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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE 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

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 8,235,632. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual Other (specify) _____

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 ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	230,944.	230,944.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	67,508.			
b	Gross sales price for all assets on line 6a	1,347,004.			
7	Capital gain net income (from Part IV, line 2)		67,508.		
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	569.	569.		STATEMENT 2
12	Total. Add lines 1 through 11	299,021.	299,021.		
13	Compensation of officers, directors, trustees, etc	50,000.	0.		50,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	6,333.	0.		6,333.
16a	Legal fees				
b	Accounting fees	STMT 3	6,450.		6,450.
c	Other professional fees	STMT 4	30,493.	30,493.	0.
17	Interest				
18	Taxes	STMT 5	11,848.	2,365.	4,160.
19	Depreciation and depletion		73.	0.	
20	Occupancy				
21	Travel, conferences, and meetings		6,489.	0.	6,489.
22	Printing and publications				
23	Other expenses	STMT 6	5,745.	0.	5,745.
24	Total operating and administrative expenses. Add lines 13 through 23	117,431.	32,858.		79,177.
25	Contributions, gifts, grants paid		305,600.		305,600.
26	Total expenses and disbursements. Add lines 24 and 25	423,031.	32,858.		384,777.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		-124,010.		
b	Net investment income (if negative, enter -0-)			266,163.	
c	Adjusted net income (if negative, enter -0-)				N/A

123501
12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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THE BARNES FOUNDATION INC.

Form 990-PF (2011)

C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

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Assets	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
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		25,193.	34,411.	34,411.
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	3,717,934.	3,744,745.	3,744,745.
c	Investments - corporate bonds	STMT 8	2,759,290.	2,030,081.	2,030,081.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 9	1,719,404.	2,422,309.	2,422,309.
14	Land, buildings, and equipment basis ►	3,848.			
	Less accumulated depreciation	STMT 10 ►	3,848.	73.	0.
15	Other assets (describe ►	STATEMENT 11)	10,265.	4,086.	4,086.
16	Total assets (to be completed by all filers)		8,232,159.	8,235,632.	8,235,632.
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 ► EXCISE TAX PAYABLE)	0.	2,443.	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	2,443.	
	24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted	8,232,159.	8,233,189.	
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds			
	30	Paid-in or capital surplus, or land, bldg., and equipment fund			
	31	Retained earnings, accumulated income, endowment, or other funds			
	32	Total net assets or fund balances	8,232,159.	8,233,189.	
	33	Total liabilities and net assets/fund balances	8,232,159.	8,235,632.	

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	8,232,159.
2	Enter amount from Part I, line 27a	2	-124,010.
3	Other increases not included in line 2 (itemize) ► UNREALIZED GAIN ON INVESTMENTS	3	125,040.
4	Add lines 1, 2, and 3	4	8,233,189.
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	8,233,189.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a

b SEE ATTACHED STATEMENT

c

d

e

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,347,004.		1,279,496.	67,508.
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			67,508.
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	67,508.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	314,289.	7,672,636.	.040962
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

2 Total of line 1, column (d) **2 .242105**

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 .048421**

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 **4 8,263,782.**

5 Multiply line 4 by line 3 **5 400,141.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6 2,662.**

7 Add lines 5 and 6 **7 402,803.**

8 Enter qualifying distributions from Part XII, line 4 **8 384,777.**

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	}	5 , 323 .
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2	0 .	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5 , 323 .	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	0 .	
6	Credits/Payments:	5 , 323 .	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	2 , 880 .	
b	Exempt foreign organizations - tax withheld at source	6a	
c	Tax paid with application for extension of time to file (Form 8868)	6b	
d	Backup withholding erroneously withheld	6c	
7	Total credits and payments. Add lines 6a through 6d	6d	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	7	2 , 880 .
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	8	2 , 443 .
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9	10
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	11	Refunded ►

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?	<input checked="" type="checkbox"/>	
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	<input checked="" type="checkbox"/>	
1c Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <u>0</u> . (2) On foundation managers. ► \$ <u>0</u> .		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0</u> .		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input checked="" type="checkbox"/>	
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? <i>If "Yes," attach a conformed copy of the changes</i>		
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CT</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

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Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	X
Website address ► N/A		
14 The books are in care of ► SALLY A. O'CONNOR Located at ► P.O. BOX 288, EAST HARTLAND, CT		Telephone no. ► 860-653-0462 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		
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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
a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4a	X
	4b	X

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

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

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

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

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

(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)?

(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 Yes No Yes No Yes No Yes Nob If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes No

6b

X

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

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 12		50,000.	6,333.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000



0

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6 2011.03050 THE BARNES FOUNDATION INC. 3225 1

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

1

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.

Number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	
1	N/A
2	
3	All other program-related investments. See instructions.
Total. Add lines 1 through 3.	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,326,232.
b	Average of monthly cash balances	1b	56,182.
c	Fair market value of all other assets	1c	7,212.
d	Total (add lines 1a, b, and c)	1d	8,389,626.
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	8,389,626.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	125,844.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,263,782.
6	Minimum investment return. Enter 5% of line 5	6	413,189.

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	413,189.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,323.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,323.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	407,866.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	407,866.
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	407,866.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	384,777.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	384,777.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	384,777.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

Form 990-PF (2011)

123571
12-02-11

12380514 759443 3225

THE BARNES FOUNDATION INC.

Form 990-PF (2011)

C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

06-6037160

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				407,866.
2 Undistributed income, if any, as of the end of 2011			372,170.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 384,777.			372,170.	
a Applied to 2010, but not more than line 2a			372,170.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2011 distributable amount				12,607.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				395,259.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

THE BARNES FOUNDATION INC.

Form 990-PF (2011)

C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

06-6037160 Page 11

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				305,600.
Total			► 3a	305,600.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

THE BARNES FOUNDATION INC.

Form 990-PF (2011)

C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

06-6037160 Page 12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
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	230,944.
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	569.
8 Gain or (loss) from sales of assets other than inventory			18	67,508.
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.	299,021.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	299,021.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

123621
12-02-11

Form 990-PF (2011)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGANSTANLEY SMITHBARNEY - DIVIDENDS	111,160.	0.	111,160.
MORGANSTANLEY SMITHBARNEY - INTEREST	119,784.	0.	119,784.
TOTAL TO FM 990-PF, PART I, LN 4	230,944.	0.	230,944.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	569.	569.	
TOTAL TO FORM 990-PF, PART I, LINE 11	569.	569.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & PROFESSIONAL FEES	6,450.	0.		6,450.
TO FORM 990-PF, PG 1, LN 16B	6,450.	0.		6,450.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADVISORY FEES	30,493.	30,493.		0.
TO FORM 990-PF, PG 1, LN 16C	30,493.	30,493.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,160.	0.		4,160.
FEDERAL EXCISE TAX	5,323.	0.		0.
FOREIGN TAXES	2,365.	2,365.		0.
TO FORM 990-PF, PG 1, LN 18	11,848.	2,365.		4,160.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT	350.	0.		350.
MEMBERSHIP FEES	2,995.	0.		2,995.
OFFICE EXPENSES	2,324.	0.		2,324.
MISCELLANEOUS EXPENSES	76.	0.		76.
TO FORM 990-PF, PG 1, LN 23	5,745.	0.		5,745.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	3,744,745.	3,744,745.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,744,745.	3,744,745.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,030,081.	2,030,081.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,030,081.	2,030,081.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	381,011.	381,011.
CERTIFICATES OF DEPOSIT	FMV	149,649.	149,649.
MUTUAL AND CLOSED END FUNDS	FMV	1,891,649.	1,891,649.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,422,309.	2,422,309.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COPY MACHINE	2,580.	2,580.	0.
COMPUTER SCREEN	265.	265.	0.
COMPUTER	1,003.	1,003.	0.
TOTAL TO FM 990-PF, PART II, LN 14	3,848.	3,848.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	3,638.	3,586.	3,586.
EXCISE TAX RECEIVABLE	6,627.	0.	0.
PAYROLL TAX RECEIVABLE	0.	500.	500.
TO FORM 990-PF, PART II, LINE 15	10,265.	4,086.	4,086.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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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.	6,333.	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.

THE BARNES FOUNDATION INC. C/O SALLY A.

06-6037160

BRENNNA 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.	6,333.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

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

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.)
a MORGANSTANLEY SMITHBARNEY ACCT #10337-13 (SEE ATT)			P		
b MORGANSTANLEY SMITHBARNEY ACCT #10342-16 (SEE ATT)			P		
c MORGANSTANLEY SMITHBARNEY ACCT #10342-16 (SEE ATT)			P		
d MORGANSTANLEY SMITHBARNEY ACCT #71363-12 (SEE ATT)			P		
e MORGANSTANLEY SMITHBARNEY ACCT #71363-12 (SEE ATT)			P		
f					
g					
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 804,794.		790,628.	14,166.		
b 77,108.		71,881.	5,227.		
c 314,606.		310,362.	4,244.		
d 14,268.		10,035.	4,233.		
e 136,228.		96,590.	39,638.		
f					
g					
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			14,166.		
b			5,227.		
c			4,244.		
d			4,233.		
e			39,638.		
f					
g					
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	67,508.	
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	

E N D

S U M M A R Y

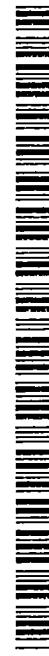
EIN: 06-0037160

The Barnes Foundation

Details of Long Term Gain (Loss) 2011

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	95,000	AT&T WIRELESS SERVIC	01/07/10	12/28/11	\$ 97,500.88	\$ 108,212.60	(\$ 10,711.72)	\$ 0.00
		DTD 04/16/2002				\$ 97,500.88	\$ 0.00	\$ 0.00
		DUE 05/01/2012 RATE 8.125						
125000020	50,000	GE MONEY BANK - UT *CERTIFICATE OF DEPOSIT	12/15/08	11/21/11	52,696.50	50,000.00	2,696.50	0.00
		DTD 12/18/08 INT : SEMI-ANN				50,000.00	2,696.50	0.00
		DUE 12/18/2013 RATE 4.750						
125000030	50,000	GENERAL ELEC CO BK/ENTRY	12/01/08	06/02/11	53,003.56	49,763.50	3,240.06	0.00
		DTD 01/28/2003				49,763.50	3,240.06	0.00
	10,000	DUE 02/01/2013 RATE 5.000	01/07/10		10,600.71	10,745.00	(144.29)	0.00
		YTM 1.301				10,409.20	191.51	191.51



Morgan Stanley SmithBarney

Ref: 00000212 00045748

2011 Year End Summary

THE BARNES FOUNDATION E/N: 06-0037140
Account Number 400-10337-13 246

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Gain/(Loss) Capital Gain/(Loss)
1250000040	85,000	GENERAL ELEC CO BK/ENTRY DTD 01/28/2003 DUE 02/01/2013 RATE 5.000 YTM 1.630	01/07/10	11/21/11	\$ 88,335.35	\$ 91,332.50 \$ 87,507.50	(\$ 2,997.15) \$ 827.85	\$ 0.00 \$ 827.85
1250000050	100,000	JP MORGAN CHASE & CO SR NOTES BOOK/ENTRY DTD 5/16/06 DUE 06/01/2011 RATE 5.600	07/06/07	06/01/11	100,000.00	101,133.00 100,000.00	(1,133.00) 0.00	0.00 0.00
1250000060	50,000	MEDTRONIC INC BOOK/ENTRY DTD 03/12/2009 DUE 03/15/2014 RATE 4.500	06/23/09	11/21/11	53,344.00	52,911.50 51,474.50	432.50 1,869.50	0.00 1,869.50
1250000070	50,000	NORTHERN TRUST CORP BOOK/ENTRY DTD 05/01/2009 DUE 05/01/2014 RATE 4.625	06/23/09	11/21/11	53,262.20	52,792.50 51,457.00	469.70 1,805.20	0.00 1,805.20
1250000080	95,000	PPL ELECTRIC UTILITIES CORP BOOK/ENTRY DTD 10/17/2008 DUE 11/30/2013 RATE 7.125	01/07/10	07/26/11	108,684.75	110,130.65 108,684.75	(1,445.90) 0.00	0.00 0.00
1250000090	43,000	WACHOVIA CORP GLOBAL NOTES BOOK/ENTRY DD 7/31/2006 DUE 08/01/2013 RATE 5.700	01/28/08	11/21/11	45,243.33	45,937.17 43,967.93	(693.84) 1,275.40	0.00 1,275.40
1250000100	90,000	WACHOVIA CORP BK/ENTRY DTD 3/9/06 DUE 03/15/2011 RATE 5.350	07/06/07	03/15/11	90,000.00	90,465.80 90,000.00	(465.80) 0.00	0.00 0.00
1250000110	50,000	WELLS FARGO & CO NOTES BOOK/ENTRY DD 10/16/03 DUE 10/16/2013 RATE 4.950	12/01/08	11/21/11	52,123.00	49,863.00 49,863.00	2,260.00 2,260.00	0.00 2,260.00
Total					\$ 804,794.28	\$ 813,287.22 \$ 790,628.26	(\$ 8,492.94) \$ 14,166.02	\$ 0.00 \$ 11,469.52



MorganStanley SmithBarney

Ref: 00000212 00045756

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2011 Year End Summary

THE BARNES FOUNDATION EIN: 06-0037160
Account Number 400-10342-16 246

Details of Short Term Gain (Loss) 2011

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
1250000020	8	ASTELLAS PHARMA INC-JPY SBX = H1	06/04/10	01/28/11	\$ 303.91	\$ 256.62		\$ 47.29
	58	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/07/10		2,203.38	1,872.33		331.05
	76		06/11/10		2,887.18	2,449.31		437.87
	9		06/14/10		341.90	291.55		50.35
	39		08/25/10		1,481.58	1,335.25		146.33
	51		10/08/10		1,937.45	1,957.00		(19.55)
	10		10/12/10		379.90	379.84		.06
1250000080	222	CARREFOUR SA UNSPON ADR SBX = H1	01/25/11	01/28/11	2,037.93	2,041.20		(3.27)
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC						
1250001010	27	ENI SPA SPONSORED ADR SBX = H1	08/24/10	01/28/11	1,276.05	1,059.94		216.11
	17	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	08/25/10		803.44	659.88		143.56
	19		09/22/10		897.96	805.29		92.67
	24		09/23/10		1,134.27	1,001.34		132.93
	19		10/14/10		897.96	866.28		31.68
	23		10/15/10		1,087.01	1,045.13		41.88
	44		11/22/10		2,079.48	1,934.40		145.08
1250001020	99	FRANCE TELECOM SA SPON ADR SBX = H1	06/04/10	01/28/11	2,137.37	1,850.59		286.78
	163	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/17/10		3,519.10	3,116.95		402.15
	58		07/09/10		1,252.20	1,100.14		152.06
	35		07/12/10		755.64	655.57		100.07
	56		11/03/10		1,209.02	1,351.67		(142.65)
	23		11/04/10		496.56	564.69		(68.13)
	70		01/24/11		1,511.26	1,557.85		(46.59)
1250001050	67	IBERDROLA ADR SBX = H1	03/11/10	01/28/11	2,240.44	2,266.62		(56.18)
	28	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	03/12/10		936.30	970.08		(33.78)
	9		12/02/10		300.95	264.15		36.80
1250001060	36	ING GROEP NV SPONS ADR SBX = H1	06/03/10	01/28/11	403.55	285.63		117.92
	312	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/04/10		3,497.46	2,363.74		1,133.72



MorganStanley SmithBarney

Ref: 00000212 00045757

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2011 Year End Summary

THE BARNES FOUNDATION EIN: 06-0037140
Account Number 400-10342-16 246

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Proceeds	Cost	(Loss)	Gain	2
125000180	33	KONINKLIJKE AHOOLD NV ADR (NEW)	11/03/10	01/28/11	\$ 440.87	\$ 459.91	(\$ 19.04)		0
	107	SBX = H1	11/04/10		1,429.49	1,498.49	(69.00)		1
	60	SBX CONNECTIVITY BUSINESS	11/12/10		801.58	806.27	(4.69)		1
	44		11/15/10		567.83	587.25	.58		
	45		11/16/10		601.19	607.21	(6.02)		
	74		01/10/11		988.62	939.68	48.94		
	87		01/11/11		1,162.30	1,102.48	59.82		
125000190	8	NATIONAL GRID PLC GBP SPONS ADR NEW	06/04/10	01/28/11	350.83	339.68		11.15	Y
		SBX = H1							
125000250	2	ROYAL DUTCH SHELL PLC ADR CLA	11/05/10	01/28/11	139.81	128.68		11.13	A
		SBX = H1							R
125000260	73	SBX CONNECTIVITY BUSINESS SANOFI-AVENTIS SPONS ADR	04/16/10	01/28/11	2,439.61	2,683.20	(243.59)		E
	91	SBX = H1	04/29/10		3,041.16	3,086.81	(45.65)		N
	84	SBX CONNECTIVITY BUSINESS	06/29/10		2,807.22	2,498.23	308.99		D
	17		08/02/10		568.13	508.74	59.39		
	47		08/03/10		1,520.71	1,417.33	153.38		
125000270	39	SEVEN & I HLDGS CO LTD-JPY SBX = H1	10/12/10	01/28/11	2,031.14	1,864.65		166.49	
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC							
125000340	156	TELEFONICA S.A. SPON ADR SBX = H1	05/18/10	01/28/11	3,864.04	2,986.83		877.21	
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC							
125000350	192	TELSTRA LTD SPONS ADR SBX = H1	03/11/10	01/28/11	2,668.74	2,728.67	(59.93)		
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC							
125000360	62	TESCO PLC SPONSORED ADR SBX = H1	10/29/10	01/28/11	1,177.98	1,277.19	(99.21)		
	32	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	11/01/10		607.99	664.83	(56.84)		
	19		11/12/10		360.99	388.53	(27.54)		
	19		11/15/10		350.99	388.72	(27.73)		
	60		11/16/10		1,139.98	1,213.64	(73.66)		
	47		01/12/11		892.98	937.47	(44.49)		



2011 Year End Summary

THE BARNES FOUNDATION EIN: 06-0037160
Account Number 400-10342-16 246

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	47		01/13/11		\$ 892.98	\$ 920.01	(\$ 27.03)	
	104		01/25/11		1,975.96	1,981.14	(5.18)	
125000410	8	UNITED OVERSEAS BANK LTD SPONS ADR SBX = H1 SBX CONNECTIVITY BUSINESS	05/10/10	01/28/11	246.55	227.22		19.33
125000420	36	VINCI S.A. ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	02/09/10 02/19/10 02/22/10 09/23/10 09/23/10	01/28/11	514.79 1,129.68 2,216.46 214.50 1,873.25	468.07 1,033.25 2,041.47 182.46 1,579.83		46.72 96.43 174.99 32.04 293.42
Total					\$ 77,107.60	\$ 71,880.98	(\$ 6,496.37)	

Details of Long Term Gain (Loss) 2011

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	191	AMCOR LTD ADR NEW -USD-SBX =H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	01/28/11	\$ 5,235.20	\$ 4,203.91		\$ 1,031.29
125000030	98	BG GROUP PLC SPON ADR SBX =H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	01/28/11	10,350.56	4,118.94		6,231.62
125000040	91	BP PLC SPONS ADR SBX =H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	01/28/11	4,200.48	5,841.29	(1,640.81)	
	48		03/12/07		2,215.64	2,932.29	(716.65)	
	26		03/13/07		1,200.14	1,584.04	(383.90)	
	7		03/14/07		323.11	417.85	(94.74)	
	10		12/14/07		461.59	746.94	(285.35)	
	52		12/17/07		2,400.27	3,827.91	(1,427.64)	



MorganStanley SmithBarney

Ref: 00000212 00045759

2011 Year End Summary

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THE BARNES FOUNDATION EIN: 06-0037160
Account Number 400-10342-16 246

Details of Long Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
1250000050	190	BANCO SANTANDER S.A. MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	01/21/11	\$ 2,341.19	\$ 2,207.80	\$ 133.39	0
1250000060	348	BANCO SANTANDER S.A. SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05	01/28/11	4,175.91	4,043.76	132.15	1
1250000070	184	CANON INC ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05 08/09/05	01/28/11	8,962.47 5,532.83	6,754.84 3,774.63	2,207.63 1,778.20	2
1250000080	88	CARREFOUR SA UNSPON ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	03/12/09 07/17/09 08/20/09 08/21/09 08/27/09 09/03/09	01/28/11	807.82 2,669.69 1,404.51 284.57 293.75 1,239.28	569.95 2,599.70 1,354.33 276.49 285.00 1,206.51	237.87 89.99 50.18 8.08 8.75 32.77	R E A
1250000090	11	DEUTSCHE TELEKOM AG SP ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	03/13/07 04/13/07 04/13/07 05/09/07 07/05/07 07/06/07	01/28/11	144.98 3,374.01 197.70 3,940.74 1,054.38 2,388.71	182.14 4,548.17 262.78 5,117.59 1,487.78 3,384.87	(37.16) (1,174.16) (65.08) (1,176.85) (433.40) (986.16)	N D
1250000110	1,237	FOSTERS GROUP LTD NEW SPONS ADR SBX = H1 SBX CONNECTIVITY BUSINESS	06/23/05	01/28/11	6,852.84	5,257.25	1,595.59	S U M
1250000130	168	GLAXOSMITHKLINE PLC SP ADR SBX = H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05 10/11/06 10/12/06 01/23/07 01/24/07 01/25/07 01/26/07 01/29/07 01/30/07 01/31/07 12/14/07	01/28/11	6,131.88 3,138.94 182.50 328.49 182.50 182.50 401.49 729.99 328.49 328.49 2,299.45	8,344.56 4,673.60 275.54 500.54 275.73 275.22 599.69 1,089.91 491.30 487.70 3,360.52	(2,212.68) (1,534.66) (93.04) (172.05) (93.23) (92.72) (198.20) (359.92) (162.81) (159.21) (1,061.07)	M A R Y



MorganStanley SmithBarney

Ref. 00000212 00045760

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2011 Year End Summary

THE BARNES FOUNDATION
Account Number 400-10342-16 246

EN: 06-6037160

Details of Long Term Gain (Loss) 2011 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	967	HONG-KONG ELECTRIC HLDGS SPONS ADR SBX=H1	06/23/05	01/28/11	\$ 6,033.96	\$ 4,467.54		\$ 1,566.42
125000150	20	IBERDROLA ADR SBX=H1	10/23/08	01/28/11	668.79	557.32		111.47
	86		02/02/09		2,875.78	2,625.31		250.47
	50		07/15/09		1,671.97	1,575.56		96.41
	29	SBX CONNECTIVITY BUSINESS	07/16/09		969.74	923.79		45.95
	8		08/21/09		267.51	277.36		(9.85)
	35		09/08/09		1,170.38	1,307.11		(136.73)
	17		09/09/09		568.47	638.78		(70.31)
125000160	200	ING GROEP NV SPONS ADR SBX=H1	06/23/05	01/28/11	2,241.95	4,727.17		(2,485.22)
	28		02/28/08		313.87	814.68		(500.81)
	122	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	02/29/08		1,367.59	3,484.78		(2,117.19)
125000170	33	KAO CORP-JPY SPONS ADR SBX=H1	05/22/06	01/28/11	886.03	861.32		24.71
	100		05/23/06		2,684.95	2,640.05		44.90
	110		10/30/06		2,953.44	2,845.31		108.13
	30	SBX CONNECTIVITY BUSINESS	10/31/06		805.48	782.46		23.02
	50		11/06/06		1,342.47	1,295.51		46.96
	170		07/03/07		4,564.42	4,450.66		113.76
125000190	13	NATIONAL GRID PLC GBP SPONS ADR NEW SBX=H1	06/23/05	01/28/11	570.09	723.19		(153.10)
	73		10/31/05		3,201.28	3,365.30		(164.02)
	10		11/02/05		438.53	460.49		(21.96)
125000200	14	NIPPON TEL & TEL SPON ADR MorganStanley SmithBarney LLC	06/23/05	01/12/11	312.50	304.87		7.63
	66	acted as your agent	03/01/06		1,473.21	1,441.66		31.55
		In this transaction.						
125000210	42	NOVARTIS AG ADR MorganStanley SmithBarney LLC	03/01/06	01/21/11	947.06	917.42		29.64
	78	acted as your agent	03/03/06		1,758.84	1,746.34		12.50
		In this transaction.						
125000220	11	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/06/07	01/28/11	614.34	617.96		(3.62)
	30		06/07/07		1,675.47	1,670.23		5.24
	77		06/19/07		4,300.37	4,280.25		20.12
	83		07/09/07		4,635.46	4,592.17		43.29
	63		10/23/07		3,518.48	3,281.84		236.64
	20		10/23/07		1,116.97	1,043.36		73.61



MorganStanley SmithBarney

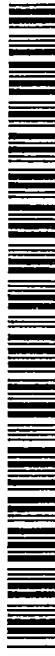
Ref: 00000212 00045761

2011 Year End Summary

THE BARNES FOUNDATION EIN: 06-0037160
Account Number 400-10342-16 246

Details of Long Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000230	156	RWE AG SPONS ADR -USD SBX=H1	06/23/05	01/28/11	\$ 11,130.38	\$ 9,906.00		\$ 1,224.38
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000240	142.5053 REED ELSEVIER NV 88.2211 SBX=H1	06/23/05 01/30/06 01/31/06	01/28/11		3,683.69 2,280.47 1,609.74	4,710.62 2,854.72 2,034.00	(1,026.93) (574.25) (424.26)	
125000250	145	ROYAL DUTCH SHELL PLC ADR CLA SBX=H1	06/23/05 08/13/07 08/13/07	01/28/11	10,135.59 1,677.61 1,677.61	9,165.45 1,791.93 1,782.30	(114.32) (104.69)	
125000270	29	SEVEN & I HLDGS CO LTD-JPY SBX=H1	04/28/09 09/11/09 09/14/09 09/15/09	01/28/11	1,510.34 677.05 1,197.86 1,302.02	1,288.48 612.83 1,083.28 1,176.90	221.86 64.22 114.58 125.12	
	24	SBX CONNECTIVITY BUSINESS						
	24	MorganStanley SmithBarney LLC						
125000280	37	SINGAPORE TELECOMMUNICATIO SPONSORED ADR NEW SBX=H1	08/12/08 08/14/08 08/15/08	01/28/11	89.08 1,676.67 1,822.46	916.46 1,704.18 1,843.62	(17.38) (27.51) (21.16)	
	69	SBX CONNECTIVITY BUSINESS						
	75	MorganStanley SmithBarney LLC						
125000290	172	SOCIETE GENERALE SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/05	01/24/11	2,256.97	3,508.80	(1,251.83)	
125000300	285	SOCIETE GENERALE SPON ADR SBX=H1	06/23/05 05/07/08 05/08/08 06/02/09	01/28/11	3,722.03 58.69 2,298.51 417.91	5,814.00 1,055.34 4,024.49 336.51	(2,091.97) (467.65) (1,725.98)	
	45	SBX CONNECTIVITY BUSINESS						
	176	MorganStanley SmithBarney LLC						
125000310	78.8126 TAIWAN SEMICONDUCTOR MFG 107.9748 CO LTD ADR 159.4396 SBX=H1 104.9475 SBX CONNECTIVITY BUSINESS 52.4737 45.41	01/10/08 01/11/08 01/15/08 05/07/08 05/08/08 05/08/08 05/21/08 05/23/08 06/09/08	01/28/11		1,039.52 1,424.16 2,102.97 1,384.23 692.11 598.95 838.52 252.89 412.61	698.17 949.36 1,400.81 1,161.25 573.19 496.06 700.61 205.68 345.47	341.35 474.80 702.16 222.98 118.92 102.89 137.91 47.21 67.14	



MorganStanley SmithBarney

Ref: 00000212 00045762

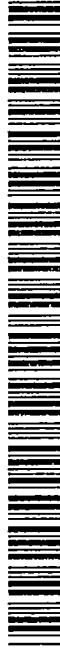
2011 Year End Summary

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

Details of Long Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
62,5648			06/10/08	01/28/11	\$ 825.21	\$ 674.27		\$ 150.94
38,3476			06/11/08		505.79	422.70		83.09
125000320	20	TAKEDA PHARMACEUTICAL CO SBX = H1	07/03/08	07/03/08	477.79	513.20	(35.41)	0
53		SBX CONNECTIVITY BUSINESS	07/07/08		1,266.14	1,313.17	(47.03)	1
71		MorganStanley SmithBarney LLC	07/08/08		1,696.16	1,734.23	(88.07)	
58			07/18/08		1,335.59	1,403.79	(18.20)	
28			07/23/08		668.91	700.31	(31.40)	
62			07/29/08		1,481.15	1,539.47	(58.32)	
82			09/22/08		1,938.94	2,021.60	(62.66)	
10			09/25/08		238.90	249.40	(10.50)	
40			09/30/08		955.58	1,017.04	(61.46)	
125000330	53,2686 TELECOM CORP NEW ZEALAND 103,6832 LTD SPONSORED ADR 213,0482 SBX = H1	SBX CONNECTIVITY BUSINESS	06/09/06	01/28/11	470.88	839.54	(368.66)	A
	08/03/06				916.54	1,535.14	(618.60)	R
	08/04/06				1,893.31	3,043.53	(1,160.22)	
125000340	69	TELEFONICA S.A. SPON ADR SBX = H1	10/24/05	01/28/11	1,709.10	1,143.01	566.09	E
384		SBX CONNECTIVITY BUSINESS	01/30/06		9,511.50	5,843.74	3,667.74	N
125000350	11	TELSTRA LTD SPONS ADR SBX = H1	09/06/05	01/28/11	152.90	185.55	(32.65)	D
76		SBX CONNECTIVITY BUSINESS	10/19/05		1,056.38	1,163.01	(106.63)	
84		MorganStanley SmithBarney LLC	10/20/05		1,167.58	1,293.11	(125.53)	
46			10/21/05		639.39	708.02	(68.63)	
185			05/11/06		2,571.45	2,266.82	304.63	
61			05/12/06		847.88	737.18	110.70	
125000370	131	TOKIO MARINE HLDGS INC ADR SBX = H1	06/23/05	01/28/11	3,898.48	3,490.05	408.43	S
5		SBX CONNECTIVITY BUSINESS	01/18/07		148.80	186.48	(37.68)	U
1			01/19/07		29.76	37.15	(7.39)	M
58			01/25/07		1,726.05	2,170.46	(444.41)	M
26			01/26/07		773.75	946.53	(172.78)	A
79			03/13/07		2,350.99	2,811.98	(460.99)	R
65			03/14/07		1,934.36	2,250.38	(316.02)	Y
125000380	72	TOTAL S.A. SPONS ADR SBX = H1	06/23/05	01/28/11	4,157.92	4,116.12	(18.20)	
86		SBX CONNECTIVITY BUSINESS	03/01/06		4,966.40	5,380.47	(414.07)	
5		MorganStanley SmithBarney LLC	01/16/07		288.74	333.52	(44.78)	
92			01/17/07		5,312.90	6,130.03	(817.13)	



MorganStanley SmithBarney

Ref: 00000212 00045763

2011 Year End Summary

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THE BARNES FOUNDATION EIN: 06-0037160
Account Number 400-10342-16 246

Details of Long Term Gain (Loss) 2011 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000390	102	TOYOTA MOTOR CORP ADR NEW SBX = H1 SBX CONNECTIVITY BUSINESS	06/23/05	01/28/11	\$ 8,307.64	\$ 7,391.47		\$ 916.17
		MorganStanley SmithBarney LLC						
125000400	1,7997	UNILEVER PLC SPONS ADR NEW 102,6602 SBX = H1 223,1683 SBX CONNECTIVITY BUSINESS	01/26/06 01/24/06 03/03/06	01/28/11 2,979.14 6,476.22 5,901.73	52.23 2,360.84 5,220.99 4,830.22	41.94 5,220.99 1,255.23 1,071.51		10.29 618.30 1,255.23
125000410	66	UNITED OVERSEAS BANK LTD 69 SPONS ADR 68 SBX = H1 SBX CONNECTIVITY BUSINESS	10/11/06 10/12/06 10/17/06	01/28/11 2,094.08 2,126.54 2,095.72	1,391.82 1,488.80 1,452.86			642.26 657.74 642.86
125000430	64	VODAFONE GROUP PLC SPONS 114 ADR NEW 30 SBX = H1 SBX CONNECTIVITY BUSINESS	09/01/09 10/16/09 10/20/09 11/12/09 11/13/09 11/19/09	01/28/11 1,799.90 3,206.06 843.70 1,799.90 281.23 1,856.14	1,372.46 2,507.54 662.39 1,446.48 228.16 1,477.85			427.44 698.52 181.31 353.42 53.07 378.29
125000440	12	ZURICH FINCL SVCS SPON ADR 79 SBX = H1 31 SBX CONNECTIVITY BUSINESS 122 MorganStanley SmithBarney LLC	10/22/09 10/26/09 11/05/09 11/06/09	01/28/11 328.79 2,164.56 849.38 3,342.74	296.06 1,935.33 698.08 2,679.12			32.73 229.23 151.30 663.62
		Total		\$ 314,606.03	\$ 310,361.97	(\$ 33,699.65)	\$ 37,943.71	
								4,244.06

S U M M A R Y



MorganStanley SmithBarney

Ref: 00002229 00018946

2011 Year End Summary

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THE BARNES FOUNDATION E/N: 06-603716D
Account Number 400-71363-12 246

Details of Short Term Gain (Loss) 2011

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	155	CARDINAL HEALTH INC	09/17/10 10/20/10	07/11/11 7/134.07	\$ 7,134.08 4,994.07	\$ 5,040.58		\$ 2,093.50
	155							2,140.00
Total					\$ 14,268.15	\$ 10,034.65		\$ 4,233.50

Details of Long Term Gain (Loss) 2011

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	215	CARDINAL HEALTH INC	04/14/10	07/11/11	\$ 12,887.37	\$ 9,939.97		\$ 2,947.40
	280	CLOROX COMPANY DE	01/29/09 02/09/09	07/15/11 2/561.90	15,737.37 1,887.20	10,964.79 5,103.67		4,772.58 674.70
125000030	55	CLOROX COMPANY DE	02/09/09 03/06/09	07/20/11 8/264.00	4,132.00 8,264.00	2,965.60 5,103.67		1,166.40 3,160.33
125000040	.1334	KINDER MORGAN MANAGEMENT LLC	03/06/09 03/13/09	02/14/11 7/73	8.65 7.73	4.12 4.09		4.53 3.64
	.1192	CASH IN LIEU OF 25268						
	110	RECORD 01/31/11 PAY 02/14/11						
125000050	.1322	KINDER MORGAN MANAGEMENT LLC	03/06/09 03/13/09	05/13/11 7.45	8.34 7.33	4.01 3.99		4.33 3.64
	.1181	CASH IN LIEU OF 25031						
	RECORD 04/29/11 PAY 05/13/11							
125000060	.3081	KINDER MORGAN MANAGEMENT LLC	03/06/09 03/13/09	06/12/11 16.56	18.54 16.56	9.19 9.13		9.35 7.43
	.2751	CASH IN LIEU OF .58324						
	RECORD 08/01/11 PAY 08/12/11							
125000070	.3025	KINDER MORGAN MANAGEMENT LLC	03/06/09 03/13/09	11/14/11 17.93	20.09 17.93	8.86 8.80		11.23 9.13
	.27	CASH IN LIEU OF .57254						
	RECORD 10/31/11 PAY 11/14/11							
125000080	245	LINEAR TECHNOLOGY CORPORATION	01/29/09 02/26/09 04/03/09	05/20/11 7,334.16 6,190.45	8,425.90 4,974.09 4,033.62	5,897.15 2,420.07 2,156.83		2,528.75 2,420.07 2,156.83
	215	CGMI AND/OR ITS AFFILIATES						
	180							



MorganStanley
SmithBarney

Ref: 0000022299 00018947

2011 Year End Summary

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

Details of Long Term Gain (Loss) 2011 - *continued*

39,637.67

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

128111
05-01-11

(D) - Asset disposed

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

The Barnes Foundation
EIN : 06-6037160

BF 2011 GRANTS MADE AS OF DECEMBER 31, 2011

Boys & Girls Club & Family Center of Bristol \$10,000

Imagine Nation Museum
Bristol, CT

For support of an initiative to provide greater access of diverse educational opportunities to disadvantaged children in Bristol using the museum's resources and programs for children ages 3-11, their parents & teachers,

Bridge Family Center, Inc, \$5,000
West Hartford, CT

For continues support of "Vantastic Voyages", an early literacy program for kindergarteners to visit their community helpers & businesses with behind the scenes tours followed by discussing, writing & illustrating books about their adventures. The books are shared with their classmates and families. This program engages children from two severe-needs elementary schools.

Charter Oak Cultural Center \$8,000
Hartford, CT

For continued support of the Youth Arts Institute, a free after-school program in the visual arts, poetry, theater, dance, and drumming for the neediest children in Hartford.

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

For support of an innovative science program linking non-fiction books and real experiences in the form of field trips in grades K-5. The grant included science kits, books on science, videos, CDs and field trips.

City Slickers \$10,000
Wolcott, CT

For continued support of the hands-on farm management and horseback riding program with an academic component for disadvantaged students from Hartford.

Community Farm of Simsbury \$20,000
Simsbury, CT

For support of a new summer program to bring 20 inner-city Hartford elementary students to the Farm for a 3 week program for hands-on, farm-based learning that enhances current classroom curriculum.

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CT Science Center, Inc. Hartford, CT	\$10,000
For support of a professional development summer institute for teachers from East Hartford. The program will address a real need in the schools for better science instruction and science competency among teachers of elementary grades.	
ConnectiKids, Inc. Hartford, CT	\$10,000
For continued support of the after-school, summer, tutoring and enrichment programs for young students in inner-city Hartford.	
Consolidated Schools of New Britain New Britain, CT	\$7,500
For continued support of the Storytelling Program in all 10 elementary schools with diverse at-risk school populations.	
The Discovery Center – Farmington Farmington, CT	\$10,000
For continued support of the educational programs focusing on respect for diversity and academic skills in math, science & language arts with their partner urban/suburban school class in an outdoor residential camp setting.	
Environmental Learning Centers of CT, Inc. Bristol, CT	\$55,000
For support of the Endowment Fund for the Indian Rock Nature Preserve in Bristol, CT.	
Environmental Learning Centers of CT, Inc. Bristol, CT	\$10,000
For support and dedication of the new Fuller F. Barnes Education Center at the Indian Rock Nature Preserve.	
Hartford Symphony Orchestra Hartford, CT	\$5,000
For continued support of the Symphony in Schools Program and Discovery Concerts for inner-city and under-served schools.	
Haynes Elementary School – East Lyme Public Schools, Niantic, CT Niantic, CT	\$8,000
For continued support of the in-school Arts Enrichment Program.	

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Hopkins School – Breakthrough New Haven \$8,000
New Haven, CT

For continued support of Breakthrough – New Haven: an after-school year-round program, summer program, and a high school placement program for talented disadvantaged middle school students from New Haven.

For professional development and stipends for the instructional staff teaching in the Summer Program and stipends for the teacher interns.

Jackter Intermediate School \$8,000
Colchester, CT

For continued support for the arts enrichment program integrating the arts across the 5th grade curriculum led by Master Teaching Artist, Carol Glynn.

Lake Champlain Maritime Museum \$9,600
Vergennes, VT

For curriculum development to teach students in 4-12 grades about the War of 1812 and to make it available on-line at no cost to schools or educators.

Leadership, Education & and Athletics in Partnership, Inc (LEAP) \$8,000
New Haven, CT

For continued support of the Adventure Leadership Training Initiative using the ropes challenge course to engage the children, youth counselors, and program staff in the summer program.

Mark Twain House & Museum \$8,000
Hartford, CT

For continued support of the educational programs for teachers & students based on the life and times of Mark Twain. Also for free visit programs and other special programs for Hartford School students.

Neighborhood Music School \$5,000
New Haven, CT

For continued support of the present “Instrumental Impact” program and to increase instrumental music education for disadvantaged budding musicians in grades 5-8 from New Haven partner schools.

Neighborhood Studios of Fairfield County (MACH) \$8,000
Bridgeport, CT

For continued support of the MACH/Ailey Summer Dance Camp 2011 for disadvantaged children in Bridgeport.

Barres Fdn.
EIN: 06-6037160

New Haven Ecology Project \$10,000
New Haven, CT

For support of the "Kids Unplugged" Program: An after-school program for disadvantaged children ages 6-12 to have first hand experiences with the natural world and learn habits for healthy living. Program held at Common Ground High School for Environmental Studies on a 20 acre site that includes a farm and a forested state park as its natural environment. High School students help with the program.

New London Public Schools \$7,500
New London, CT

For continued support of the Storytelling program in the elementary schools and in after-school programs. This year they are focusing on writing and will use this program to help students create and write their own stories.

Schooner, Inc. \$12,500
New Haven, CT

For renewed support of Schooner's K-12 school programs and the summer SEA Camp program for disadvantaged children from New Haven. Grant also provides for staff to work with school, other organizations, and the community to increase the number of participants from these economically depressed areas.

Solar Youth, Inc. \$10,000
New Haven, CT

For support of the expansion of the Citycology program in which urban youth teach children in their own communities about ecology and the environment. Program runs 3 seasons and includes experiential, reading, out-of-neighborhood , and community service activities. The program serves disadvantaged youth ages 4-18. Named Organization of the year in 2011 by COEEA.

University of Hartford – Educational Main Street \$12,500
West Hartford, CT

For continued support of the in-school tutoring program in 9 inner city Hartford & Bloomfield schools. Tutors are current UH students and many are seeking teaching degrees. This program has benefited thousands of disadvantaged children and provided teaching experience for many UH students.

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

For continued support of the WALKS Scholars program that provides scholarship support for disadvantaged students from Greater Hartford to attend one of the WALKS private schools.

Total \$ 305,600

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return

THE BARNES FOUNDATION INC.
C/O SALLY A. O'CONNOR, EXEC. DIRECTORBusiness or activity to which this form relates
FORM 990-PF PAGE 1Identifying number
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 2010 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 2012. 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 2011	17 73.
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	<input type="checkbox"/>

Section B - Assets Placed in Service During 2011 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	
i Nonresidential real property	/		27.5 yrs	MM	S/L	
	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 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.	22
Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	73.
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

116251
11-21-11 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2011)

THE BARNES FOUNDATION INC.

Form 4562 (2011)

C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

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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
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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.

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No										
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												
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.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		Yes	No
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 2011 tax year						
43 Amortization of costs that began before your 2011 tax year					43	
44 Total. Add amounts in column (f). See the instructions for where to report					44	