2,425.92	1,953.40		472.52
125000300	5	TELEFONICA S.A. SPON ADR VSP 06/23/05 -VSP 06232005 MorganStanley SmithBarney LLC	06/23/05	10/15/09	428.43	244.17		184.26
125000310	21	TELEFONICA S.A. SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/20/09	1,779.88	1,025.53		754.35
125000320	10	TELEFONICA S.A. SPON ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	10/22/09	862.47	488.35		374.12
125000330	32	TOTAL S.A SPONS ADR	06/23/05	01/08/09	1,784.26	1,856.05	(71.79)	
125000340	18	TOTAL S.A SPONS ADR	06/23/05	01/09/09	990.95	1,044.03	(53.08)	
125000350	3	TOYOTA MOTOR CORP ADR NEW	11/12/04	05/01/09	237.58	233.99		3.59
	9		04/07/05		712.74	690.30		22.44
125000360	5	TOYOTA MOTOR CORP ADR NEW	04/07/05	05/04/09	405.78	383.50		22.28
	4		04/15/05		324.63	295.30		29.33
	7		06/23/05		568.09	507.26		60.83
125000370	19	TOYOTA MOTOR CORP ADR NEW Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	06/23/05	08/20/09	1,659.94	1,376.84		283.10
125000380	7	TOYOTA MOTOR CORP ADR NEW Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	06/23/05	08/25/09	609.19	507.26		101.93

THE BARNES FOUNDATION
Account Number 400-10342-16 246
EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000390	12	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/26/09	$ 367.69	$ 260.07		$ 107.62
125000400	35	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/29/09	1,069.63	758.53		311.10
125000410	24	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/30/09	729.66	520.13		209.53
Total					**$ 48,575.26**	**$ 86,778.29**	**($ 44,681.04)**	**$ 6,478.01**

<38203.03>

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	40	COVIDIEN LTD	04/08/08	02/02/09	$ 1,522.11	$ 1,829.17	($ 307.06)	
	61		04/09/08		2,321.22	2,780.25	(459.03)	
	42		04/24/08		1,598.22	1,986.66	(388.44)	
	25		07/17/08		951.31	1,205.16	(253.85)	
125000050	30	ACE LIMITED	09/26/08	02/03/09	1,286.99	1,740.33	(453.34)	
	41		09/29/08		1,758.89	2,246.75	(487.86)	
125000070	94	ADOBE SYSTEMS INC (DE)	08/18/08	02/05/09	1,840.60	4,130.80	(2,290.20)	
	48		09/02/08		939.88	2,086.88	(1,147.00)	
125000090	130	ALBANY INTL CORP NEW CL A	11/19/08	02/02/09	1,314.67	1,605.64	(290.97)	
125000100	29	ALLERGAN INC	09/02/08	02/05/09	1,136.21	1,611.51	(475.30)	
125000120	38	AMGEN INC	03/03/08	02/05/09	2,137.87	1,720.69		417.18
125000140	105	ANNALY CAPITAL MANAGEMENT INC	06/27/08	01/29/09	1,636.06	1,631.39		4.67
	246		06/30/08		3,833.05	3,839.84	(6.79)	
	93		07/15/08		1,449.08	1,332.45		116.63
	92		09/17/08		1,433.50	1,308.64		124.86
	15		11/06/08		233.72	203.34		30.38
125000150	60	AON CORP	02/11/08	02/05/09	2,223.17	2,460.67	(237.50)	
125000160	73	ARCHER-DANIELS-MIDLAND CO	02/25/08	02/05/09	1,890.76	3,252.92	(1,362.16)	
	74		05/28/08		1,916.66	2,986.35	(1,069.69)	
	38		06/20/08		984.24	1,235.62	(251.38)	
125000170	6	AUTODESK INC	08/01/08	02/05/09	103.14	193.99	(90.85)	
	10		01/14/09		171.90	177.71	(5.81)	
125000180	32	BB&T CORP	03/12/08	02/05/09	544.99	1,049.61	(504.62)	
	80		03/17/08		1,362.47	2,536.70	(1,174.23)	
	165		06/12/08		2,810.10	4,421.29	(1,611.19)	
	133		07/01/08		2,265.11	3,090.31	(825.20)	
125000190	82.5012	BANK OF AMERICA CORP	02/28/08	02/19/09	340.79	5,004.36	(4,663.57)	
	132.3458		04/29/08		546.69	7,582.04	(7,035.35)	
	85.9388		05/22/08		354.99	4,459.39	(4,104.40)	
	195.9404		06/20/08		809 39	8,248.59	(7,439.20)	
	105.7338		06/23/08		436.77	4,259.14	(3,822.37)	
125000220	11	BANK NEW YORK MELLON CORP	09/18/08	08/31/09	323.40	358.11	(34.71)	
	60		09/30/08		1,764.01	1,812.94	(48.93)	

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000230	20	BEST BUY INC	09/11/08	02/02/09	$ 550.20	$ 884.66	($ 334.46)	
	25		09/12/08		687.75	1,108.43	(420.68)	
	31		09/17/08		852.80	1,255.40	(402.60)	
	49		09/18/08		1,347.98	1,942.78	(594.80)	
	65		09/24/08		1,788.14	2,466.54	(678.40)	
	59		10/27/08		1,623.08	1,331.24		291.84
	38		11/13/08		1,045.37	822.71		222.66
	68		11/20/08		1,870.67	1,275.51		595.16
	5		01/02/09		137.55	139.79	(2.24)	
	11		01/09/09		302.61	308.00	(5.39)	
125000250	265	BOSTON SCIENTIFIC CORP	02/29/08	02/09/09	2,414.35	3,332.14	(917.79)	
	220		03/03/08		2,004.36	2,764.39	(760.03)	
	55		03/04/08		501.09	691.84	(190.75)	
	436		03/10/08		3,972.29	5,376.84	(1,404.55)	
	80		03/27/08		728.86	1,028.90	(300.04)	
	135		03/28/08		1,229.95	1,727.95	(498.00)	
	21		06/23/08		191.33	257.47	(66.14)	
	125		07/23/08		1,138.84	1,555.70	(416.86)	
	183		07/24/08		1,667.27	2,250.70	(583.43)	
	56		09/17/08		510.20	689.36	(179.16)	
	245		12/30/08		2,232.13	1,796.24		435.89
125000270	460	BROOKDALE SR LIVING INC	07/31/08	01/29/09	3,198.82	6,982.48	(3,783.66)	
125000280	587	CIT GROUP INC NEW	10/28/08	02/02/09	1,590.99	1,758.30	(167.31)	
	494		10/31/08		1,338.93	2,015.52	(676.59)	
	470		11/03/08		1,273.88	2,002.91	(729.03)	
	805		11/18/08		2,181.86	2,156.76		25.10
125000320	43	CAPITAL ONE FINL CORP	04/02/08	02/09/09	639.06	2,301.61	(1,662.55)	
	10		04/08/08		148.62	528.92	(380.30)	
	39		04/09/08		579.61	2,059.27	(1,479.66)	
	89		04/10/08		1,322.71	4,409.33	(3,086.62)	
	83		09/15/08		1,233.54	3,813.73	(2,580.19)	
	32		09/25/08		475.58	1,569.98	(1,094.40)	
	55		11/20/08		817.40	1,469.66	(652.26)	
	24		12/31/08		356.69	754.39	(397.70)	
125000330	219	CAPSTEAD MTG CORP NEW	01/09/09	02/02/09	2,374.38	2,594.82	(220.44)	
	40		01/12/09		433.68	456.30	(22.62)	
125000340	76	CARDINAL HEALTH INC	10/06/08	02/09/09	2,932.82	3,685.40	(752.58)	
125000350	80	CARNIVAL CORP	11/20/08	02/02/09	1,424.07	1,225.34		198.73
	97	(PAIRED STOCK)	11/21/08		1,726.69	1,466.58		260.11

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000360	10	CATERPILLAR INC	05/19/08	03/06/09	$ 233.30	$ 850.56	($ 617.26)	
125000380	110	COCA COLA ENTERPRISES INC	03/26/08	02/19/09	1,391.47	2,719.22	(1,327.75)	
125000390	250	COMCAST CORP CL A - SPL	06/23/08	02/19/09	3,087.68	4,822.35	(1,734.67)	
125000420	90	DELTA AIR LINES INC	07/28/08	02/03/09	634.68	619.10		15.58
	70	(NEW)	08/06/08		493.64	590.86	(97.22)	
	86		08/07/08		606.47	732.66	(126.19)	
	130		10/20/08		916.75	1,177.88	(261.13)	
	100		10/21/08		705.20	967.77	(262.57)	
	23		10/22/08		162.20	229.90	(67.70)	
	95		10/27/08		669.94	730.89	(60.95)	
	65		10/28/08		458.38	511.08	(52.70)	
	125		11/24/08		881.49	873.23		8.26
	380		12/18/08		2,679.74	4,175.74	(1,496.00)	
	154		12/31/08		1,086.00	1,742.73	(656.73)	
	112		01/13/09		789.82	1,232.18	(442.36)	
	35		01/15/09		246.81	365.30	(118.49)	
125000450	9	DOLBY LABORATORIES INC	10/16/08	02/09/09	285.32	256.21		29.11
	21	CLASS A	10/23/08		665.76	617.51		48.25
	20		10/24/08		634.06	599.65		34.41
	17		10/27/08		538.95	517.77		21.18
	15		10/28/08		475.54	438.34		37.20
	34		10/29/08		1,077.89	1,011.15		66.74
	14		10/30/08		443.84	428.77		15 07
125000460	11	EOG RESOURCES INC	03/18/08	02/19/09	622.05	1,342.56	(720.51)	
	29		03/28/08		1,639.94	3,452.04	(1,812.10)	
	32		09/29/08		1,809.58	2,690.07	(880.49)	
125000470	17	EATON CORP	04/23/08	02/19/09	708 22	1,426.97	(718.75)	
	59		06/30/08		2,457.93	5,050.31	(2,592.38)	
	30		12/29/08		1,249.78	1,398.06	(148.28)	
125000480	247	EL PASO CORP	02/06/08	01/29/09	2,042.88	4,018.47	(1,975.59)	
125000500	18	EXTERRAN HOLDINGS INC	08/13/08	01/29/09	405.93	864.25	(458.32)	
	70		08/14/08		1,578.60	3,421.52	(1,842.92)	
	60		11/19/08		1,353 09	901.50		451.59
125000510	190	FIFTH THIRD BANCORP	07/17/08	02/02/09	421.80	2,453.83	(2,032.03)	
	153		07/18/08		339 66	2,043.27	(1,703.61)	
	120		10/21/08		266.40	1,418.77	(1,152.37)	
	86		10/22/08		190.91	1,026.16	(835.25)	

2009 YEAR END SUMMARY

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number ***400-71363-12 246***

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000520	55	FLUOR CORP NEW	11/19/08	02/19/09	$ 2,160.44	$ 1,828.17		$ 332.27
	55		11/20/08		2,160.44	1,675.82		484.62
125000540	45	FRANKLIN RESOURCES INC	09/18/08	02/19/09	2,338.77	3,940.34	(1,601.57)	
	66		11/20/08		3,430.20	3,514.47	(84.27)	
	31		12/01/08		1,611.15	1,750.30	(139.15)	
	8		12/05/08		415.78	487.22	(71.44)	
	26		12/26/08		1,351.29	1,541.18	(189.89)	
125000550	12	GENERAL ELECTRIC CO	11/28/08	02/24/09	108.58	204.41	(95.83)	
	125		11/26/08		1,131.24	1,997.33	(866.09)	
125000570	34	GOLDMAN SACHS GROUP INC	09/24/08	03/13/09	3,389.78	4,368.06	(978.28)	
	15		10/03/08		1,495.49	2,001.92	(506.43)	
	26		10/27/08		2,592.18	2,435.90		156.28
	20		11/18/08		1,993.99	1,221.78		772.21
	53		11/21/08		5,284.07	2,720.72		2,563.35
	13		12/02/08		1,296.09	832.85		463.24
	38		12/31/08		3,788.58	3,254.60		533.98
125000600	210	HEARST-ARGYLE TELEVISION INC	04/15/08	01/30/09	835.38	4,211.84	(3,376.46)	
	10		05/09/08		39.77	202.43	(162.66)	
125000610	138	HERTZ GLOBAL HOLDINGS INC	08/07/08	01/30/09	694.12	1,235.94	(541.82)	
125000620	20	HESS CORP	05/14/08	02/09/09	1,236.79	2,323.71	(1,086.92)	
	37		05/19/08		2,288.06	4,845.47	(2,557.41)	
	33		09/17/08		2,040.71	2,668.18	(627.47)	
125000650	235	INTEL CORP CGMI AND/OR ITS AFFILIATES	02/02/09	10/14/09	4,941.92	3,148.81		1,793.11
125000660	480	ION GEOPHYSICAL CORP	11/19/08	01/30/09	735.16	1,620.10	(884.94)	
125000670	55	J.CREW GROUP INC	06/12/08	02/09/09	662.85	1,849.60	(1,186.75)	
	5		06/16/08		60.26	168.26	(108.00)	
	5		06/18/08		60.26	168.42	(108.16)	
	90		08/04/08		1,084.67	2,621.81	(1,537.14)	
	5		08/05/08		60.26	150.00	(89.74)	
	34		08/07/08		409.77	982.47	(572.70)	
125000680	145	JPMORGAN CHASE & CO	06/11/08	03/13/09	3,498.94	5,459.45	(1,960.51)	
	46		06/20/08		1,110.01	1,793.77	(683.76)	
	57		09/15/08		1,375.45	2,293.74	(918.29)	
	72		12/01/08		1,737.40	2,088.01	(350.61)	
125000690	.3781	KINDER MORGAN MANAGEMENT LLC	03/06/09	05/15/09	15.57	13.32		2.25
	.3375	CASH IN LIEU OF .71563 RECORD 04/30/09 PAY 05/15/09	03/13/09		13.90	13.23		.67

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000700	.0008	KINDER MORGAN MANAGEMENT LLC	03/06/09	08/14/09	$ .04	$ .03		$ .01
	.0007	CASH IN LIEU OF .00156	03/13/09		.03	.03		
		RECORD 07/31/09 PAY 08/14/09						
125000710	.4743	KINDER MORGAN MANAGEMENT LLC	03/06/09	11/13/09	23.21	16.00		7.21
	.4235	CASH IN LIEU OF .89788	03/13/09		20.73	15.90		4.83
		RECORD 10/30/09 PAY 11/13/09						
125000720	220	KINDRED HEALTHCARE INC	11/19/08	02/19/09	3,282.91	2,159.96		1,122.95
125000730	79	KOHLS CORP	09/15/08	03/06/09	2,695.46	3,973.72	(1,278.26)	
	64		10/03/08		2,183.67	2,716.60	(532.93)	
	90		10/20/08		3,070.78	2,772.26		298.52
	46		10/27/08		1,569.51	1,298.90		270.61
	43		11/13/08		1,467.15	1,211.53		255.62
	19		12/31/08		648.28	687.23	(38.95)	
125000740	175	KRAFT FOODS INC CLASS A	02/03/09	11/04/09	4,688.30	4,921.00	(232.70)	
	215		03/16/09		5,759.92	4,974.89		785.03
125000750	135	KROGER CO	04/08/08	02/27/09	2,766.27	3,328.47	(562.20)	
	134		04/09/08		2,745.77	3,261.51	(515.74)	
125000810	77	LIBERTY MEDIA HLDG CORP CAP	06/04/08	01/30/09	423.57	1,152.67	(729.10)	
	26	SER A	06/11/08		143.02	389.97	(246.95)	
	102		06/26/08		561.10	1,529.80	(968.70)	
	165		06/27/08		907.66	2,403.44	(1,495.78)	
125000820	190	LIBERTY MEDIA CORP SER A	03/28/08	01/30/09	3,539.83	4,309.54	(769.71)	
		LIBERTY ENTERTAINMENT						
125000830	5	LOWES COMPANIES INC	09/12/08	03/06/09	67.00	124.90	(57.90)	
	106		09/15/08		1,420.50	2,638.90	(1,218.40)	
	160		09/16/08		2,144.14	3,906.64	(1,762.50)	
	63		09/18/08		844.26	1,412.39	(568.13)	
125000840	55	M & T BK CORP	12/19/08	02/27/09	2,076.79	3,098.12	(1,021.33)	
	10		12/30/08		377.60	542.06	(164.46)	
	13		12/31/08		490.87	738.05	(247.18)	
125000850	85	MASCO CORP DE	09/16/08	02/13/09	558.45	1,560.59	(1,002.14)	
	123		09/17/08		808.12	2,215.81	(1,407.69)	
	115		11/03/08		755.56	1,145.73	(390.17)	
	10		12/29/08		65.70	103.69	(37.99)	
	25		12/31/08		164.25	274.44	(110.19)	
	10		01/02/09		65.70	109.56	(43 86)	
	57		01/07/09		374.49	626.25	(251.76)	
125000860	130	MEDTRONIC INC	02/03/09	11/06/09	4,942.57	4,354.87		587.70

THE BARNES FOUNDATION

***Account Number* 400-71363-12 246**

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000870	52	MOODYS CORPORATION	05/20/08	02/02/09	$ 1,114.46	$ 2,302.85	($ 1,188.39)	
	73		05/21/08		1,564.52	2,788.99	(1,224.47)	
	40		07/21/08		857.27	1,391.18	(533.91)	
	31		09/17/08		664.39	1,056.21	(391.82)	
125000880	41	NATIONAL OILWELL VARCO INC	10/24/08	03/06/09	1,025.48	986.31		39.17
	15		10/27/08		375.18	381.74	(6.56)	
125000930	35	OWENS ILLINOIS INC NEW	09/09/08	02/26/09	553.03	1,351.82	(798.79)	
	70		09/29/08		1,106.06	2,065.77	(959.71)	
	30		11/19/08		474.03	531.23	(57.20)	
125000940	76	PNC FINANCIAL SERVICES GROUP	04/11/08	02/26/09	2,364.35	4,902.21	(2,537.86)	
	70		04/18/08		2,177.69	4,657.11	(2,479.42)	
	25		06/20/08		777.75	1,438.07	(660.32)	
	10		07/16/08		311.09	532.09	(221.00)	
125000960	107	J C PENNEY CO INC	09/29/08	03/02/09	1,607.24	3,603.33	(1,996.09)	
	75		10/08/08		1,126.57	2,018.21	(891.64)	
	94		10/20/08		1,411.96	2,018.77	(606.81)	
	46		10/27/08		690.96	892.54	(201.58)	
125000970	220	PENTAIR INC	02/03/09	07/08/09	5,148.04	4,958.14		189.90
125000980	18	PRAXAIR INC	05/16/08	03/19/09	1,169 11	1,690.47	(521.36)	
125000990	100	T ROWE PRICE GROUP INC CGMI AND/OR ITS AFFILIATES	02/27/09	11/06/09	4,971.95	2,338.00		2,633.95
125001000	110	T ROWE PRICE GROUP INC	02/27/09	12/18/09	5,762.76	2,571.80		3,190.96
	80	CGMI AND/OR ITS AFFILIATES	03/13/09		4,191.10	2,078.40		2,112.70
125001030	285	RAYONIER INC	02/26/09	06/25/09	10,210.89	7,977.39		2,233.50
	90	(REIT)	03/06/09		3,224.49	2,036.42		1,188.07
125001040	321	SANDISK CORP	07/09/08	02/26/09	3,126.84	5,605.05	(2,478.21)	
125001050	26	SCHLUMBERGER LTD	11/24/08	03/05/09	941.22	1,197.30	(256.08)	
125001060	72	SCHWAB CHARLES CORP	09/10/08	03/19/09	1,018.15	1,685.93	(667.78)	
	92		09/24/08		1,300.96	2,096.40	(795.44)	
125001070	96	SENSIENT TECHNOLOGIES CORP	11/18/08	01/29/09	2,193.01	2,268.37	(75.36)	
	30		11/21/08		685.31	659.71		25.60
	50		11/24/08		1,142.19	1,155.93	(13.74)	
125001100	295	SOUTHERN UNION COMPANY	01/15/09	02/02/09	3,714.61	3,815.09	(100.48)	
125001120	580	STEWART ENTERPRISES INC CLA	11/19/08	01/29/09	2,047.39	1,815.34		232.05
125001130	28	SUNTRUST BANKS INC	06/30/08	03/02/09	321.77	1,022.71	(700.94)	
	6		10/09/08		68.95	220.41	(151.46)	

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	35		10/14/08		$ 402.22	$ 1,522.35	($ 1,120.13)	
	15		10/28/08		172.38	529.48	(357.10)	
125001140	90	TARGET CORP	10/16/08	03/16/09	2,697.46	3,158.38	(460.92)	
	33		11/06/08		989.07	1,226.76	(237.69)	
	30		11/18/08		899.15	893.02		6.13
	38		11/19/08		1,138.93	1,141.76	(2.83)	
	16		12/12/08		479.55	586.72	(107.17)	
	95		12/18/08		2,847.32	3,417.13	(569.81)	
	137		12/26/08		4,106.15	4,444.95	(338.80)	
125001150	220	TEMPLE INLAND INC	05/15/08	02/19/09	972.57	3,220.71	(2,248.14)	
	105		05/20/08		464.18	1,612.22	(1,148.04)	
	90		05/21/08		397.87	1,382.08	(984.21)	
	105		11/19/08		464.18	416.85		47.33
125001190	311	TIME WARNER INC	01/07/09	02/26/09	2,482.07	3,192.73	(710.66)	
125001200	72	US BANCORP DEL NEW	06/13/08	03/02/09	952.56	2,228.02	(1,275.46)	
125001210	9	UNITEDHEALTH GROUP INC	04/29/08	03/13/09	185.41	300.52	(115.11)	
	105		05/01/08		2,163.07	3,460.74	(1,297.67)	
125001230	12	VERTEX PHARMACEUTICALS INC	10/31/08	03/05/09	335.30	306.66		28.64
	20		11/03/08		558.84	543.17		15.67
	3		11/04/08		83.83	81.00		2.83
	3		11/05/08		83.83	82.26		1.57
	14		11/11/08		391.18	377.47		13.71
	42		11/12/08		1,173.55	1,122.62		50.93
	7		11/13/08		195.59	186.40		9.19
	35		11/17/08		977.96	943.69		34.27
125001240	145	VULCAN MATERIALS CO	03/09/09	06/11/09	6,035.54	5,074.86		960.68
	125		03/16/09		5,203.05	5,015.00		188.05
	100		04/03/09		4,162.45	4,715.50	(553.05)	
125001260	79	WELLS FARGO & CO NEW	03/03/08	02/20/09	777.36	2,285.78	(1,508.42)	
	63		03/31/08		619.92	1,846.05	(1,226.13)	
	394		06/26/08		3,876.98	9,606.11	(5,729.13)	
	95		11/13/08		934.80	2,557.35	(1,622.55)	
	15		11/14/08		147.60	415.31	(267.71)	
	53		11/17/08		521.52	1,461.87	(940.35)	
	33		12/31/08		324.74	946.90	(622.16)	
125001280	175	WESTERN UNION COMPANY (THE)	04/30/08	02/12/09	2,195.34	4,031.18	(1,835.84)	
	10		05/01/08		125.45	231.38	(105.93)	

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	57		05/02/08		$ 715.05	$ 1,324.73	($ 609.68)	
	61		07/01/08		765.23	1,519.47	(754.24)	
125001290	68	XTO ENERGY INC	05/22/08	02/12/09	2,478.59	4,566.93	(2,088.34)	
	72		05/23/08		2,624.38	4,719.51	(2,095.13)	
125001300	40	ZIONS BANCORP	10/16/08	02/12/09	446.00	1,415.57	(969.57)	
	65		10/17/08		724.74	2,297.39	(1,572.65)	
	31		10/20/08		345.65	1,075.65	(730.00)	
	37		01/07/09		412.54	872.90	(460.36)	
Total					**$ 366,934.26**	**$ 522,443.26**	**($ 182,698.96)**	**$ 27,089.96**

Cost basis adjustment for Bank of America <13,156.59> 13,156.59

509,286.67 <169,442.37>

<142 352.41>

2009 YEA

The Barnes Foundation
Account 400-71363-12
EIN 06-6037160

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	68.75	COVIDIEN LTD	06/25/04	02/02/09	$ 2,616.13	$ 2,883.06	($ 266.93)	
	2.5		08/13/04		95.13	95.62	(.49)	
	108.75		06/04/07		4,138.24	4,662.68	(524.44)	
125000020	199	SEAGATE TECHNOLOGY	06/25/04	01/29/09	768.33	3,678.81	(2,910.48)	
	10	-USD	06/12/06		38.61	223.19	(184.58)	
125000030	68.75	TYCO INTL LTD	06/25/04	03/02/09	1,375.06	3,543.21	(2,168.15)	
	2.5	(NEW)	08/13/04		50.00	117.51	(67.51)	
	108.75		06/04/07		2,175.09	5,730.32	(3,555.23)	
125000040	68.75	TYCO ELECTRONICS LTD	06/25/04	03/02/09	639.44	2,654.23	(2,014.79)	
	2.5		08/13/04		23.25	88.03	(64.78)	
	108.75		06/04/07		1,011.48	4,292.60	(3,281.12)	
125000060	820	WEATHERFORD INTERNATIONAL LTD.-CHF TRADE AS OF 03/09/09	06/25/04	03/09/09	8,922.21	9,136 85	(214.64)	
125000080	195	ADVENT SOFTWARE INC	06/25/04	02/03/09	4,498.62	3,489.80		1,008.82
	20		07/08/04		461.40	335.36		126.04
125000090	90	ALBANY INTL CORP NEW CL A	03/08/07	02/02/09	910.16	2,989.98	(2,079.82)	
	50		03/09/07		505.65	1,670.27	(1,164.62)	

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	34		03/16/07		$ 343.84	$ 1,162.93	($ 819.09)	
	7		04/09/07		70.79	251.96	(181.17)	
	40		04/10/07		404.52	1,451.61	(1,047.09)	
	27		04/11/07		273.05	974.25	(701.20)	
	10		04/13/07		101.13	367.46	(266.33)	
	10		04/16/07		101.13	374.86	(273.73)	
125000110	200	AMERICAN STS WTR CO	12/30/05	02/05/09	7,214.95	6,170.88		1,044.07
125000120	20	AMGEN INC	11/07/07	02/05/09	1,125.19	1,125.62	(.43)	
	69		11/08/07		3,881.92	3,883.34	(1.42)	
	46		11/21/07		2,587.94	2,444.27		143.67
125000130	265	ANADARKO PETROLEUM CORP	06/28/06	02/05/09	10,280.56	11,803.55	(1,522.99)	
	15		12/21/06		581.92	639.66	(57.74)	
	120		06/04/07		4,655.35	6,229.20	(1,573.85)	
	15		08/10/07		581.91	707.00	(125.09)	
125000150	80	AON CORP	06/29/07	02/05/09	2,964.22	3,400.85	(436.63)	
	27		07/10/07		1,000.42	1,128.44	(128.02)	
	25		08/31/07		926.32	1,086.40	(160.08)	
	25		09/04/07		926.32	1,088.17	(161.85)	
	22		09/05/07		815.16	957.44	(142.28)	
	14		01/02/08		518.74	649.85	(131.11)	
	40		01/18/08		1,482.11	1,719.01	(236.90)	
125000160	214	ARCHER-DANIELS-MIDLAND CO	12/31/07	02/05/09	5,542.78	10,027.74	(4,484.96)	
125000170	275	AUTODESK INC	08/06/04	02/05/09	4,727.22	5,056.81	(329.59)	
125000190	168.191	BANK OF AMERICA CORP	12/31/07	02/19/09	694.76	10,269.16	(9,574.40)	
	254.3788		02/06/08		1,050.78	15,984.97	(14,934.19)	
	97.9702		02/11/08		404.69	5,948.08	(5,543.39)	
125000200	169.7045	BANK NEW YORK MELLON CORP	06/28/04	07/01/09	4,902.77	5,247.77	(345.00)	
	21.6932		10/22/04		626.72	712.00	(85.28)	
	19.8068		10/25/04		572.22	644.30	(72.08)	
	24.5227		08/04/05		708.46	794.43	(85.97)	
	25.4659		08/05/05		735.71	825.51	(89.80)	
	14.1477		02/01/06		408.73	473.79	(65.06)	
	31.125		01/25/07		899.20	1,340.99	(441.79)	
	38.5342		03/05/07		1,113.26	1,611.37	(498.11)	
125000210	57.6703	BANK NEW YORK MELLON CORP	03/05/07	08/24/09	1,700.70	2,411.58	(710.88)	
	28.2955		03/21/07		834.44	1,199.32	(364.88)	
	70.7386		03/26/07		2,086.08	3,040.44	(954.36)	
	20.75		03/27/07		611.92	893.18	(281.26)	
	9.4318		03/30/07		278.14	404.33	(126.19)	

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	9.4318		04/05/07		$ 278.14	$ 405.61	($ 127.47)	
	71.682		04/26/07		2,113.90	3,092.09	(978.19)	
	10		08/10/07		294.90	418.55	(123.65)	
	17		08/14/07		501.33	693.56	(192.23)	
	45		08/21/07		1,327.06	1,901.37	(574.31)	
125000220	15	BANK NEW YORK MELLON CORP	08/21/07	08/31/09	441.00	633.79	(192.79)	
	115		08/22/07		3,381.00	4,820.54	(1,439.54)	
	40		08/24/07		1,176.00	1,683.57	(507.57)	
	130		07/18/08		3,822.00	4,647.28	(825.28)	
125000240	110	BIOGEN IDEC INC	06/25/04	01/29/09	5,506.90	6,631.79	(1,124.89)	
	10		07/19/04		500.63	565.70	(65.07)	
	85		03/16/05		4,255.33	3,150 95		1,104.38
	125		06/04/07		6,257.83	6,501.25	(243.42)	
125000260	65	BROADCOM CORP CL A	07/14/06	02/09/09	1,160.31	1,825.08	(664.77)	
	80		06/04/07		1,428.07	2,454.35	(1,026.28)	
125000290	43	CVS CAREMARK CORP	03/19/07	02/09/09	1,211.30	1,423.83	(212.53)	
	51		03/20/07		1,436.66	1,687.10	(250.44)	
125000300	360	CABLEVISION SYSTEMS CORP	06/25/04	02/09/09	5,439.56	3,420.00		2,019.56
	15	CABLEVISION NY GROUP CL A	07/06/04		226.65	135.85		90.80
	15		08/04/04		226.65	122.73		103.92
125000310	43	CAMPBELL SOUP CO	09/11/07	02/09/09	1,301.26	1,513.34	(212.08)	
	33		09/12/07		998.64	1,155.88	(157.24)	
	40		10/08/07		1,210.47	1,440.24	(229.77)	
	34		11/07/07		1,028.90	1,222.43	(193.53)	
	57		12/11/07		1,724.92	2,108.79	(383.87)	
	20		01/24/08		605.24	628.01	(22.77)	
125000360	11	CATERPILLAR INC	07/26/07	03/06/09	256.63	874.54	(617.91)	
	35		09/25/07		816.54	2,668.02	(1,851.48)	
125000370	650	CHARMING SHOPPES INC	06/25/04	01/29/09	754.06	5,488.21	(4,734.15)	
125000380	23	COCA COLA ENTERPRISES INC	09/20/06	02/19/09	290.95	480.07	(189.12)	
	80		09/21/06		1,011.99	1,661.31	(649.32)	
	60		09/22/06		759.00	1,235.52	(476.52)	
	29		09/25/06		366.85	600.21	(233.36)	
	25		03/21/07		316.25	507.74	(191.49)	
	45		03/22/07		569.25	918.09	(348.84)	
	36		03/23/07		455.40	734.40	(279.00)	
	35		04/30/07		442.75	768.03	(325.28)	
	55		05/01/07		695.75	1,205.30	(509.55)	
	140		05/25/07		1,770.99	3,205.31	(1,434.32)	

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	79		05/29/07		$ 999.34	$ 1,804.63	($ 805.29)	
	16		06/14/07		202.40	359.96	(157.56)	
	50		12/10/07		632.50	1,263.86	(631.36)	
	75		12/11/07		948.74	1,893.54	(944.80)	
	58		01/25/08		733.70	1,370.58	(636.88)	
125000390	502	COMCAST CORP CL A - SPL	06/25/04	02/19/09	6,200.07	9,206.68	(3,006.61)	
	395		06/04/07		4,878.54	10,617.60	(5,739.06)	
	5		08/10/07		61.75	124.10	(62.35)	
125000400	155	CREE INC	06/25/04	02/03/09	3,061.85	3,432.34	(370.49)	
	15		07/06/04		296.31	311.40	(15.09)	
	15		08/16/05		296.31	360.94	(64.63)	
	20		06/01/06		395.07	478.60	(83.53)	
125000410	280	CROWN HOLDINGS INC	12/30/05	02/03/09	5,525.21	5,406.21		119.00
	25	(HOLDING COMPANY)	03/29/06		493.32	449.25		44.07
	125		05/23/06		2,466.61	1,945.39		521.22
125000420	203	DELTA AIR LINES INC	08/16/07	02/03/09	1,431.55	3,092.65	(1,661.10)	
	6	(NEW)	11/08/07		42.31	99.77	(57.46)	
	155		12/11/07		1,093.05	2,671.27	(1,578.22)	
125000430	48.781	DISCOVERY COMMUNICATIONS INC	06/25/04	02/03/09	692.68	622.45		70.23
	3.219	SER A	07/08/04		45.71	39.16		6.55
125000440	48.781	DISCOVERY COMMUNICATION INC	06/25/04	02/03/09	680.49	558.89		121.60
	3.219	SER C	07/08/04		44.90	35.16		9.74
125000470	56	EATON CORP	06/28/04	02/19/09	2,332.95	3,515.68	(1,182.73)	
	41		02/28/06		1,708.05	2,858.95	(1,150.90)	
125000480	112	EL PASO CORP	12/16/05	01/29/09	926.32	1,377.52	(451.20)	
	100		12/19/05		827.07	1,229.85	(402.78)	
	110		12/20/05		909.78	1,352.52	(442.74)	
	26		12/21/05		215.04	319.69	(104.65)	
	168		03/01/06		1,389.49	2,159.00	(769.51)	
125000490	120	ESTERLINE TECHNOLOGIES CORP	10/10/07	02/02/09	4,231.17	6,600.00	(2,368.83)	
	33		12/14/07		1,163.57	1,663.77	(500.20)	
	70		12/17/07		2,468.19	3,511.21	(1,043.02)	
125000500	108.7765	EXTERRAN HOLDINGS INC	12/30/05	01/29/09	2,453.07	4,739.04	(2,285.97)	
	3.2471		08/29/06		73.23	188.64	(115.41)	
	6.4941		09/29/06		146.45	364.66	(218.21)	
	19.4823		12/11/06		439.35	1,168.31	(728.96)	
125000530	125	FOREST LABORATORIES INC	06/25/04	02/19/09	3,146.23	7,125.00	(3,978.77)	
	10		06/30/04		251.70	564.58	(312.88)	

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	20		07/27/04		$ 503.40	$ 973.63	($ 470.23)	
	15		08/09/04		377.55	678.94	(301.39)	
	15		08/31/04		377.55	684.30	(306.75)	
	15		09/09/04		377.55	656.00	(278.45)	
	20		08/25/05		503.40	880.29	(376.89)	
	125		06/04/07		3,146.23	6,310.35	(3,164.12)	
	10		06/08/07		251.68	474.43	(222.75)	
125000550	238	GENERAL ELECTRIC CO	09/25/02	02/24/09	2,153.89	6,416.48	(4,262.59) C	
	14		07/02/04		126.70	443.80	(317.10)	
	20		11/26/04		181.00	710.00	(529.00)	
	92		11/29/04		832.60	3,252.95	(2,420.35)	
	47		06/09/06		425.35	1,599.22	(1,173.87)	
	52		07/07/06		470.60	1,735.56	(1,264.96)	
	20		08/25/06		181.00	675.99	(494.99)	
	65		10/27/06		588.25	2,291.46	(1,703.21)	
	59		12/19/06		533.95	2,243.20	(1,709.25)	
	129		12/20/06		1,167.44	4,927.89	(3,760.45)	
	150		02/06/07		1,357.49	5,447.69	(4,090.20)	
	6		02/09/07		54.30	214.43	(160.13)	
	77		09/05/07		696 85	2,972.62	(2,275.77)	
125000560	280	GENZYME CORP	06/25/04	01/29/09	19,593.73	12,767.49		6,826.24
125000580	80	HEALTHCARE REALTY TRUST INC	12/30/05	01/29/09	1,481.11	2,208.17	(727.06)	
	40		03/26/07		740.55	1,299.42	(558.87)	
	190		12/12/07		3,517.64	4,712.74	(1,195 10)	
125000590	225	HEALTH CARE REIT INC	12/30/05	01/29/09	9,225.84	7,284.65		1,941.19
125000600	35	HEARST-ARGYLE TELEVISION INC	12/30/05	01/30/09	139.23	839.35	(700.12)	
	30		09/29/06		119.34	691.61	(572.27)	
	140		08/09/07		556.92	2,771.96	(2,215.04)	
125000610	95	HERTZ GLOBAL HOLDINGS INC	06/29/07	01/30/09	477.85	2,523.54	(2,045.69)	
	160		07/17/07		804.79	4,064.91	(3,260.12)	
	154		07/18/07		774.61	3,843.47	(3,068.86)	
	70		11/07/07		352.10	1,285.16	(933.06)	
	130		11/08/07		653.90	2,417.58	(1,763.68)	
	20		11/12/07		100.60	372.95	(272.35)	
	15		11/13/07		75.45	279.54	(204.09)	
	55		11/14/07		276.65	1,000.20	(723.55)	
	20		11/16/07		100.60	356.12	(255.52)	
	105		11/19/07		528.15	1,814.46	(1,286.31)	
	60		12/12/07		301.80	951.73	(649.93)	

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	40		12/13/07		$ 201.20	$ 635.20	($ 434.00)	
	48		12/31/07		241.44	758.93	(517.49)	
125000630	82	HEWLETT PACKARD CO	05/15/07	03/13/09	2,446.95	3,686.65	(1,239.70)	
	40		07/27/07		1,193.63	1,866.16	(672.53)	
	20		08/27/07		596.82	957.39	(360 57)	
	80		08/28/07		2,387.26	3,804.13	(1,416.87)	
125000640	4.5	IAC/INTERACTIVECORP	04/18/07	02/09/09	67.05	151.81	(84.76)	
	35		04/20/07		521.53	1,187.61	(666.08)	
	52.5		04/23/07		782.30	1,753.17	(970.87)	
	75		05/03/07		1,117.57	2,395.66	(1,278.09)	
	21.5		05/04/07		320.37	680.94	(360.57)	
	26.5		05/24/07		394.87	801.09	(406.22)	
	48		07/26/07		715.24	1,283.96	(568.72)	
	6		01/03/08		89.41	137.74	(48.33)	
125000660	885	ION GEOPHYSICAL CORP	12/30/05	01/30/09	1,355.45	6,203.41	(4,847.96)	
125000680	90	JPMORGAN CHASE & CO	06/28/04	03/13/09	2,171.76	3,414.43	(1,242.67)	
	245		06/28/04		5,912.01	9,293.53	(3,381.52)	
	74		10/19/07		1,785.67	3,351.66	(1,565.99)	
	164		12/31/07		3,957.43	7,105.46	(3,148.03)	
	147		03/03/08		3,547.21	5,868.71	(2,321 50)	
125000720	200	KINDRED HEALTHCARE INC	06/07/07	02/19/09	2,984.46	4,977.76	(1,993.30)	
	230		08/17/07		3,432.13	4,599.10	(1,166.97)	
125000740	70	KRAFT FOODS INC CLASS A	06/28/04	11/04/09	1,875.32	2,170.67	(295.35)	
	7		10/04/04		187.53	221.90	(34.37)	
	7		10/05/04		187.53	221.33	(33.80)	
	42		04/18/05		1,125.19	1,328.28	(203.09)	
	20		07/20/05		535.81	612.87	(77.06)	
	10		07/22/05		267.90	305.31	(37.41)	
	20		07/25/05		535.81	611.21	(75.40)	
	1		07/29/05		26.79	30.59	(3.80)	
	45		03/31/06		1,205.56	1,361.71	(156.15)	
	11		04/03/06		294.69	332.58	(37.89)	
	60		07/21/06		1,607.42	1,798.19	(190.77)	
	56		11/16/07		1,500.26	1,805.52	(305.26)	
	55		12/10/07		1,473.47	1,915.43	(441.96)	
125000750	53	KROGER CO	07/12/05	02/27/09	1,086.02	1,027.93		58.09
	16		07/13/05		327.85	310.07		17.78
	20		11/09/05		409.82	378.42		31.40
	20		12/15/05		409.82	379.35		30.47

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	17		12/16/05		$ 348.35	$ 322.71		$ 25.64
	26		04/07/06		532.76	520.87		11.89
	46		12/19/06		942.58	1,085.28	(142.70)	
	30		01/03/07		614.73	694.50	(79.77)	
125000760	350	LTC PPTYS INC	12/30/05	02/27/09	5,947.51	7,315.00	(1,367.49)	
125000770	110	L 3 COMMUNICATIONS HLDGS INC	06/25/04	02/27/09	7,647.70	7,186.30		461.40
	10		07/20/04		695.25	603.74		91.51
125000780	85	LIBERTY GLOBAL INC CLASS A	06/25/04	01/30/09	1,231.64	1,441.71	(210.07)	
125000790	78	LIBERTY GLOBAL INC SER C	06/25/04	01/30/09	1,110.71	1,252.41	(141.70)	
125000800	245.781	LIBERTY MEDIA HLDG CORP	06/25/04	01/30/09	788.95	4,261.80	(3,472.85)	
	16.219	INTERACTIVE SER A	07/08/04		52.06	268.15	(216.09)	
125000810	48.781	LIBERTY MEDIA HLDG CORP CAP	06/25/04	01/30/09	268.34	498.72	(230.38)	
	3.219	SER A	07/08/04		17.71	31.38	(13.67)	
125000820	195.124	LIBERTY MEDIA CORP SER A	06/25/04	01/30/09	3,635.29	2,801.31		833.98
	12.876	LIBERTY ENTERTAINMENT	07/08/04		239.89	176.25		63.64
125000880	92	NATIONAL OILWELL VARCO INC	06/25/04	03/06/09	2,301.09	3,706.18	(1,405.09)	
125000890	250	NORTHWESTERN CORP	12/30/05	03/06/09	4,756.47	7,771.43	(3,014.96)	
	120		07/26/07		2,283.11	3,294.83	(1,011.72)	
125000900	585	OMEGA HEALTHCARE INVESTORS INC	12/30/05	02/26/09	8,267.40	6,784.71		1,482.69
	20		12/12/06		282.65	335.13	(52.48)	
	40		03/16/07		565.29	663.91	(98.62)	
125000910	275	ONEOK INC NEW	12/30/05	02/26/09	6,380.79	7,256.21	(875.42)	
	20		12/12/06		464.06	865.76	(401.70)	
125000920	41	ORACLE CORP	07/24/07	03/13/09	640.86	847.69	(206.83)	
	67		07/25/07		1,047.26	1,374.24	(326.98)	
	80		08/24/07		1,250.46	1,591.72	(341.26)	
	100		08/27/07		1,563.07	1,983.10	(420.03)	
	60		08/28/07		937.84	1,174.62	(236.78)	
	59		08/29/07		922.21	1,150.10	(227.89)	
	30		09/10/07		468.92	605.03	(136.11)	
	158		09/14/07		2,469.65	3,182.44	(712.79)	
125000930	20	OWENS ILLINOIS INC NEW	03/29/06	02/26/09	316.02	343.31	(27.29)	
	50		05/31/06		790.05	860.35	(70.30)	
	180		08/17/06		2,844.16	2,475.23		368.93
125000940	49	PNC FINANCIAL SERVICES GROUP	12/19/07	02/26/09	1,524.38	3,172.79	(1,648.41)	
	32		02/19/08		995.51	2,008.06	(1,012.55)	

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

Account Number *400-71363-12 246*

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000950	290	PALL CORP	06/25/04	02/26/09	$ 7,157 15	$ 7,218.10	($ 60.95)	
	15		08/24/04		370.20	351.68		18.52
	10		09/08/04		246.80	234.14		12.66
125000980	95	PRAXAIR INC	06/28/04	03/19/09	6,170.30	3,677.26		2,493.04
125001010	132	PROGRESS ENERGY INC	06/28/04	03/19/09	4,622.88	5,808.00	(1,185.12)	
	16		10/10/07		560.35	752.44	(192.09)	
125001020	55	QUALCOMM INC	07/23/07	03/09/09	1,829.89	2,328.38	(498.49)	
	127		07/25/07		4,225.39	5,393.68	(1,168.29)	
	47		02/26/08		1,563.73	2,054.39	(490.66)	
125001040	80	SANDISK CORP	06/25/04	02/26/09	779.28	1,753.84	(974.56)	
	25		07/08/04		243.52	496.25	(252.73)	
125001050	21	SCHLUMBERGER LTD	06/28/04	03/05/09	760.22	654.68		105.54
	34		05/04/05		1,230.83	1,137.14		93.69
	92		05/12/05		3,330.47	3,083.81		246.66
	15		04/13/06		543.01	909.93	(366.92)	
	24		12/18/06		868.82	1,560.89	(692.07)	
	25		12/21/06		905.02	1,589.32	(684.30)	
125001060	198	SCHWAB CHARLES CORP	02/12/08	03/19/09	2,799.90	3,959.03	(1,159.13)	
125001080	800	SINCLAIR BROADCAST GROUP INC CL A	12/30/05	02/26/09	896.07	7,037.05	(6,140.98)	
	125		03/29/06		140.01	919.65	(779.64)	
	100		09/29/06		112.01	758.26	(646.25)	
125001090	60	A O SMITH CORP	04/09/07	02/02/09	1,642.67	2,303.03	(660.36)	
	76		04/10/07		2,080.72	2,935.71	(854.99)	
	31		04/11/07		848.71	1,188.40	(339.69)	
	21		04/12/07		574.93	810.39	(235.46)	
	33		04/13/07		903 47	1,261.28	(357.81)	
	30		04/16/07		821.33	1,165.79	(344.46)	
	30		01/11/08		821.34	971.84	(150.50)	
125001110	220	SOUTHWEST GAS CORP	12/30/05	03/05/09	3,874.39	5,788.31	(1,913.92)	
	120		08/09/07		2,113.31	3,416.29	(1,302.98)	
125001120	845	STEWART ENTERPRISES INC CLA	12/30/05	01/29/09	2,982.83	4,566.89	(1,584.06)	
	40		09/27/06		141.20	226.98	(85.78)	
125001130	89	SUNTRUST BANKS INC	08/09/07	03/02/09	1,022 78	6,887.57	(5,864.79)	
125001160	106	TETRA TECH INC NEW	08/14/07	03/02/09	2,362.19	2,130.41		231.78
	70		01/11/08		1,559.94	1,398.60		161.34
125001170	5.3903	TICKETMASTER ENTERTAINMENT COM	04/18/07	02/12/09	26.53	258.29	(231.76)	
	13.9748		04/20/07		68.78	673.56	(604.78)	
	20.9622		04/23/07		103.17	994.33	(891.16)	

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

Details of Long Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	29.946		05/03/07		$ 147.39	$ 1,358.73	($ 1,211.34)	
	8.5845		05/04/07		42.25	386.20	(343.95)	
	10.5809		05/24/07		52.08	454.35	(402.27)	
	19.1655		07/26/07		94.33	728.22	(633.89)	
	2.3958		01/03/08		11.80	78.13	(66.33)	
125001180	175	TIDEWATER INC	12/30/05	03/05/09	5,600.31	7,760.59	(2,160.28)	
	10		07/13/06		320.02	460.70	(140.68)	
	40		09/28/06		1,280.07	1,795.79	(515.72)	
125001200	77	US BANCORP DEL NEW	07/10/07	03/02/09	1,018.70	2,544.51	(1,525.81)	
125001210	410	UNITEDHEALTH GROUP INC	06/25/04	03/13/09	8,446.28	12,628.00	(4,181.72)	
	20		07/06/04		412.01	597.57	(185.56)	
	25		06/15/07		515.02	1,327.74	(812.72)	
	20		07/24/07		412.01	1,027.92	(615.91)	
125001220	210	VECTREN CORP	12/30/05	03/02/09	4,307.07	5,672.99	(1,365.92)	
	50		09/29/06		1,025.49	1,347.39	(321.90)	
	50		03/26/07		1,025.50	1,412.19	(386.69)	
125001250	46	WAL-MART STORES INC	01/25/08	03/05/09	2,301.87	2,229.97		71.90
	67		01/30/08		3,352.73	3,313.98		38.75
	52		02/08/08		2,602.12	2,545.12		57.00
	44		02/15/08		2,201.79	2,168.82		32.97
125001260	59	WELLS FARGO & CO NEW	11/16/07	02/20/09	580.56	1,829.76	(1,249.20)	
	90		11/19/07		885.60	2,721.33	(1,835.73)	
	55		02/08/08		541.20	1,620.54	(1,079.34)	
	113		02/11/08		1,111.92	3,319.63	(2,207.71)	
125001270	350	WESTAR ENERGY INC	12/30/05	02/12/09	6,563.16	7,521.50	(958.34)	
	20		09/28/06		375.04	476.89	(101.85)	
	10		03/26/07		187.52	276.48	(88.96)	
Total					$ 482,498.89	$ 730,575.08	($ 270,418.54)	$ 22,342.37

<24807б.17>

^c *Based on information supplied by Client or other financial institution, not verified by us.*

MorganStanley
SmithBarney

Reserved
Client Statement
2009 Year End Summary

THE BARNES FOUNDATION

***Account Number* 400-71371-12 246**

EIN 06-6037160

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	10,800	ISHARES RUSSELL 1000 GROWTH INDEX FUND	06/08/06	01/29/09	$ 393,580.03	$ 536,868.00	($ 143,287.97)	
Total					**$ 393,580.03**	**$ 536,868.00**	**($ 143,287.97)**	

2009 YF

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COPY MACHINE	07/27/98	200DB	5.00	HY	16	2,580.				2,580.	2,580.		0.	2,580.
4	COMPUTER SCREEN	05/15/06	200DB	5.00	HY	17	265.				265.	189.		30.	219.
5	COMPUTER	06/01/06	200DB	5.00	HY	17	1,003.				1,003.	714.		116.	830.
	* TOTAL 990-PF PG 1 DEPR						3,848.				3,848.	3,483.		146.	3,629.

928111
04-24-09

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY - DIVIDENDS	162,427.	0.	162,427.
SMITH BARNEY - INTEREST	77,881.	0.	77,881.
TOTAL TO FM 990-PF, PART I, LN 4	240,308.	0.	240,308.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT	9,594.	9,594.	
NONDIVIDEND DISTRIBUTION	2,066.	2,066.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,660.	11,660.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & PROFESSIONAL FEES	5,660.	0.		5,660.
TO FORM 990-PF, PG 1, LN 16B	5,660.	0.		5,660.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADVISORY FEES	26,199.	26,199.		0.
TO FORM 990-PF, PG 1, LN 16C	26,199.	26,199.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,111.	0.		4,111.
FEDERAL EXCISE TAX	19,575.	0.		0.
FOREIGN TAXES	3,155.	3,155.		0.
TO FORM 990-PF, PG 1, LN 18	26,841.	3,155.		4,111.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	838.	0.		838.
MEMBERSHIP FEES	3,735.	0.		3,735.
OFFICE EXPENSES	1,233.	0.		1,233.
TO FORM 990-PF, PG 1, LN 23	5,806.	0.		5,806.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	4,319,207.	4,319,207.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,319,207.	4,319,207.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,602,807.	1,602,807.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,602,807.	1,602,807.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	151,401.	151,401.
CERTIFICATES OF DEPOSIT	FMV	207,753.	207,753.
TOTAL TO FORM 990-PF, PART II, LINE 13		359,154.	359,154.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COPY MACHINE	2,580.	2,580.	0.
COMPUTER SCREEN	265.	219.	46.
COMPUTER	1,003.	830.	173.
TOTAL TO FM 990-PF, PART II, LN 14	3,848.	3,629.	219.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	2,369.	3,905.	3,905.
EXCISE TAX RECEIVABLE	2,838.	0.	0.
TO FORM 990-PF, PART II, LINE 15	5,207.	3,905.	3,905.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAX PAYABLE	0.	13,256.
PAYROLL TAX PAYABLE	0.	1,738.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	14,994.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CARLYLE F. BARNES P.O. BOX 288 EAST HARTLAND, CT 06027	PRESIDENT 1.00	0.	0.	0.
LOUISE B. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	TRUSTEE 1.00	0.	0.	0.
JOAN B. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	SECRETARY 1.00	0.	0.	0.
SALLY A. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	V/P EXEC DIR 40.00	50,000.	7,413.	0.
ELLIOTT B. BRISTOW P.O. BOX 288 EAST HARTLAND, CT 06027	TREASURER 1.00	0.	0.	0.
GAIL I. BRISTOW P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
TIMOTHY J. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
BRENNA K. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
HEATHER B. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
PATRICIA HAMON P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,000.	7,413.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SALLY A. O'CONNOR, THE BARNES FOUNDATION, INC.
P.O. BOX 288
EAST HARTLAND, CT 060270288

TELEPHONE NUMBER

860-653-0462

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING BUDGET AND PROOF OF TAX EXEMPT STATUS AND DESCRIPTION OF ORGANIZATION

ANY SUBMISSION DEADLINES

SUBMISSIONS SHOULD BE MADE SIX TO TWELVE MONTHS IN ADVANCE

RESTRICTIONS AND LIMITATIONS ON AWARDS

FEDERALLY TAX EXEMPT, NON-PROFIT ORGANIZATIONS RELATING TO PRECOLLEGIATE EDUCATION IN THE STATE OF CONNECTICUT

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ **See separate instructions.** ▶ **Attach to your tax return.**

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE BARNES FOUNDATION INC. C/O SALLY A. O'CONNOR, EXEC. DIRECTOR	FORM 990-PF PAGE 1	06-6037160

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.**)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property **)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	146.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27 5 yrs.	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	146.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

916251
11-04-09 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2009)

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year:					
43 Amortization of costs that began before your 2009 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	