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

OMB No 1545-0052

2011

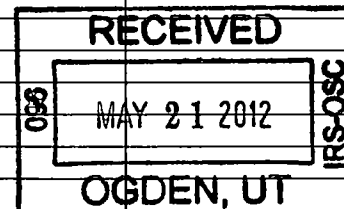
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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		A Employer identification number 06-6037160
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 288	Room/suite	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 <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,235,632.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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.			67,508.		
7 Capital gain net income (from Part IV, line 2)					
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.	0.		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	



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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		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.	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.		
23	Total liabilities (add lines 17 through 22)		0.	2,443.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		8,232,159.	8,233,189.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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		8,232,159.	8,233,189.		
31	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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,323.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	5,323.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,323.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,880.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	2,880.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	2,443.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► 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			
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 ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?

☐ 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

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?

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

6b

X

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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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	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:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	384,777.
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	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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	384,777.

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.

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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				
a Enter amount for 2010 only			372,170.	
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.				
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 **10**

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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 13

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 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	(c) Exclu- sion code	(d) 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.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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
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
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
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
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
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
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.

BRENNA K. FLYNN	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
HEATHER B. ADAMS	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
PATRICIA HAMON	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
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.)
1a	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

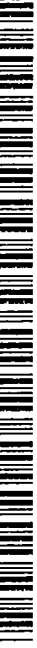
E N D S U M M A R Y

The Barnes Foundation EIN: 06-6037160

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



2011 Year End Summary

Ref: 00000212 00045748

THE BARNES FOUNDATION EIN: 06-0037160
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 Income Capital Gain/(Loss)
125000040	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
125000050	100,000	JP MORGAN CHASE & CO SR NOTES BOOK/ENTRY DD 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
125000060	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
125000070	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
125000080	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
125000090	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	(893.84) 1,275.40	0.00 1,275.40
125000100	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
125000110	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

2 0 1 1 Y E A R E N D S U M M A R Y



MorganStanley SmithBarney

Ref: 00000212 00045756

2011 Year End Summary

THE BARNES FOUNDATION EIN: 06-6037160
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
125000020	8	ASTELLAS PHARMA INC-JPY	06/04/10	01/28/11	\$ 303.91	\$ 256.62		\$ 47.29
	58	SBX = H1	06/07/10		2,203.38	1,872.33		331.05
	76	SBX CONNECTIVITY BUSINESS	06/11/10		2,887.18	2,449.31		437.87
	9	MorganStanley SmithBarney LLC	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
125000080	222	CARREFOUR SA UNSPON ADR	01/25/11	01/28/11	2,037.93	2,041.20	(3.27)	
		SBX = H1						
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000100	27	ENI SPA SPONSORED ADR	08/24/10	01/28/11	1,276.05	1,059.94		216.11
	17	SBX = H1	08/25/10		803.44	659.88		143.56
	19	SBX CONNECTIVITY BUSINESS	09/22/10		897.96	805.29		92.67
	24	MorganStanley SmithBarney LLC	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
125000120	99	FRANCE TELECOM SA SPON ADR	06/04/10	01/28/11	2,137.37	1,850.59		286.78
	163	SBX = H1	06/17/10		3,519.10	3,116.95		402.15
	58	SBX CONNECTIVITY BUSINESS	07/09/10		1,252.20	1,100.14		152.06
	35	MorganStanley SmithBarney LLC	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)	
125000150	67	IBERDROLA	03/11/10	01/28/11	2,240.44	2,296.62	(56.18)	
	28	ADR	03/12/10		936.30	970.08	(33.78)	
	9	SBX = H1	12/02/10		300.95	264.15		36.80
		SBX CONNECTIVITY BUSINESS						
125000160	36	ING GROEP NV SPONS ADR	06/03/10	01/28/11	403.55	285.63		117.92
	312	SBX = H1	06/04/10		3,497.46	2,363.74		1,133.72
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						



2 0 1 1 Y E A R E N D S U M M A R Y

2011 Year End Summary

THE BARNES FOUNDATION EIN: 06-6037160
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
125000180	33	KONINKLIJKE AHOLD NV ADR (NEW)	11/03/10	01/28/11	\$ 440.87	\$ 459.91	(\$ 19.04)	
	107	SBX = H1	11/04/10		1,429.49	1,498.49	(69.00)	
	60	SBX CONNECTIVITY BUSINESS	11/12/10		801.58	806.27	(4.69)	
	44		11/15/10		587.83	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 SBX = H1	06/04/10	01/28/11	350.83	339.68		11.15
125000250	2	ROYAL DUTCH SHELL PLC ADR CL A SBX = H1	11/05/10	01/28/11	139.81	128.68		11.13
125000260	73	SANOFI-AVENTIS SPONS ADR SBX = H1	04/16/10	01/28/11	2,439.61	2,683.20	(243.59)	
	91		04/29/10		3,041.16	3,086.81	(45.65)	
	84	SBX CONNECTIVITY BUSINESS	06/29/10		2,807.22	2,498.23		308.99
	17		08/02/10		568.13	508.74		59.39
	47		08/03/10		1,570.71	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
125000340	156	TELEFONICA S.A. SPON ADR SBX = H1	05/18/10	01/28/11	3,864.04	2,986.83		877.21
125000350	192	TELSTRA LTD SPONS ADR SBX = H1	03/11/10	01/28/11	2,668.74	2,728.67	(59.93)	
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	11/01/10		607.99	664.83	(56.84)	
	19		11/12/10		360.99	388.53	(27.54)	
	19	MorganStanley SmithBarney LLC	11/15/10		360.99	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: 06-6037160
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	05/10/10	01/28/11	246.55	227.22		19.33
		SBX CONNECTIVITY BUSINESS						
125000420	36	VINCI S.A. ADR	02/09/10	01/28/11	514.79	468.07		46.72
	79	SBX=H1	02/19/10		1,129.68	1,033.25		96.43
	155	SBX CONNECTIVITY BUSINESS	02/22/10		2,216.46	2,041.47		174.99
	15	MorganStanley SmithBarney LLC	09/23/10		214.50	182.46		32.04
	131		09/23/10		1,873.25	1,579.83		293.42
Total					\$ 77,107.60	\$ 71,880.98	(\$ 1,179.75)	\$ 6,406.37

5,226.62

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	06/23/05	01/28/11	\$ 5,235.20	\$ 4,203.91		\$ 1,031.29
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC						
125000030	98	BG GROUP PLC SPON ADR SBX=H1	06/23/05	01/28/11	10,350.56	4,118.94		6,231.62
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC						
125000040	91	BP PLC SPONS ADR	06/23/05	01/28/11	4,200.48	5,841.29	(1,640.81)	
	48	SBX=H1	03/12/07		2,215.64	2,932.29	(716.65)	
	26	SBX CONNECTIVITY BUSINESS	03/13/07		1,200.14	1,584.04	(383.90)	
	7	MorganStanley SmithBarney LLC	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

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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
125000050	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
125000060	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
125000070	184 114	CANON INC ADR SBX=H1 SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	06/23/05 08/09/05	01/28/11	8,962.47 5,552.83	6,754.84 3,774.63		2,207.63 1,778.20
125000080	88 293 153 31 32 135	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 2,689.69 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
125000090	11 256 15 299 80 182	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 2,398.71	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)	
125000110	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
125000130	168 86 5 9 5 5 11 20 9 9 63	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)	



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MorganStanley SmithBarney

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2011 Year End Summary

THE BARNES FOUNDATION EIN: 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
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	10/23/08	01/28/11	668.79	557.32		111.47
	86	ADR	02/02/09		2,875.78	2,625.31		250.47
	50	SBX=H1	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	06/23/05	01/28/11	2,241.95	4,727.17	(2,485.22)	
	28	SBX=H1	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	05/22/06	01/28/11	886.03	861.32		24.71
	100	SPONS ADR	05/23/06		2,684.95	2,640.05		44.90
	110	SBX=H1	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	06/23/05	01/28/11	570.09	723.19	(153.10)	
	73	GBP SPONS ADR NEW	10/31/05		3,201.28	3,365.30	(164.02)	
	10	SBX=H1	11/02/05		438.53	460.49	(21.96)	
125000200	14	NIPPON TEL & TEL SPON ADR	06/23/05	01/12/11	312.50	304.87		7.63
	66	MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/01/06		1,473.21	1,441.66		31.55
125000210	42	NIPPON TEL & TEL SPON ADR	03/01/06	01/21/11	947.06	917.42		29.64
	78	MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/03/06		1,758.84	1,746.34		12.50
125000220	11	NOVARTIS AG ADR	06/06/07	01/28/11	614.34	617.96	(3.62)	
	30	SBX=H1	06/07/07		1,675.47	1,670.23		5.24
	77	SBX CONNECTIVITY BUSINESS	06/19/07		4,300.37	4,280.25		20.12
	83	MorganStanley SmithBarney LLC	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

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MorganStanley SmithBarney

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2011 Year End Summary

THE BARNES FOUNDATION EIN: 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
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	06/23/05	01/28/11	3,683.69	4,710.62	(1,026.93)	
	88.2211	SBX=H1	01/30/06		2,804.47	2,854.72	(574.25)	
	62.2736	SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC	01/31/06		1,609.74	2,034.00	(424.26)	
125000250	145	ROYAL DUTCH SHELL PLC ADR	06/23/05	01/28/11	10,135.59	9,165.45		970.14
	24	CL A	08/13/07		1,677.61	1,791.93	(114.32)	
	24	SBX=H1	08/13/07		1,677.61	1,782.30	(104.69)	
		SBX CONNECTIVITY BUSINESS						
125000270	29	SEVEN & I HLDGS CO LTD-JPY	04/28/09	01/28/11	1,510.34	1,288.48		221.86
	13	SBX=H1	09/11/09		677.05	612.83		64.22
	23	SBX CONNECTIVITY BUSINESS	09/14/09		1,197.86	1,083.28		114.58
	25	MorganStanley SmithBarney LLC	09/15/09		1,302.02	1,176.90		125.12
	80		01/25/10		4,166.46	3,493.01		673.45
125000280	37	SINGAPORE TELECOMMUNICATIO	08/12/08	01/28/11	899.08	916.46	(17.38)	
	69	SPONSORED ADR NEW	08/14/08		1,676.67	1,704.18	(27.51)	
	75	SBX=H1	08/15/08		1,822.46	1,843.62	(21.16)	
	112	SBX CONNECTIVITY BUSINESS	11/19/08		2,721.55	1,779.67		941.88
	70		11/20/08		1,700.97	1,094.49		606.48
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	06/23/05	01/28/11	3,722.03	5,814.00	(2,091.97)	
	45	SBX=H1	05/07/08		587.69	1,055.34	(467.65)	
	176	SBX CONNECTIVITY BUSINESS	05/08/08		2,298.51	4,024.49	(1,725.98)	
	32	MorganStanley SmithBarney LLC	06/02/09		417.91	336.51		81.40
125000310	78.8126	TAIWAN SEMICONDUCTOR MFG	01/10/08	01/28/11	1,039.52	698.17		341.35
	107.9748	CO LTD ADR	01/11/08		1,424.16	949.36		474.80
	159.4396	SBX=H1	01/15/08		2,102.97	1,400.81		702.16
	104.9475	SBX CONNECTIVITY BUSINESS	05/07/08		1,384.23	1,161.25		222.98
	52.4737		05/08/08		692.11	573.19		118.92
	45.41		05/08/08		598.95	496.06		102.89
	63.574		05/21/08		838.52	700.61		137.91
	19.173		05/23/08		252.89	205.68		47.21
	31.2824		06/09/08		412.61	345.47		67.14



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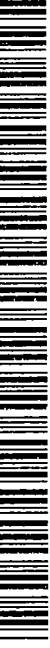
2011 Year End Summary

THE BARNES FOUNDATION EIN: 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		\$ 825.21	\$ 674.27		\$ 150.94
	38,3476		06/11/08		505.79	422.70		83.09
125000320	20	TAKEDA PHARMACEUTICAL CO	07/03/08	01/28/11	477.79	513.20	(35.41)	
	53	SBX = H1	07/07/08		1,266.14	1,313.17	(47.03)	
	71	SBX CONNECTIVITY BUSINESS	07/08/08		1,696.16	1,784.23	(88.07)	
	58	MorganStanley SmithBarney LLC	07/18/08		1,385.59	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		1,958.94	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	06/09/06	01/28/11	470.88	839.54	(368.66)	
	103,6832	LTD SPONSORED ADR	08/03/06		916.54	1,535.14	(618.60)	
	213,0482	SBX = H1	08/04/06		1,883.31	3,043.53	(1,160.22)	
125000340	69	TELEFONICA S.A. SPON ADR	10/24/05	01/28/11	1,709.10	1,143.01		566.09
	384	SBX = H1	01/30/06		9,511.50	5,843.76		3,667.74
		SBX CONNECTIVITY BUSINESS						
		MorganStanley SmithBarney LLC						
125000350	11	TELSTRA LTD SPONS ADR	09/06/05	01/28/11	152.90	185.55	(32.65)	
	76	SBX = H1	10/19/05		1,056.38	1,163.01	(106.63)	
	84	SBX CONNECTIVITY BUSINESS	10/20/05		1,167.58	1,293.11	(125.53)	
	46	MorganStanley SmithBarney LLC	10/21/05		639.39	708.02	(68.63)	
	185		05/11/09		2,571.45	2,266.82		304.63
	61		05/12/09		847.88	737.18		110.70
125000370	131	TOKIO MARINE HLDGS INC	06/23/05	01/28/11	3,898.48	3,490.05		408.43
	5	ADR	01/18/07		148.80	186.48	(37.68)	
	1	SBX = H1	01/19/07		29.76	37.15	(7.39)	
	58	SBX CONNECTIVITY BUSINESS	01/25/07		1,726.05	2,170.46	(444.41)	
	26		01/26/07		773.75	946.53	(172.78)	
	79		03/13/07		2,350.99	2,811.98	(460.99)	
	65		03/14/07		1,934.36	2,250.38	(316.02)	
125000380	72	TOTAL S.A SPONS ADR	06/23/05	01/28/11	4,157.92	4,176.12	(18.20)	
	86	SBX = H1	03/01/06		4,966.40	5,380.47	(414.07)	
	5	SBX CONNECTIVITY BUSINESS	01/16/07		288.74	333.52	(44.78)	
	92	MorganStanley SmithBarney LLC	01/17/07		5,312.90	6,130.03	(817.13)	

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MorganStanley SmithBarney

Ref: 00000212 00045763

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2011 Year End Summary

THE BARNES FOUNDATION EIN: 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
125000390	102	TOYOTA MOTOR CORP ADR NEW SBX = H1	06/23/05	01/28/11	\$ 8,307.64	\$ 7,391.47		\$ 916.17
		SBX CONNECTIVITY BUSINESS MorganStanley SmithBarney LLC						
125000400	1,7997	UNILEVER PLC SPONS ADR NEW	01/26/06	01/28/11	52.23	41.94		10.29
	102,6602	SBX = H1	01/24/06		2,979.14	2,360.84		618.30
	223,1683	SBX CONNECTIVITY BUSINESS	03/03/06		6,476.22	5,220.99		1,255.23
	203,3718	MorganStanley SmithBarney LLC	05/11/06		5,901.73	4,830.22		1,071.51
125000410	66	UNITED OVERSEAS BANK LTD	10/11/06	01/28/11	2,034.08	1,391.82		642.26
	69	SPONS ADR	10/12/06		2,126.54	1,468.80		657.74
	68	SBX = H1	10/17/06		2,095.72	1,452.86		642.86
		SBX CONNECTIVITY BUSINESS						
125000430	64	VODAFONE GROUP PLC SPONS	09/01/09	01/28/11	1,799.90	1,372.46		427.44
	114	ADR NEW	10/16/09		3,206.06	2,507.54		698.52
	30	SBX = H1	10/20/09		843.70	662.39		181.31
	64	SBX CONNECTIVITY BUSINESS	11/12/09		1,799.90	1,446.48		353.42
	10		11/13/09		281.23	228.16		53.07
	66		11/19/09		1,856.14	1,477.85		378.29
125000440	12	ZURICH FINCL SVCS SPON ADR	10/22/09	01/28/11	328.79	296.06		32.73
	79	SBX = H1	10/26/09		2,164.56	1,935.33		229.23
	31	SBX CONNECTIVITY BUSINESS	11/05/09		849.38	698.08		151.30
	122	MorganStanley SmithBarney LLC	11/06/09		3,342.74	2,679.12		663.62
Total					\$ 314,606.03	\$ 310,361.97	(\$ 33,699.65)	\$ 37,943.71

4,244.06

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2011 Year End Summary

Ref: 00002229 00018946

THE BARNES FOUNDATION EIN: 06-6037160
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	07/11/11	\$ 7,134.08	\$ 5,040.58		\$ 2,093.50
	155		10/20/10		7 134.07	4,994.07		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
125000010	280	CARDINAL HEALTH INC	04/14/10	07/11/11	\$ 12,887.37	\$ 9,939.97		\$ 2,947.40
125000020	215	CLOROX COMPANY DE	01/29/09	07/15/11	15,737.37	10,964.79		4,772.58
	35		02/09/09		2,561.90	1,887.20		674.70
125000030	55	CLOROX COMPANY DE	02/09/09	07/20/11	4,132.00	2,965.60		1,166.40
	110		03/06/09		8,264.00	5,103.67		3,160.33
125000040	.1334	KINDER MORGAN MANAGEMENT LLC	03/06/09	02/14/11	8.65	4.12		4.53
	.1192	CASH IN LIEU OF .25268 RECORD 01/31/11 PAY 02/14/11	03/13/09		7.73	4.09		3.64
125000050	.1322	KINDER MORGAN MANAGEMENT LLC	03/06/09	05/13/11	8.34	4.01		4.33
	.1181	CASH IN LIEU OF .25031 RECORD 04/29/11 PAY 05/13/11	03/13/09		7.45	3.99		3.46
125000060	.3081	KINDER MORGAN MANAGEMENT LLC	03/06/09	08/12/11	18.54	9.19		9.35
	.2751	CASH IN LIEU OF .58324 RECORD 08/01/11 PAY 08/12/11	03/13/09		16.56	9.13		7.43
125000070	.3025	KINDER MORGAN MANAGEMENT LLC	03/06/09	11/14/11	20.09	8.86		11.23
	.27	CASH IN LIEU OF .57254 RECORD 10/31/11 PAY 11/14/11	03/13/09		17.93	8.80		9.13
125000080	245	LINEAR TECHNOLOGY CORPORATION	01/29/09	05/20/11	8,425.90	5,897.15		2,528.75
	215	CGMI AND/OR ITS AFFILIATES	02/26/09		7,394.16	4,974.09		2,420.07
	180		04/03/09		6,190.45	4,033.62		2,156.83



2 0 1 1 Y E A R E N D S U M M A R Y

2011 Year End Summary

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

Details of Long Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	70	PHILIP MORRIS INTL INC	02/03/09	05/25/11	\$ 4,847.40	\$ 2,632.70		\$ 2,214.70
125000100	215 60	T ROWE PRICE GROUP INC SBX = H1 SBX CONNECTIVITY BUSINESS CGMI AND/OR ITS AFFILIATES	03/20/09 07/12/10	10/03/11	9,922.46 2,769.06	5,348.98 2,868.00	(98.94)	4,573.48
125000110	585 180	TELEFONICA S.A. SPON ADR SBX = H1 SBX CONNECTIVITY BUSINESS	06/29/09 11/06/09	12/15/11	9,887.48 3,042.30	13,371.68 4,977.00	(3,484.20) (1,934.70)	
125000120	100 10	V F CORP SBX = H1 SBX CONNECTIVITY BUSINESS	03/02/09 03/06/09	10/28/11	13,836.51 1,383.65	5,113.30 470.10		8,723.21 913.55
125000130	545 310	VODAFONE GROUP PLC SPONS ADR NEW CGMI AND/OR ITS AFFILIATES	04/08/09 05/06/09	02/04/11	15,833.85 9,006.41	9,973.06 6,016.79		5,860.79 2,989.62
Total					\$ 136,227.56	\$ 96,589.89	(\$ 5,517.84)	\$ 45,155.51

39,637.67

2 0 1 1 Y E A R E

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	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	HY16		2,580.				2,580.	2,580.		0.	2,580.
4	COMPUTER SCREEN	05/15/06	200DB	5.00	HY17		265.				265.	249.		16.	265.
5	COMPUTER	06/01/06	200DB	5.00	HY17		1,003.				1,003.	946.		57.	1,003.
* TOTAL 990-PF PG 1 DEPR							3,848.				3,848.	3,775.		73.	3,848.

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.

Barnes Fdn.

EIN: 06-6037160

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.

Barnes Fdn.
EIN: 06-6037160

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.

BARNES Fdn.
EIN: 06-6037160

New Haven Ecology Project
New Haven, CT

\$10,000

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
New London, CT

\$7,500

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.
New Haven, CT

\$12,500

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.
New Haven, CT

\$10,000

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
West Hartford, CT

\$12,500

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.
Simsbury, CT

\$20,000

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)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

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

OMB No 1545-0172

2011Attachment
Sequence No **179**

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 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		

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	
	/		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 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. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	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	

THE BARNES FOUNDATION INC.

Form 4562 (2011)

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

06-6037160 Page 2

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.

	(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						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
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
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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**