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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

2010

For calendar year 2010, 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

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

A Employer identification number
06-6037160

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

B Telephone number
(860)653-0462

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

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 ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,232,159.
J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	174,630.	174,630.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-26,555.			
b Gross sales price for all assets on line 6a 507,144.				
7 Capital gain net income (from Part IV, line 2)		0.		
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	1,707.	1,707.		STATEMENT 2
12 **Total.** Add lines 1 through 11	149,782.	176,337.		
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	5,270.	0.		5,270.
16a Legal fees				
b Accounting fees STMT 3	6,350.	0.		6,350.
c Other professional fees STMT 4	29,750.	29,750.		0.
17 Interest				
18 Taxes STMT 5	10,914.	3,951.		4,110.
19 Depreciation and depletion	146.	0.		
20 Occupancy				
21 Travel, conferences, and meetings	6,118.	0.		6,118.
22 Printing and publications	448.	0.		448.
23 Other expenses STMT 6	5,493.	0.		5,493.
24 **Total operating and administrative expenses.** Add lines 13 through 23	114,489.	33,701.		77,789.
25 Contributions, gifts, grants paid	236,500.			236,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	350,989.	33,701.		314,289.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-201,207.			
b **Net investment income** (if negative, enter -0-)		142,636.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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11320516 759443 3225 2010.03050 THE BARNES FOUNDATION INC. 3225___1

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	1,374,960.	25,193.	25,193.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3,441,764.	3,717,934.	3,717,934.
	c Investments - corporate bonds STMT 8	1,603,134.	2,759,290.	2,759,290.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,236,270.	1,719,404.	1,719,404.
	14 Land, buildings, and equipment: basis ▶ 3,848.			
	Less accumulated depreciation STMT 10▶ 3,775.	219.	73.	73.
	15 Other assets (describe ▶ STATEMENT 11)	3,905.	10,265.	10,265.
	16 Total assets (to be completed by all filers)	7,660,252.	8,232,159.	8,232,159.
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 12)	14,994.	0.	
	23 Total liabilities (add lines 17 through 22)	14,994.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,645,258.	8,232,159.	
	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	7,645,258.	8,232,159.	
	31 Total liabilities and net assets/fund balances	7,660,252.	8,232,159.	

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	7,645,258.
2 Enter amount from Part I, line 27a	2	-201,207.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	788,108.
4 Add lines 1, 2, and 3	4	8,232,159.
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	8,232,159.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	507,144.		533,699.	-26,555.

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				-26,555.

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	-26,555.
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))
2009	173,833.	6,638,684.	.026185
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

2 Total of line 1, column (d)	2	.249017
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	.049803
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,672,636.
5 Multiply line 4 by line 3	5	382,120.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,426.
7 Add lines 5 and 6	7	383,546.
8 Enter qualifying distributions from Part XII, line 4	8	314,289.

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		1	2,853.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,853.
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	2,853.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 9,480.		
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	9,480.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,627.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,880. **Refunded** ▶		11	3,747.

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*	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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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
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 13		50,000.	5,270.	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.

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	7,686,664.
b	Average of monthly cash balances	1b	95,583.
c	Fair market value of all other assets	1c	7,231.
d	**Total** (add lines 1a, b, and c)	1d	7,789,478.
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	7,789,478.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,842.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,672,636.
6	**Minimum investment return.** Enter 5% of line 5	6	383,632.

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	383,632.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 2,853.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,853.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	380,779.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	380,779.
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	380,779.

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	314,289.
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	314,289.
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	314,289.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				380,779.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			305,680.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 314,289.				
a Applied to 2009, but not more than line 2a			305,680.	
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 2010 distributable amount				8,609.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				372,170.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 14

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*				
SEE ATTACHED SCHEDULE				236,500.
Total			▶ 3a	236,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	174,630.	
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	1,707.	
8 Gain or (loss) from sales of assets other than inventory			18	-26,555.	
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.		149,782.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 149,782.

(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 | 5-17-11 | Vice President and CEO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
W. SCOTT GOETJEN	W. Scott Goetjen CPA	5/16/11		

Firm's name ▶ HARPER & WHITFIELD, P.C.
Firm's EIN ▶

Firm's address ▶ 314 FARMINGTON AVENUE
FARMINGTON, CT 06032

Phone no. 860-677-9188

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

2010

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 instructions)	1	500,000.
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	2,000,000.
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 2009 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 2011. 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 2010	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 2010 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 2010 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
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	

Part V **Listed Property** (Include automobiles, certain other vehicles, 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 2010 tax year:					
43 Amortization of costs that began before your 2010 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

The Barnes Foundation, Inc.
2010 Grant Awards
EIN: 06-6037160

Avon Old Farms School **$1,500**
Avon, CT

For support of the "WALKS to College Program" for WALKS Scholars with financial need due to unforeseen special circumstances.

Bridge Family Center, Inc. **$5,000**
West Hartford, CT

For renewed support of Vantastic Voyages: an early literacy program for kindergarteners in two severe-need schools using the experiences of field trips to generate discussion and the writing of their own books.

Bushnell Center of Performing Arts **$5,000**
Hartford, CT

For support of the free Partners: Arts-in-Education in-school programming for students in Hartford Public Schools. Programs reinforce the curriculum using the arts and artists/master teachers to engage the students in creative experiences.

Charter Oak Cultural Center **$10,000**
Hartford, CT

For support of the Youth Arts Institute: a free after-school & summer program that provides enrichment experiences for Hartford's neediest children. Students experience visual arts, poetry, theater, dance, drumming, gardening & nutrition in a creative and supportive environment.

Children's Community School **$10,000**
Waterbury, CT

For support of the technology based Math Program at this PK-5 private school for the most disadvantaged children in Waterbury.

City Slickers **$8,000**
Wolcott, CT

For support of this successful urban-suburban year-round program that uses horseback riding & farm management skills to increase academic achievement, teach values, life skills and about working with others from different racial, ethnic, and economic backgrounds in a positive and supportive environment.

ConnectiKids **$8,000**
Hartford, CT

For support of the tutoring/mentoring and after-school enrichment programs as well as a summer program for inner-city Hartford elementary school age students. The focus is on academics and the arts using creative learning techniques.

Consolidated Schools of New Britain **$7,500**
New Britain, CT

For support of the CT Storytelling Center Programs in all ten New Britain elementary schools. These programs increase literacy skills using stories, poetry, music, and plays with costumes, props & sets created by the students. These programs have been instrumental in bringing the community together and increasing parent support and participation in their children's schools.

Discovery Center **$10,000**
Farmington, CT

For support of an adventure-based diversity program. The program brings together students of different races, cultures, and socio-economic backgrounds together to experience math, science, language arts and diversity awareness building activities. Most activities are active, hands-on and held outdoors. The program is held at a Y camp in rural CT for grades 4,5,& 6 who are partnered with a "sister" school during the 3 years. Funding is specifically for 32 Hartford 5th grade students to participate in the Center's year-round program that culminates in a residential component at Camp Woodstock.

East Lyme Schools
Haynes Elementary School **$8,000**
Niantic, CT

For support of the innovative Arts Enrichment Program at Haynes Elementary School (K-4) using professional artists to present creative workshops for students and teachers that enhance the academic curriculum.

Environmental Learning Centers of CT **$50,000**
Bristol, CT

For continued support to build an endowment fund for the preservation of the Indian Rock Nature Preserve.

Forman School **$10,000**
Litchfield, CT

For support of the ropes course and adventure challenge programs.

Groundwork Bridgeport **$10,000**
Bridgeport, CT

For support of the Butterflies Are Teachers program: an environmental science program that uses high school students to teach elementary school students to build and care for a butterfly garden as well as other related science topics.

Hartford Stage **$5,000**
Hartford, CT

For support of InterAct: an educational program that brings inner-city and disadvantaged students to Main Stage productions following two interactive in-school sessions with Hartford Stage teaching artists and a third culminating session following the play.

Hartford Symphony **$5,000**
Hartford, CT

For support of Symphony in the Schools: a hands-on program for inner-city and underserved students to introduce and motivate them to play musical instruments. The program includes "instrument zoos", classroom & assembly performances, side-by-side mentoring and Discovery concerts for students K-12.

J. Jackter School **$8,000**
Colchester, CT

For support of the successful Artist-in-Residence program with Master Teacher, Carol Glynn. This innovative & creative program integrates theater, writing, music, dance, and the visual arts across the 5th grade curriculum.

The Barnes Foundation, Inc.
EIN: 06-6037160

LEAP **$8,000**
New Haven, CT

For support of the adventure challenge ropes course program that is part of LEAP's Youth Outdoors Initiative. LEAP is a year-round program serving inner-city disadvantaged minority students with high school and college students working creatively with younger students.

New Haven Ecology Project **$10,000**
Common Ground High School
New Haven, CT

For support of the urban farm and agricultural programs at Common Ground High School: a charter school intricately connected with the New Haven Ecology Project focusing on environmental education, sustainable living, social justice issues, and hands-on agricultural and outdoor education programs.

New London Schools **$7,500**
New London, CT

For support of the CT Storytelling Centers Programs in all the elementary and middle New London Schools plus after-school programs. These programs increase literacy skills, self-esteem, multi-cultural awareness and train teachers in using storytelling in their classrooms. These language experiences for inner-city students have also enriched the community.

Riverfront Recapture **$5,000**
Hartford, CT

For support of the Riverfront Adventure program that engages inner-city students & teachers in leadership & team-building activities using the ropes challenge course, orienteering, and dragon boat racing experiences.

Sea Research Foundation **$5,000**
Mystic Aquarium
Mystic, CT

For support of "Where the City Meets the Sea": A program that encourages youth to explore their surroundings, to support environmental conservation, and to consider how math & science are part of their everyday lives. This grant will be used to enhance and support the science curriculum for middle school students in New Britain.

Teacher's College - Columbia University **$20,000**
Klingenstein Center
New York, NY

For support of the Klingenstein Fellows Master's Degree Program in Private School Leadership. As a result of this program, participants have gone on to become master teachers and leaders at private schools nation-wide.

WALKS Foundation, Inc. **$20,000**
Simsbury, CT

For continued support of the Scholars Program: A scholarship program for talented disadvantaged students from Greater Hartford to attend one of the WALKS private schools. (Westminster, Avon Old Farms, Loomis-Chaffee, Kingswood-Oxford, or Suffield Academy)

Total 236,500

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	45,000 SHS GOLDMAN SACHS GROUP INC US	P	01/07/10	04/05/10
b	40,000 SHS ALCOA INC	P	07/23/07	09/27/10
c	MORGANSTANLEY SMITHBARNEY ACCT #10342-16 (SEE ATT	P	VARIOUS	VARIOUS
d	MORGANSTANLEY SMITHBARNEY ACCT #10342-16 (SEE ATT	P	VARIOUS	VARIOUS
e	MORGANSTANLEY SMITHBARNEY ACCT #71363-12 (SEE ATT	P	VARIOUS	VARIOUS
f	MORGANSTANLEY SMITHBARNEY ACCT #71363-12 (SEE ATT	P	VARIOUS	VARIOUS
g	BASIS ADJUSTMENT ACCT #10642-16	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	47,003.		48,141.	-1,138.
b	41,650.		41,412.	238.
c	30,954.		31,602.	-648.
d	277,264.		326,152.	-48,888.
e	35,831.		33,662.	2,169.
f	74,442.		52,759.	21,683.
g			-29.	29.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-1,138.
b				238.
c				-648.
d				-48,888.
e				2,169.
f				21,683.
g				29.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-26,555.
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

023591
05-01-10

The Barnes Foundation, Inc.
EIN:06-6037160

Details of Short Term Gain (Loss) 2010

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
125000030	43	ASTELLAS PHARMA INC-JPY	01/19/10	07/07/10	$ 1,474.87	$ 1,653.32	($ 178.45)	
	45	SBX=H1	01/22/10		1,543.47	1,739.84	(196.37)	
	23	SBX CONNECTIVITY BUSINESS	06/04/10		788.89	737.79		51.10
		MorganStanley SmithBarney LLC						
125000140	34	BOC HONG KONG HLDGS SPONS ADR	01/21/10	07/07/10	1,553.13	1,454.48		98.65
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
125000150	30	BOC HONG KONG HLDGS SPONS	01/21/10	11/04/10	2,012.87	1,283.36		729.51
	15	ADR	01/22/10		1,006.43	633.95		372.48
		MorganStanley SmithBarney LLC acted as your agent						
125000220	96	FRANCE TELECOM SA SPON ADR	04/29/10	07/07/10	1,816.29	2,092.92	(276.63)	
	48	SBX=H1	04/30/10		908.14	1,052.78	(144.64)	
	51	SBX CONNECTIVITY BUSINESS	06/04/10		964.90	953.33		11.57
		MorganStanley SmithBarney LLC						

YEAR END SUMMARY

MorganStanley SmithBarney

Ref: 00000233 00048169

Reserved Client Statement 2010 Year End Summary

THE BARNES FOUNDATION EIN: 06-6037160

Account Number 400-10342-16 246

2010 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000380	163	NATIONAL GRID PLC	05/27/10	05/27/10	$ 693.24	$ .01		$ 693.23
		GBP SPONS ADR NEW						
		SALE OF RTS ON 163.0000 SHS						
		RECORD 05/27/10 PAY 06/22/10						
125000500	71	SANOFI-AVENTIS	02/10/10	07/07/10	2,101.56	2,536.64	(435.08)	
	14	SPONS ADR	02/11/10		414.39	504.13	(89.74)	
	83	SBX=H1	03/31/10		2,456.76	3,097.29	(640.53)	
	17	SBX CONNECTIVITY BUSINESS	04/16/10		503.19	624.85	(121.66)	
125000960	28	VINCI S.A. ADR	02/08/10	07/07/10	308.55	363.88	(55.33)	
	168	SBX=H1	02/09/10		1,851.33	2,184.34	(333.01)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000970	55	VODAFONE GROUP PLC SPONS	08/13/09	07/07/10	1,190.84	1,183.97		6.87
	85	ADR NEW	08/14/09		1,840.39	1,795.00		45.39
	31	SBX=H1	08/20/09		671.20	677.37	(6.17)	
	110	SBX CONNECTIVITY BUSINESS	08/21/09		2,381.68	2,402.39	(20.71)	
	16		09/01/09		346.42	343.11		3.31
125000990	28	ZURICH FINCL SVCS SPON ADR	09/18/09	07/07/10	641.66	662.89	(21.23)	
	94	SBX=H1	09/21/09		2,154.15	2,207.52	(53.37)	
	13	SBX CONNECTIVITY BUSINESS	09/22/09		297.91	309.04	(11.13)	
	35	MorganStanley SmithBarney LLC	10/21/09		802.08	861.12	(59.04)	
	10		10/22/09		229.17	246.72	(17.55)	
Total					**$ 30,953.51**	**$ 31,602.04**	**($ 2,660.64)**	**$ 2,012 11**

Details of Long Term Gain (Loss) 2010

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	30	AGEAS SPON ADR	04/07/05	07/07/10	$ 68.10	$ 859.61	($ 791.51)	
	597	SBX=H1	06/23/05		1,355.16	16,596.60	(15,241.44)	
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						

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Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	27	AMCOR LTD ADR NEW -USD-	06/25/04	07/07/10	$ 607.49	$ 531.90		$ 75.59
	112	SBX=H1	06/23/05		2,519.95	2,465.12		54.83
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC						
125000040	71	BG GROUP PLC SPON ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	5,813.38	2,984.13		2,829.25
125000050	164	BP PLC SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	5,344.66	10,527.16	(5,182.50)	
125000060	85	BNP PARIBAS SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/30/06	01/14/10	3,602.68	3,741.87	(139.19)	
125000070	397	BANCO SANTANDER S.A. SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	4,946.53	4,613.14		333.39
125000080	26	BAYER A G SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/15/05	02/26/10	1,714.44	961.17		753.27
125000090	22	BAYER A G SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/15/05	03/10/10	1,575.83	813.30		762.53
125000100	35	BAYER A G SPONSORED ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	09/15/05	07/07/10	2,022.24	1,293.87		728.37
125000110	7	BAYER A G SPONSORED ADR	09/15/05	11/03/10	536.32	258.78		277.54
	21	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/19/08		1,608.95	1,004.55		604.40

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Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	3	BAYER A G SPONSORED ADR	11/19/08	11/12/10	$ 222.77	$ 143.51		$ 79.26
	15	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/20/08		1,113.88	704.51		409.37
125000130	2	BAYER A G SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/20/08	11/15/10	151.50	93.93		57.57
125000160	19	CANON INC ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	03/29/10	866.94	697.51		169.43
125000170	29	CANON INC ADR MorganStanley SmithBarney LLC acted as your agent	06/23/05	03/30/10	1,346.45	1,064.62		281.83
125000180	220	CANON INC ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	8,504.90	8,076.44		428.46
125000190	348	CARREFOUR SA UNSPON ADR	02/18/09	07/07/10	2,989.27	2,334.91		654.36
	203	SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	03/11/09		1,743.74	1,272.02		471.72
125000200	9	DEUTSCHE TELEKOM AG SP ADR	10/16/06	07/07/10	112.14	144.97	(32.83)	
	282	SBX=H1	10/23/06		3,513.66	4,550.69	(1,037.03)	
	17	SBX CONNECTIVITY BUSINESS	10/24/06		211.82	275.38	(63.56)	
	72	MorganStanley SmithBarney LLC	03/12/07		897.10	1,195.26	(298.16)	
	72		03/13/07		897.10	1,191.92	(294.82)	
	135		03/13/07		1,682 07	2,235.39	(553.32)	
125000210	125	FOSTERS GROUP LTD NEW	06/25/04	07/07/10	602.49	421.25		181.24
	724	SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS	06/23/05		3,489.62	3,077.00		412.62
125000230	1	GLAXOSMITHKLINE PLC SP ADR	06/25/04	07/07/10	34.24	42.38	(8.14)	
	258	SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05		8,833.77	12,814.86	(3,981.09)	

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Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	739	HONG-KONG ELECTRIC HLDGS SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS	06/23/05	07/07/10	$ 4,360 02	$ 3,414.18		$ 945.84
125000250	43	IBERDROLA	09/12/08	07/07/10	1,093.48	1,815.95	(722.47)	
	43	ADR	09/15/08		1,093.48	1,771.53	(678.05)	
	57	SBX=H1	09/23/08		1,449.50	2,403.31	(953.81)	
	28	SBX CONNECTIVITY BUSINESS	09/24/08		712.03	1,187.27	(475.24)	
	66		10/22/08		1,678.36	1,883.54	(205.18)	
	14		10/23/08		356.02	390.12	(34.10)	
125000260	38	ING GROEP NV SPONS ADR	06/25/04	07/07/10	317.29	752.14	(434.85)	
	9	SBX=H1	08/12/04		75.15	194.62	(119.47)	
	463	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05		3,865 98	10,943.40	(7,077.42)	
125000270	40	KAO CORP-JPY	03/31/06	07/07/10	949.98	1,058.29	(108.31)	
	150	SPONS ADR	05/10/06		3,562.44	4,277.57	(715.13)	
	167	SBX=H1 SBX CONNECTIVITY BUSINESS	05/22/06		3,966.18	4,358.78	(392.60)	
125000280	17	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	02/18/10	395.68	403.38	(7.70)	
125000290	45	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	02/22/10	1,031.10	1,067.76	(36.66)	
125000300	76	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	03/01/10	1,740.06	1,803.33	(63.27)	
125000310	124	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	03/12/10	3,035.60	2,942.27		93.33
125000320	44	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	03/19/10	1,083.96	1,044.03		39.93

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Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000330	86	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	03/22/10	$ 2,100.96	$ 2,040.61		$ 60.35
125000340	107	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	04/14/10	2,790.18	2,538.89		251.29
125000350	21	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	04/15/10	553.48	498.29		55.19
125000360	66	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	04/19/10	1,715.40	1,566.05		149.35
125000370	22	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD- MorganStanley SmithBarney LLC acted as your agent	06/23/05	04/20/10	587.01	522.01		65.00
125000390	67	NATIONAL GRID PLC GBP SPONS ADR NEW SBX=H1	06/23/05	07/07/10	2,615.90	3,727.18	(1,111.28)	
125000400	24	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	06/03/10	486.49	522.64	(36.15)	
125000410	101	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	06/04/10	2,018.31	2,199.44	(181.13)	
125000420	94	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	06/17/10	1,873.20	2,047.01	(173.81)	

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Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000430	29	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	06/18/10	$ 581.87	$ 631.52	($ 49.65)	
125000440	150	NIPPON TEL & TEL SPON ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	3,166.44	3,266.51	(100.07)	
125000450	47	NOVARTIS AG ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/24/07	02/10/10	2,498.19	2,741.36	(243.17)	
125000460	1	NOVARTIS AG ADR	04/24/07	07/07/10	49.24	58.33	(9.09)	
	52	SBX=H1	04/27/07		2,560.44	3,066.50	(506.06)	
	14	SBX CONNECTIVITY BUSINESS	04/27/07		689.35	825.99	(136.64)	
	16	MorganStanley SmithBarney LLC	04/30/07		787.83	940.95	(153.12)	
	24		05/18/07		1,181.74	1,364.97	(183.23)	
	68		05/18/07		3,348.26	3,864.83	(516.57)	
	37		06/06/07		1,821.84	2,078.59	(256.75)	
125000470	115	RWE AG SPONS ADR -USD SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	7,957.46	7,302.50		654.96
125000480	200	REED ELSEVIER NV SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	4,623.42	6,611.14	(1,987.72)	
125000490	18	ROYAL DUTCH SHELL PLC ADR	06/25/04	07/07/10	923.92	944.76	(20.84)	
	112	CL A SBX=H1 SBX CONNECTIVITY BUSINESS	06/23/05		5,748.86	7,079.52	(1,330.66)	
125000510	114	SASOL LTD SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	4,200.82	3,078.00		1,122.82
125000520	11	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/25/10	415.70	297.00		118.70

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Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000530	15	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/27/10	$ 571.59	$ 405.00		$ 166.59
125000540	23	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/30/10	876.17	621.00		255.17
125000550	30	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	09/23/10	1,292.41	810.00		482.41
125000560	17	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	09/24/10	740.91	459.00		281.91
125000570	11	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/21/10	505.35	297.00		208.35
125000580	20	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/22/10	915.05	540.00		375.05
125000590	29	SASOL LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	10/25/10	1,323.96	783.00		540.96
125000600	23	SEVEN & I HLDGS CO LTD-JPY	02/17/09	07/07/10	1,093.86	1,152.84	(58.98)	
	26	SBX=H1	02/18/09		1,236.54	1,305 40	(68.86)	
	15	SBX CONNECTIVITY BUSINESS	03/11/09		713.39	609.46		103.93
	34	MorganStanley SmithBarney LLC	03/12/09		1,617.01	1,367.63		249.38
	8		04/27/09		380.47	357.41		23.06
	19		04/28/09		903.62	844.17		59 45
125000610	37	SIEMENS A G SPONS ADR	09/15/08	07/07/10	3,403.94	3,555.53	(151.59)	
	14	SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	09/22/08		1,287.98	1,403.99	(116.01)	

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Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000620	19	SIEMENS A G SPONS ADR	09/22/08	09/24/10	$ 2,021.85	$ 1,905.42		$ 116.43
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000630	4	SIEMENS A G SPONS ADR	09/22/08	10/19/10	450.09	401.14		48.95
	6	MorganStanley SmithBarney LLC	09/26/08		675.14	585.03		90.11
	3	acted as your agent in this transaction.	09/29/08		337.57	279.41		58.16
125000640	6	SIEMENS A G SPONS ADR	09/29/08	10/20/10	688.80	558.83		129.97
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000650	27	SIEMENS A G SPONS ADR	09/29/08	11/04/10	3,208.90	2,514.72		694.18
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000660	79	SINGAPORE TELECOMMUNICATIO	06/09/08	07/07/10	1,738.29	2,116.76	(378.47)	
	72	SPONSORED ADR NEW	06/10/08		1,584.27	1,916.70	(332.43)	
	68	SBX=H1	08/08/08		1,496.25	1,710.17	(213.92)	
	51	SBX CONNECTIVITY BUSINESS	08/12/08		1,122.19	1,263.24	(141.05)	
125000670	511	SOCIETE GENERALE SPON ADR	06/23/05	07/07/10	4,833.97	10,424.40	(5,590.43)	
		SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC						
125000680	2	STORA ENSO OYJ ADR	06/07/05	06/07/10	14.63	26.59	(11.96)	
	54	MorganStanley SmithBarney LLC	06/08/05		394.97	719.75	(324.78)	
	11	acted as your agent in this transaction.	06/23/05		80.45	142.82	(62.37)	
125000690	374	STORA ENSO OYJ ADR	06/23/05	06/10/10	2,845.44	4,855.92	(2,010.48)	
	24	MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/17/05		182.60	320.19	(137.59)	
125000700	46	STORA ENSO OYJ ADR	08/17/05	06/11/10	359.60	613.70	(254.10)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						

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Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000710	54	STORA ENSO OYJ ADR	08/17/05	06/18/10	$ 440.53	$ 720.43	($ 279.90)	
	43	MorganStanley SmithBarney LLC	08/18/05		350.79	566.30	(215.51)	
		acted as your agent						
		in this transaction.						
125000720	53	STORA ENSO OYJ ADR	08/18/05	06/21/10	441.03	698.00	(256.97)	
	96	MorganStanley SmithBarney LLC	08/19/05		798.85	1,285.76	(486.91)	
	7	acted as your agent	03/01/07		58.25	111.47	(53.22)	
	9	in this transaction.	03/01/07		74.90	143.53	(68.63)	
125000730	11	STORA ENSO OYJ ADR	03/01/07	06/22/10	90.45	175.42	(84.97)	
	53	MorganStanley SmithBarney LLC	03/05/07		435.83	838.94	(403.11)	
	51	acted as your agent	05/29/07		419.38	946.45	(527.07)	
		in this transaction.						
125000740	317.87	TAIWAN SEMICONDUCTOR MFG	12/11/07	07/07/10	3,172.29	3,164.24		8.05
	72.656	CO LTD ADR	12/12/07		725.09	712.97		12.12
	66.6012	SBX=H1	12/13/07		664.67	642.38		22.29
	65.5922	SBX CONNECTIVITY BUSINESS	01/09/08		654.60	584.37		70.23
	42.2806		01/10/08		421.95	374.55		47 40
125000750	94	TAKEDA PHARMACEUTICAL CO	06/06/08	07/07/10	2,134.70	2,653.45	(518.75)	
	49	SBX=H1	06/09/08		1,112.77	1,371.04	(258.27)	
	35	SBX CONNECTIVITY BUSINESS	06/10/08		794.84	961.73	(166.89)	
	51	MorganStanley SmithBarney LLC	06/11/08		1,158.19	1,389.26	(231.07)	
	67		06/12/08		1,521.54	1,791.63	(270.09)	
	9		07/03/08		204.39	230.94	(26.55)	
125000760	7.1015	TELECOM CORP NEW ZEALAND	06/25/04	07/07/10	46.66	148.19	(101.53)	
	119.3067	LTD SPONSORED ADR	06/23/05		783.83	2,879.02	(2,095.19)	
	58.233	SBX=H1	05/18/06		382.58	904.60	(522.02)	
	157.6553	SBX CONNECTIVITY BUSINESS	06/06/06		1,035.78	2,502.99	(1,467.21)	
	.7035		06/09/06		4.62	11.09	(6.47)	
125000770	104	TELEFONICA S.A. SPON ADR	06/23/05	07/07/10	6,356.37	5,078.84		1,277.53
	48	SBX=H1	10/24/05		2,933.71	2,385.42		548.29
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000780	192	TELSTRA LTD SPONS ADR	06/23/05	07/07/10	2,636.11	3,818.64	(1,182.53)	
	71	SBX=H1	08/17/05		974.81	1,315.99	(341.18)	
	72	SBX CONNECTIVITY BUSINESS	08/18/05		988.54	1,308.29	(319.75)	
	84	MorganStanley SmithBarney LLC	08/19/05		1,153.30	1,505.36	(352.06)	
	65		09/06/05		892.44	1,096.46	(204.02)	

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Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000790	247	TOKIO MARINE HLDGS INC ADR SBX=H1 SBX CONNECTIVITY BUSINESS	06/23/05	07/07/10	$ 6,854.13	$ 6,580.48		$ 273.65
125000800	183	TOTAL S.A SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	8,626.87	10,614.32	(1,987.45)	
125000810	81	TOYOTA MOTOR CORP ADR NEW SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	5,739.24	5,869.70	(130.46)	
125000820	235.1121	UNILEVER PLC SPONS ADR NEW	06/23/05	07/07/10	6,473.87	5,095.40		1,378.47
	25.1964	SBX=H1	08/10/05		693.79	575.90		117.89
	25.1964	SBX CONNECTIVITY BUSINESS	08/11/05		693.79	578.72		115.07
	37.7946	MorganStanley SmithBarney LLC	08/16/05		1,040.68	854.84		185.84
	26.9961		08/17/05		743.34	609.04		134 30
	52.1926		08/18/05		1,437.14	1,163.42		273.72
	7.1989		08/23/05		198.22	162.22		36.00
	5.3992		08/24/05		148.67	120.64		28.03
	5.3992		08/25/05		148.67	120.27		28.40
	17.5145		01/24/06		482.26	402.78		79.48
125000830	45	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/24/06	08/02/10	1,302.02	1,034.85		267.17
125000840	13	UNILEVER PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/24/06	08/03/10	373.90	298.96		74.94
125000850	135	UNITED OVERSEAS BANK LTD	09/25/06	07/07/10	3,815.03	2,732.01		1,083.02
	9	SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS	10/11/06		254.34	189.79		64.55
125000860	46	UPM KYMMENE CORP SPN ADR	06/25/04	03/25/10	585.84	867.10	(281.26)	
	63	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05		802.35	1,233.21	(430.86)	

2010 YEAR END SUMMARY

MorganStanley SmithBarney

Ref: 00000233 00048179

Reserved Client Statement 2010 Year End Summary

THE BARNES FOUNDATION EIN : 06-6037160

Account Number 400-10342-16 246

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000870	38	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	04/16/10	$ 540.78	$ 743.84	($ 203.06)	
125000880	47	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	04/19/10	654.50	920.02	(265.52)	
125000890	133	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	04/20/10	1,890.82	2,603.45	(712.63)	
125000900	128	UPM KYMMENE CORP SPN ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	07/07/10	1,690.85	2,505.57	(814.72)	
125000910	48	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/09/10	741.81	939.59	(197.78)	
125000920	18	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/10/10	273.42	352.35	(78.93)	
125000930	10	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/11/10	145.73	195.75	(50.02)	
125000940	15	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/13/10	217.18	293.62	(76.44)	
125000950	64	UPM KYMMENE CORP SPN ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	08/18/10	928.88	1,252.78	(323.90)	

2010 YEAR END SUMMARY

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

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000980	72	VODAFONE GROUP PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent	09/01/09	11/03/10	$ 2,013.36	$ 1,544.02		$ 469.34
Total					$ 277,264.34	$ 326,152.42	($ 72,489.71)	$ 23,601.63

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The Barnes Foundation, Inc.
EIN: 06-6037160

Details of Short Term Gain (Loss) 2010

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	650	BANCO SANTANDER S.A.	08/24/09	05/07/10	$ 6,477.20	$ 9,860.11	($ 3,382.91)	
	615		12/18/09		6,128.43	9,956 79	(3,828 36)	
125000030	.0454	FRONTIER COMMUNICATIONS CORP CASH IN LIEU OF .23496 RECORD 06/07/10 PAY 07/01/10 FROM: 92343V104000 (SPINOFF)	11/06/09	07/02/10	.34	.35	(.01)	

SUMMARY

Ref. 00010453 00062003

MorganStanley SmithBarney

Reserved
Client Statement
2010 Year End Summary

THE BARNES FOUNDATION EIN: 06-6037160
Account Number 400-71363-12 246

Details of Short Term Gain (Loss) 2010 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	40.7615	FRONTIER COMMUNICATIONS CORP	11/06/09	07/22/10	$ 299 19	$ 310.78	($ 11 59)	
125000050	.1042	KINDER MORGAN MANAGEMENT LLC	03/06/09	02/12/10	5.93	3.45		2.48
	.093	CASH IN LIEU OF .19726	03/13/09		5.29	3 43		1.86
		RECORD 01/29/10 PAY 02/12/10						
125000090	170	KONINKLIJKE PHILIPS	03/09/09	01/22/10	4,921.46	2,425.73		2,495.73
		ELECTRONCIS NS SPON ADR NEW						
125000100	20	MEDTRONIC INC	02/03/09	01/22/10	884.59	669.98		214.61
	145		02/05/09		6,413.26	4,870.55		1,542 71
125000140	105	T ROWE PRICE GROUP INC	03/20/09	03/17/10	5,777.93	2,612.30		3,165.63
		CGMI AND/OR ITS AFFILIATES						
125000170	60	3M COMPANY	02/12/09	01/22/10	4,916.93	2,948.40		1,968 53
Total					**$ 35,830.55**	**$ 33,661.87**	**($ 7,222.87)**	**$ 9,391.55**

Details of Long Term Gain (Loss) 2010

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
125000020	155	DEERE & CO	07/08/09	10/12/10	$ 11,544.70	$ 5,505.48		$ 6,039.22
125000030	.0387	FRONTIER COMMUNICATIONS CORP	02/03/09	07/02/10	.28	.31	(.03)	
	.0868	CASH IN LIEU OF .23496	02/05/09		.64	68	(.04)	
	.0467	RECORD 06/07/10 PAY 07/01/10	02/19/09		.34	.34		
	.0173	FROM. 92343V104000 (SPINOFF)	03/19/09		.13	13		
125000040	34.767	FRONTIER COMMUNICATIONS CORP	02/03/09	07/22/10	255.20	278.79	(23.59)	
	77.9261		02/05/09		572 00	611.77	(39.77)	
	41 9602		02/19/09		308.00	308.17	(.17)	
	15.5852		03/19/09		114.40	120 55	(6 15)	
125000060	.0669	KINDER MORGAN MANAGEMENT LLC	03/06/09	05/14/10	3.72	2.18		1.54
	.0597	CASH IN LIEU OF .12668	03/13/09		3.32	2.16		1.16
		RECORD 04/30/10 PAY 05/14/10						
125000070	.1871	KINDER MORGAN MANAGEMENT LLC	03/06/09	08/13/10	11.16	5.98		5.18
	.167	CASH IN LIEU OF .35411	03/13/09		9.97	5.94		4.03
		RECORD 07/30/10 PAY 08/13/10						

2010 YEAR END SUMMARY

THE BARNES FOUNDATION EIN: 06-6037160
Account Number 400-71363-12 246

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000080	.1583	KINDER MORGAN MANAGEMENT LLC	03/06/09	11/12/10	$ 10.20	$ 4.97		$ 5.23
	.1413	CASH IN LIEU OF .29966 RECORD 10/29/10 PAY 11/12/10	03/13/09		9.11	4 94		4.17
125000110	70	PPG INDUSTRIES INC	02/09/09	09/17/10	5,043.41	2,748 13		2,295 28
125000120	180	PARKER-HANNIFIN CORP	01/29/09	03/17/10	11,772.14	7,294.97		4,477 17
125000130	415	PITNEY BOWES INC	02/09/09	09/17/10	8,710.74	10,022.25	(1,311.51)	
	250		03/13/09		5,247.44	5,087.50		159 94
	200		04/03/09		4,197.95	4,791 80	(593.85)	
125000140	110	T ROWE PRICE GROUP INC CGMI AND/OR ITS AFFILIATES	03/13/09	03/17/10	6,053.06	2,857.80		3,195.26
125000150	95	TEVA PHARMACEUTICAL INDS LTD ADR CGMI AND/OR ITS AFFILIATES	06/22/06	09/17/10	5,075.76	3,002.31		2,073.45
125000160	109	TEVA PHARMACEUTICAL INDS	06/22/06	10/20/10	5,845.57	3,444.76		2,400.81
	21	LTD ADR	06/23/06		1,126.21	660.84		465.37
	95	CGMI AND/OR ITS AFFILIATES	03/30/07		5,094.76	3,544.28		1,550.48
	64		05/10/07		3,432 26	2,452.29		979.97
Total					**$ 74,442.47**	**$ 52,759.32**	**($ 1,975.11)**	**$ 23,658.26**

2010 YEAR END

2010 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.	219.		30.	249.
5	COMPUTER	06/01/06	200DB	5.00	HY	17	1,003.				1,003.	830.		116.	946.
	* TOTAL 990-PF PG 1 DEPR						3,848.				3,848.	3,629.		146.	3,775.

028111
05-01-10

(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
MORGANSTANLEY SMITHBARNEY - DIVIDENDS	71,031.	0.	71,031.
MORGANSTANLEY SMITHBARNEY - INTEREST	103,599.	0.	103,599.
TOTAL TO FM 990-PF, PART I, LN 4	174,630.	0.	174,630.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	1,707.	1,707.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,707.	1,707.	

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	6,350.	0.		6,350.
TO FORM 990-PF, PG 1, LN 16B	6,350.	0.		6,350.

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	29,750.	29,750.		0.
TO FORM 990-PF, PG 1, LN 16C	29,750.	29,750.		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	4,110.	0.		4,110.
FEDERAL EXCISE TAX	2,853.	0.		0.
FOREIGN TAXES	3,951.	3,951.		0.
TO FORM 990-PF, PG 1, LN 18	10,914.	3,951.		4,110.

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	625.	0.		625.
MEMBERSHIP FEES	2,295.	0.		2,295.
OFFICE EXPENSES	2,504.	0.		2,504.
MISCELLANEOUS EXPENSES	69.	0.		69.
TO FORM 990-PF, PG 1, LN 23	5,493.	0.		5,493.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	3,717,934.	3,717,934.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,717,934.	3,717,934.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,759,290.	2,759,290.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,759,290.	2,759,290.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	87,504.	87,504.
CERTIFICATES OF DEPOSIT	FMV	306,192.	306,192.
MUTUAL AND CLOSED END FUNDS	FMV	1,325,708.	1,325,708.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,719,404.	1,719,404.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COPY MACHINE	2,580.	2,580.	0.
COMPUTER SCREEN	265.	249.	16.
COMPUTER	1,003.	946.	57.
TOTAL TO FM 990-PF, PART II, LN 14	3,848.	3,775.	73.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	3,905.	3,638.	3,638.
EXCISE TAX RECEIVABLE	0.	6,627.	6,627.
TO FORM 990-PF, PART II, LINE 15	3,905.	10,265.	10,265.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAX PAYABLE	13,256.	0.
PAYROLL TAX PAYABLE	1,738.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	14,994.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

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.	5,270.	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.	5,270.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
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