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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.

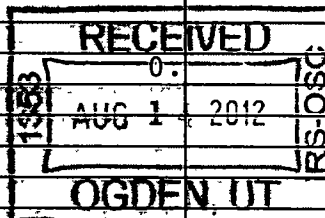
2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BARNES GROUP FOUNDATION INC		A Employer identification number 23-7339727
Number and street (or P.O. box number if mail is not delivered to street address) 123 MAIN STREET	Room/suite	B Telephone number 860-583-7070
City or town, state, and ZIP code BRISTOL, CT 06010		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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 825,206.	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		1,850,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		73.	73.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
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					
12 Total. Add lines 1 through 11		1,850,073.	73.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 2		1.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		12,363.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		12,364.	0.	0.	0.
25 Contributions, gifts, grants paid		1,012,503.			1,012,503.
26 Total expenses and disbursements. Add lines 24 and 25		1,024,867.	0.	0.	1,012,503.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		825,206.			
b Net investment income (if negative, enter -0-)			73.		
c Adjusted net income (if negative, enter -0-)				0.	



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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		825,206.	825,206.	
	2 Savings and temporary cash investments				
	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				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ BGI RECEIVABLE)	4,710.	0.	0.	
	16 Total assets (to be completed by all filers)	4,710.	825,206.	825,206.	
	Liabilities	17 Accounts payable and accrued expenses	4,710.		
		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 ▶)		0.	0.		
23 Total liabilities (add lines 17 through 22)		4,710.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		825,206.		
	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	0.	825,206.		
	31 Total liabilities and net assets/fund balances	4,710.	825,206.		

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	0.
2 Enter amount from Part I, line 27a	2	825,206.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	825,206.
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	825,206.

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	NONE			
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			

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			

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

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

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	1,104,796.	77,004.	14.347255
2009	1,020,437.	360,309.	2.832116
2008	1,019,515.	285,627.	3.569393
2007	1,012,566.	302.	3,352.867550
2006	1,005,839.	978.	1,028.465235

2 Total of line 1, column (d)	2	4,402.081549
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	880.416310
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	408,734.
5 Multiply line 4 by line 3	5	359,856,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1.
7 Add lines 5 and 6	7	359,856,081.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,012,503.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address **N/A**

14 The books are in care of **THOMAS O. BARNES** Telephone no **860-583-7070**
 Located at **123 MAIN STREET, BRISTOL, CT** ZIP+4 **06010**

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? **16** Yes No **X**
 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
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 type="checkbox"/> Yes <input checked="" 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	N/A	1b
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 N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		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)?

5b

X

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 ATTACHED				
	0.00	0.	0.	0.

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

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

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

0

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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	0.
b	Average of monthly cash balances	1b	412,603.
c	Fair market value of all other assets	1c	2,355.
d	Total (add lines 1a, b, and c)	1d	414,958.
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	414,958.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,224.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	408,734.
6	Minimum investment return. Enter 5% of line 5	6	20,437.

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	20,437.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,436.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,436.
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	20,436.

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	1,012,503.
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	1,012,503.
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	1,012,503.

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				20,436.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,005,790.			
b From 2007	1,012,551.			
c From 2008	1,005,236.			
d From 2009	1,020,437.			
e From 2010	1,100,947.			
f Total of lines 3a through e	5,144,961.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,012,503.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				20,436.
e Remaining amount distributed out of corpus	992,067.			
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:	6,137,028.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	1,005,790.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,131,238.			
10 Analysis of line 9:				
a Excess from 2007	1,012,551.			
b Excess from 2008	1,005,236.			
c Excess from 2009	1,020,437.			
d Excess from 2010	1,100,947.			
e Excess from 2011	992,067.			

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)

- 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).)

NONE

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 5

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED			CONTRIBUTIONS GIFTS AND GRANTS	1,012,503.
Total			3a	1,012,503.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.</p> <p> ▶ Thomas W. Bunker 8/7/12 ▶ SECRETARY </p> <p> Signature of officer or trustee Date Title </p>	<p>May the IRS discuss this return with the preparer shown below (see instr. 1)?</p> <p> <input type="checkbox"/> Yes <input type="checkbox"/> No </p>
------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

BARNES GROUP FOUNDATION INC

23-7339727

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

BARNES GROUP FOUNDATION INC**23-7339727****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARNES GROUP INC 123 MAIN STREET BRISTOL, CT 06010	\$ 1,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	EDMUND CARPENTER 11450 DE DIXIES HIGHWAY, SUITE 109 HOBE SOUND, FL 33455	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

BARNES GROUP FOUNDATION INC**23-7339727****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

BARNES GROUP FOUNDATION INC**23-7339727****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST	73.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	73.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ON INVESTMENT INCOME	1.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	238.	0.	0.	0.
SCHOLARSHIP GRANT ADMINISTRATION	12,125.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	12,363.	0.	0.	0.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 4

NAME OF CONTRIBUTOR

ADDRESS

EDMUND CARPENTER

11450 DE DIXIES HIGHWAY, STE 109
HOBE SOUND, FL 33455

FORM 990-PF

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

STATEMENT 5

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CITIZEN SCHOLARSHIP FOUNDATION OF AMERICA INC
1505 RIVERVIEW ROAD,
ST PETER, MN 56082

TELEPHONE NUMBER

603-627-3870

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORMS PROVIDED BY OPERATING DIVISIONS OF BARNES GROUP INC.

ANY SUBMISSION DEADLINES

MARCH 1ST OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2011

#23-7339727

Part XV, Question 2(d)

To be an eligible candidate for the scholarship grant the student applicant must be a child (or an adopted child or stepchild) of either a Barnes Group Inc. active U.S. or Canadian employee who has been employed for at least one year by the due date of the scholarship application, or a child of a retired Barnes Group Inc. employee.

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2011

#23-7339727

Part VIII Officers as Directors

Gregory F. Milzcik*	President	123 Main Street Bristol, CT 06010
Dawn N. Edwards*	Director	123 Main Street Bristol, CT 06010
Claudia S. Toussaint*	Director	123 Main Street. Bristol, CT 06010
Thomas O. Barnes*	Secretary	123 Main Street Bristol, CT 06010
Christopher J. Stephens, Jr.*	Director	123 Main Street Bristol, CT 06010

*Director

BARNES GROUP FOUNDATION, INC.

FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

YEARS ENDED

DECEMBER 31, 2011 and 2010



BARNES GROUP FOUNDATION, INC.
STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
<u>Assets</u>		
Cash	825,206	0
Other Current Assets		
Federal Excise Tax Receivable	0	0
Interest and Other Income Receivable	0	0
Dividends Receivable	0	0
Investments at Market Value	0	0
Receivable BGI	0	4,710
Total Assets	<u>825,206</u>	<u>4,710</u>
 <u>Liabilities and Unrestricted Net Assets</u>		
Liabilities		
Payable	0	4,710
Federal Excise Tax Payable	0	0
Deferred Excise Tax Liabilities	0	0
Total Liabilities	<u>0</u>	<u>4,710</u>
Unrestricted Net Assets		
Net Assets	<u>825,206</u>	<u>0</u>
 Total Liabilities and Net Assets	<u>825,206</u>	<u>4,710</u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF ACTIVITY
FOR THE YEARS ENDED DECEMBER 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
<u>Investment Income</u>		
Interest and Other Income	73	53
Dividends	0	0
Net Loss on Sale of Investments	0	0
Change in Value of Investments	0	0
Total investment income	<u><u>73</u></u>	<u><u>53</u></u>
<u>Expenses</u>		
Trustee Fees	12,125	11,550
Federal Excise and State Fees	1	0
State Fees	0	0
Foreign Withholding Taxes	0	0
Other Expenses	0	0
Printing	238	0
Bank Fees	0	10
Total expenses	<u><u>12,364</u></u>	<u><u>11,560</u></u>
Excess/(Decrease) of Investment Income over Expenses	(12,291)	(11,507)
Contribution, Received	1,850,000	964,710
Contributions, Distributed	<u>(1,012,503)</u>	<u>(1,104,796)</u>
(Decrease)/Increase in Net Assets	825,206	(151,593)
Net Assets - beginning of year	<u>0</u>	<u>151,593</u>
Net Assets - end of year	<u><u>825,206</u></u>	<u><u>0</u></u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Operating Activities		
(Decrease)/Increase in Net Assets	825,206	(151,593)
Adjustments to reconcile (decrease)/increase in net assets to net cash provided by (used in) operating activities:		
Principal account cash reclassified from invest. acct.	0	0
Cash contributions receivable	(4,710)	0
Interest and dividends receivable	0	0
Federal excise tax receivable	0	0
Deferred excise tax receivable	0	0
Distributions payable	4,710	0
Federal excise tax payable	0	(50)
Deferred excise tax payable	0	0
Net realized and unrealized gains on investments	0	0
Cash used in operating activities	<u>825,206</u>	<u>(151,643)</u>
Investing Activities:		
Purchase of investments	0	0
Sale of investments	0	0
Cash provided by investing activities	<u>0</u>	<u>0</u>
Financing Activities:		
Cash provided by financing activities	0	0
Net increase (decrease) in cash and cash equivalents	825,206	(151,643)
Cash and cash equivalents - beginning of year	<u>0</u>	<u>151,643</u>
Cash and cash equivalents - end of year	<u><u>825,206</u></u>	<u><u>0</u></u>

BARNES GROUP FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 and 2010

1. Summary of Significant Accounting Policies

Barnes Group Foundation, Inc. (Foundation), a nonprofit charitable organization exempt from Federal income taxes, was incorporated on November 29, 1973, for the purpose of receiving, administering and distributing funds and other property exclusively for charitable, scientific and educational purposes. The Foundation is a private foundation and is subject to a 1% to 2% Federal excise tax on net investment income.

During 2011, the Foundation operated on contributions provided by Barnes Group Inc. (BGI) and a private donor. In addition, the Foundation operated on income realized from investment of those contributions. In 2011 BGI contributed \$1,100,000 to the Foundation. In 2010 BGI contributed \$964,710 to the Foundation. Mr. Edmund Carpenter, a private donor, contributed \$750,000 in December 2011.

Marketable securities are carried at fair market value. Gain or loss on sale of investments is determined by specific identification.

Income and expenses are recorded on an accrual basis.

2. Investments

Investments at December 31, 2011 and 2010 consist of the following:

	<u>2011</u>		<u>2010</u>	
	<u>Market Value</u>	<u>Cost</u>	<u>Market Value</u>	<u>Cost</u>
Common stock	-0-	-0-	-0-	-0-
Other investments	-0-	-0-	-0-	-0-
Total Investments	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2011

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Health & Welfare			
02/10/2011	9844	National Kidney Foundation of CT	500.00
02/10/2011	9845	Juveniel Diabetes Research Foundation	3,000.00
02/10/2011	9847	Easter Seals Rehabilitation Center	1,000.00
02/10/2011	9852	United Way West Central CT	1,000.00
02/10/2011	9854	St. Vincent DePaul Society	100.00
02/10/2011	9857	North Star Foundation	500.00
02/14/2011	9866	Erie City Mission	400.00
02/14/2011	9867	Smile Train	50.00
02/14/2011	9871	YMCA Of Metropolitan Hartford	150.00
02/14/2011	9872	American Lung Association of MA	50.00
02/14/2011	9873	CT Food Bank	100.00
02/14/2011	9874	Providence House, Inc.	200.00
02/14/2011	9875	World Vision	780.00
02/14/2011	9878	Good Shepherd Hospice	200.00
02/14/2011	9879	Humane Society of the US	200.00
02/14/2011	9880	American Heart Association of Ohio	80.00
02/14/2011	9881	American Cancer Society of MI	100.00
02/14/2011	9883	Salvation Army of Cleveland OH	400.00
02/14/2011	9886	Hopegivers International	4,000.00
02/16/2011	9887	United Way West Central CT	71,970.63
02/21/2011	9888	Avon Products Foundation, Inc.	50.00
02/21/2011	9891	Avon Products Foundation, Inc.	50.00
02/21/2011	9892	Lansing City Rescue Mission	2,000.00
02/21/2011	9894	American Health Assistance Fnd.	200.00
03/03/2011	9898	Indian River Hospital Fnd. Inc.	2,300.00
03/03/2011	9901	Avon Products Foundation, Inc.	100.00
03/03/2011	9903	Avon Products Foundation, Inc.	50.00
03/03/2011	9905	AMVETS National Service Fnd.	200.00
03/03/2011	9906	Smile Train	50.00
03/03/2011	9907	Bristol Hospital Development Foundation	1,000.00
04/01/2011	9909	Wheeler Clinic	900.00
04/01/2011	9910	Bristol Hospital Development Foundation	1,000.00
04/01/2011	9919	St. Francis Hospital Foundation	5,000.00
04/01/2011	9920	CT Children's Medical Center Fnd	4,397.00
04/01/2011	9921	United Way West Central CT	2,500.00
04/06/2011	9923	Mount Sinai Medical Center	200.00
04/06/2011	9924	Avon Products Foundation, Inc.	200.00
04/06/2011	9926	Avon Products Foundation, Inc.	100.00
04/06/2011	9928	Avon Products Foundation, Inc.	1,100.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2011

Schedule 1

04/06/2011	9930	March Of Dimes of NY	50.00
04/06/2011	9931	American Red Cross of MA	50.00
04/06/2011	9936	Avon Products Foundation, Inc.	50.00
04/06/2011	9937	Burlington Volunteer Fire Department	100.00
04/06/2011	9938	Feeding America	200.00
04/06/2011	9940	Salvation Army Hartford Chapter	600.00
04/06/2011	9942	Avon Products Foundation, Inc.	100.00
04/06/2011	9943	American Red Cross National Hdqtrs	200.00
04/06/2011	9944	American Red Cross National Hdqtrs	200.00
04/06/2011	9945	Wolcott Volunteer Ambulance Association	50.00
04/06/2011	9946	American Red Cross of Bridgeport CT	50.00
04/06/2011	9947	American Heart Association of Fl	200.00
04/06/2011	9948	Avon Products Foundation, Inc.	50.00
04/06/2011	9949	FOODSHARE	60.00
04/06/2011	9951	American Diabetes Association of VA	50.00
04/06/2011	9952	Faith Mission	77.90
04/12/2011	9957	Network Against Domestic Abuse	2,500.00
04/12/2011	9959	CT Foundation for Dental Outreach	1,000.00
04/27/2011	9961	Erie City Mission	400.00
04/27/2011	9962	Erie City Mission	400.00
04/27/2011	9963	Crossroads	400.00
04/27/2011	9965	West Side Community House	500.00
04/27/2011	9966	Operation Smile	200.00
04/27/2011	9969	American Heart Association of TX	50.00
04/27/2011	9971	Plymouth Community Food Bank	200.00
04/27/2011	9972	Global Giving Foundation	400.00
04/27/2011	9973	Easter Seals Inc of IL	50.00
04/27/2011	9976	Peninsula Humane Society	50.00
04/27/2011	9977	American Diabetes Association of VA	50.00
04/27/2011	9979	Kidney and Urology Fnd of AM	100.00
04/27/2011	9981	CT Humane Society	200.00
04/27/2011	9983	Avon Products Foundation, Inc.	100.00
04/27/2011	9985	American Heart Association of TX	60.00
04/27/2011	9986	NAMI of Phoenix	120.00
04/27/2011	9987	American Cancer society of MA	500.00
04/27/2011	9988	St. Jude's Children's Research Hospital	50.00
04/27/2011	9989	St. Jude's Children's Research Hospital	50.00
04/27/2011	9991	Disablet Am. Veterans Charitable	200.00
04/27/2011	9992	Springfield Rescue Mission	57.60
04/27/2011	9995	National Multiple Sclerosis Society of CT	50.00
05/16/2011	10000	St. Baldrick's Foundation	50.00
05/16/2011	10001	PJS from Grandma	240.00
05/16/2011	10004	Make A Wish Foundation of MI	120.00
05/16/2011	10005	American Heart Association of KS	50.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2011

Schedule 1

05/16/2011	10006	Organization for Autism Research	1,300.00
05/16/2011	10007	Soles 4 Souls	100.00
05/16/2011	10008	Bideawee	250.00
05/16/2011	10009	North Shore Animal League America	200.00
05/16/2011	10010	American Cancer Society of FL	300.00
05/16/2011	10011	American Cancer Society of KY	90.00
05/16/2011	10012	International Myeloma Foundation	300.00
05/16/2011	10013	St. Jude's Children's Research Hospital	400.00
06/08/2011	10022	American Red Cross National Hdqtrs	1,450.00
06/08/2011	10023	Hunger Network of Greater Cleveland	9,170.00
06/09/2011	10024	American Heart Association of NY	50.00
06/09/2011	10026	American Heart Association of NY	50.00
06/09/2011	10027	Erie City Mission	400.00
06/09/2011	10028	Erie City Mission	400.00
06/09/2011	10029	Susan G. Komen Foundation of IL	1,600.00
06/09/2011	10032	American Heart Association of NY	60.00
06/09/2011	10033	American Heart Association of NY	60.00
06/09/2011	10034	St. Jude's Children's Research Hospital	50.00
06/09/2011	10038	March of Dimes of WI	200.00
06/09/2011	10039	Cystic Fibrosis Foundation	2,000.00
06/09/2011	10040	Upper Room Ministries	200.00
06/09/2011	10041	Catholic Relief Services	200.00
06/09/2011	10043	American Heart Association of KS	50.00
06/09/2011	10044	American Heart Association of KS	50.00
06/09/2011	10047	Elk's National Foundation	400.00
06/29/2011	10050	United Way West Central CT	500.00
07/11/2011	10051	Governor's Prevention Partnership	5,000.00
07/11/2011	10053	CT Children's Medical Center Auxiliary	10,000.00
07/11/2011	10055	Bristol Adult Resource Center, Inc.	1,000.00
07/11/2011	10059	Yale Cancer Center - Smilow Campaign	10,000.00
07/11/2011	10060	CT Children's Medical Center Fnd	50,000.00
07/11/2011	10062	Hospital for Special Care	5,000.00
07/19/2011	10069	Special Olympics Connecticut	2,500.00
07/21/2011	10070	Erie City Mission	400.00
07/21/2011	10071	American Diabetes Association of VA	50.00
07/21/2011	10072	American Diabetes Association of VA	50.00
07/21/2011	10073	West Side Community House	1,000.00
07/21/2011	10074	Mercy Connections Inc.	500.00
07/21/2011	10075	American Cancer Society of KY	3,345.00
07/21/2011	10076	American Cancer society of MA	50.00
07/21/2011	10077	Susan G. Komen Foundation	60.00
07/21/2011	10078	Griffin's Friends	50.00
07/21/2011	10079	GMHC	50.00
07/21/2011	10082	Organization for Autism Research	340.00

BARNES GROUP FOUNDATION, INC.
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07/21/2011	10083	Avon Volunteer Fire Department	50.00
07/21/2011	10084	National Multiple Sclerosis Society of CT	50.00
07/21/2011	10087	Alzheimer's Association CT Chapter	50.00
07/21/2011	10088	Alzheimer's Association CT Chapter	300.00
07/21/2011	10089	American Cancer society of MA	200.00
07/21/2011	10090	Avon Volunteer Fire Department	50.00
07/21/2011	10091	CT Food Bank	200.00
07/21/2011	10093	Susan G. Komen Foundation	100.00
07/21/2011	10094	Lamoille Area Cancer Network	100.00
07/21/2011	10095	Susan G. Komen Foundation	50.00
07/21/2011	10096	Alzheimer's Association CT Chapter	50.00
07/21/2011	10097	BayView Community Center	200.00
07/21/2011	10098	Cystic Fibrosis Foundation of MD	1,000.00
07/21/2011	10099	Avon Volunteer Fire Department	50.00
07/21/2011	10100	Cincinnati Freestore Foodbank	200.00
07/21/2011	10101	Susan G. Komen Foundation of IL	240.00
07/21/2011	10102	Salvation Army of Fl	200.00
07/21/2011	10106	American Red Cross National Hdqtrs	6,610.00
07/21/2011	10107	National Multiple Sclerosis Society of UT	1,366.00
07/25/2011	10108	American Cancer Society of KY	11,924.00
08/01/2011	10111	Fr. Cooper's Annual Charity Golf Classic	500.00
08/08/2011	10113	Discovery League Fund	1,000.00
08/25/2011	10116	Fidelco Guide Dog Foundation	3,000.00
09/01/2011	10118	United Way West Central CT	114,645.07
09/28/2011	10120	Erie City Mission	400.00
09/28/2011	10121	Erie City Mission	400.00
09/28/2011	10122	Erie City Mission	400.00
09/28/2011	10123	Susan G. Komen Foundation of IL	400.00
09/28/2011	10124	National Multiple Sclerosis Society of OH	70.00
09/28/2011	10125	Bristol Hospital Development Foundation	2,600.00
09/28/2011	10126	Pan-Mass Challenge	50.00
09/28/2011	10127	National Multiple Sclerosis Society of UT	476.00
09/28/2011	10128	West Side Community House	300.00
09/28/2011	10129	National Multiple Sclerosis Society of OH	500.00
09/28/2011	10130	Kelly Brush Foundation	1,000.00
09/28/2011	10131	Run Vermont	400.00
09/28/2011	10133	Susan G. Komen Foundation of IL	1,300.00
09/28/2011	10134	Susan G. Komen Foundation of IL	1,300.00
09/28/2011	10137	Women's Center Inc.	200.00
09/28/2011	10139	American Cancer Society of Ohio	100.00
09/28/2011	10141	Sloan-Kettering Society Of Memorial	50.00
09/28/2011	10145	Susan G. Komen Foundation of IL	240.00
09/28/2011	10146	Georgia Humane Society	4,000.00
09/28/2011	10147	Gift of Love Services of West GA Inc.	600.00

BARNES GROUP FOUNDATION, INC.
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Schedule 1

09/28/2011	10148	Help International	200.00
09/28/2011	10149	March Of Dimes of NY	50.00
09/28/2011	10150	National Multiple Sclerosis Society of UT	50.00
09/28/2011	10151	American Cancer society of DC	200.00
09/28/2011	10152	Alzheimer's Association of MD	200.00
09/28/2011	10153	American Heart Association of FI	160.00
09/28/2011	10154	Humane Society of the US	200.00
09/28/2011	10158	Golfers Against Cancer	1,000.00
09/28/2011	10159	Carpenters for Christ	500.00
09/28/2011	10160	VFW National Home for Children	200.00
09/28/2011	10162	Avon Volunteer Fire Department	50.00
09/28/2011	10163	Muscular Dystrophy Assoc. of MT	1,350.00
09/28/2011	10164	Susan G. Komen Foundation of TX	1,044.00
09/28/2011	10167	Catholic Relief Services	100.00
09/29/2011	10169	Bristol Hospital Development Foundation	900.00
09/29/2011	10170	Governor's Prevention Partnership	1,000.00
10/04/2011	10172	United Way West Central CT	1,000.00
10/06/2011	10173	American Red Cross National Hdqtrs	3,920.00
10/06/2011	10174	Susan G. Komen Foundation of IL	400.00
10/06/2011	10178	Autism Speaks of CA	50.00
10/06/2011	10179	Catholic Charities of PA	50.00
10/06/2011	10183	Organization for Autism Research	1,000.00
10/06/2011	10184	Hope Center	60.00
10/06/2011	10185	Juvenile Diabetes Research Fnd. of UT	3,710.00
10/06/2011	10186	Am. Fnd. for Suicide Prevention	50.00
10/06/2011	10187	Am. Fnd. for Suicide Prevention	50.00
10/06/2011	10188	Juvenile Diabetes Research Fnd. of UT	4,000.00
10/07/2011	10190	Bristol Hospital Development Foundation	1,500.00
10/10/2011	10192	PGA Tour Charities, Inc.	2,480.00
10/10/2011	10193	Bethany Vol Fire Dept Auxiliary	500.00
10/10/2011	10196	CT Foundation for Dental Outreach	2,000.00
10/10/2011	10197	Bless Ministries International	500.00
10/26/2011	10201	Susan G. Komen Foundation of IL	200.00
10/26/2011	10202	American Institute for Cancer Research	50.00
10/26/2011	10206	Hospice of Dayton	80.00
10/26/2011	10207	United Spinal Association, Inc.	50.00
10/26/2011	10208	Susan G. Komen Foundation of WI	100.00
10/26/2011	10209	Family & Children's Agency, Inc.	100.00
10/26/2011	10210	Alex's Lemonade Stand Foundation	50.00
10/26/2011	10212	Susan G. Komen Foundation of OH	50.00
10/26/2011	10213	American Diabetes Association of VA	200.00
10/26/2011	10214	Bristol Hospital Development Foundation	300.00
10/26/2011	10215	Upper Room Ministries	200.00
11/08/2011	10221	FOODSHARE	500.00

BARNES GROUP FOUNDATION, INC.
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Schedule 1

11/08/2011	10222	Erie City Mission	400.00
11/08/2011	10223	US Catholic Conference - Annual Appeal	342.00
11/08/2011	10224	Evangelical Child & Family Agency	200.00
11/08/2011	10226	American Cancer Society of KY	350.00
11/08/2011	10227	Salvation Army of FI	200.00
11/08/2011	10228	Disablet Am. Veterans Charitable	200.00
11/08/2011	10229	National Multiple Sclerosis of TX	3,000.00
11/08/2011	10230	Susan G. Komen Foundation of OH	100.00
11/08/2011	10231	Juvenile Diabetes Rch Fnd of MI	200.00
11/18/2011	10232	Bristol Preschool Child Care Center, Inc.	500.00
11/22/2011	10233	Hospice of the Western Reserve	200.00
11/22/2011	10237	Nazareth Housing	100.00
11/22/2011	10238	Easter Seals Inc of IL	50.00
11/22/2011	10243	Hospice of the Western Reserve	50.00
11/22/2011	10245	Susan G. Komen Foundation of IL	50.00
11/30/2011	10249	Wheeler Clinic	500.00
12/08/2011	10252	Munson Healthcare Regional Foundation	800.00
12/08/2011	10255	National Federation Blind of CT	100.00
12/08/2011	10256	American Liver Foundation	400.00
12/08/2011	10260	FOODSHARE	720.00
12/08/2011	10261	Good Shepherd Hospice	200.00
12/08/2011	10264	American Diabetes Association of VA	70.00
12/12/2011	10265	CT Association for Human Services	1,000.00
12/31/2011	10270	City Mission	51.00
12/31/2011	10271	Salvation Army of PA	160.00
12/31/2011	10273	Alzheimer's Association CT Chapter	50.00
12/31/2011	10276	Salvation Army of Bristol, CT	2,000.00
12/31/2011	10277	St. Philip House	300.00
12/31/2011	10279	St. Jude's Children's Research Hospital	50.00
12/31/2011	10283	American Cancer Society of WI	200.00
12/31/2011	10284	National Multiple Sclerosis Society of CT	200.00
12/31/2011	10288	St. Jude's Children's Research Hospital	70.00
12/31/2011	10293	Milwaukee Rescue Mission	400.00
12/31/2011	10294	American Red Cross National Hdqtrs	400.00
12/31/2011	10297	Juveniel Diabetes Research Fnd. of OH	50.00
12/31/2011	10298	Goodwill of Western & Northern CT	300.00
12/31/2011	10299	American Heart Association	500.00
12/31/2011	10305	International Myeloma Foundation	288.00
12/31/2011	10306	Adventures in Missions	100.00
12/31/2011	10307	Salvation Army of FI	200.00
12/31/2011	10308	West Sebring Vol Fire Dept.	200.00
12/31/2011	10309	Bristol Hospital Development Foundation	50.00
12/31/2011	10313	BayView Community Center	100.00
12/31/2011	10319	Alzheimer's Association CT Chapter	200.00

**BARNES GROUP FOUNDATION, INC.
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Schedule I

12/31/2011	10321	Not For Sale Fund	616.00
12/31/2011	10322	Bristol Hospital Development Foundation	50.00
12/31/2011	10323	West Side Community House	1,000.00
12/31/2011	10324	St. Jude's Children's Research Hospital	200.00
12/31/2011	10325	Shriners Hospital for Children	200.00
12/31/2011	10328	Leukemia & Lymphoma Society of MA	50.00
12/31/2011	10330	St. Jude's Children's Research Hospital	50.00
12/31/2011	10331	Angels Haven Horse Rescue	200.00
12/31/2011	10332	American Heart Association of TX	1,000.00
12/31/2011	10333	Arthritis Fnd. Northeastern OH Chapter	200.00
12/31/2011	10334	Humane Society of the US	200.00
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			432,280.20
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			432,280.20
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<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Education			
02/10/2011	9843	Jr. Achievement Of Southwest New England	6,000.00
02/10/2011	9850	United Negro College Fund	2,500.00
02/10/2011	9858	Bristol Eastern High School	300.00
02/10/2011	9859	Bristol Central High School	300.00
02/10/2011	9860	St. Paul's Catholic High School	300.00
02/10/2011	9861	Jr. Achievement Of Southwest New England	3,000.00
02/14/2011	9865	Bristol School/Business Partnership	250.00
02/14/2011	9868	Youthline	1,500.00
02/14/2011	9869	University of Vermont	1,000.00
02/14/2011	9870	Bradley University	100.00
02/14/2011	9876	St. Paul's Catholic High School	200.00
02/14/2011	9877	Kellogg School of Management	200.00
02/14/2011	9884	Case Western Reserve University	600.00
02/14/2011	9885	Big Green Scholarship Foundation	1,000.00
02/21/2011	9889	St. Charles Borromeo Parish School	50.00
02/21/2011	9890	Kenrick-Glennon Seminary	500.00
02/21/2011	9895	Big Green Scholarship Foundation	400.00
02/24/2011	9896	CT Science Fair Association, Inc.	5,000.00
03/03/2011	9897	Bristol School/Business Partnership	550.00
03/03/2011	9899	Dollars for Scholars of Indian River	700.00
03/03/2011	9900	Notre Dame Prep/Marist Academy	500.00
03/03/2011	9902	Pennsylvania State University	100.00
03/03/2011	9904	Covenant Christian School	2,000.00
04/01/2011	9911	Women & Girls' Fund	10,000.00
04/01/2011	9915	Environmental Learning Center of CT	1,500.00
04/06/2011	9925	St. Matthew School	4,000.00
04/06/2011	9927	Westminister School Trustees	1,000.00
04/06/2011	9929	Clemson University	4,000.00
04/06/2011	9932	St. Charles Borromeo Parish School	100.00
04/06/2011	9933	Michigan State University	200.00
04/06/2011	9934	Women & Girls' Fund	200.00
04/06/2011	9935	Trinity College	100.00
04/06/2011	9939	W G B Y Educational Fnd.	100.00
04/06/2011	9941	St. Dominic School	400.00
04/06/2011	9950	Fairfield University	2,000.00
04/06/2011	9953	St. Paul's Catholic High School	200.00
04/06/2011	9954	Boston College	50.00
04/06/2011	9955	Big Green Scholarship Foundation	400.00
04/06/2011	9956	Big Green Scholarship Foundation	400.00

BARNES GROUP FOUNDATION, INC.
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04/12/2011	9958	Bristol Business Education Foundation	1,000.00
04/27/2011	9964	Deerfield Academy	1,000.00
04/27/2011	9967	Purdue University Foundation	1,500.00
04/27/2011	9970	Harvard University	1,000.00
04/27/2011	9974	PM Foundation Inc.	50.00
04/27/2011	9975	St. Charles Borromeo Parish School	50.00
04/27/2011	9982	Covenant Christian School	2,000.00
04/27/2011	9984	University of South Carolina Fnd.	130.00
04/27/2011	9990	Catawba College	600.00
05/16/2011	9999	Renbrook School	500.00
05/16/2011	10002	Am. Assoc. of Univ. Women	600.00
05/16/2011	10003	Trinity College	300.00
05/16/2011	10014	King's College	2,000.00
05/16/2011	10015	E. L. Warren Ministries, Int'l	3,000.00
05/16/2011	10016	St. Rita School for the Deaf	450.00
05/16/2011	10018	Bristol Business Education Foundation	2,500.00
05/16/2011	10019	W A L K S Foundation, Inc.	1,000.00
06/09/2011	10030	St. Patricks of Heatherdowns School	100.00
06/09/2011	10031	Hope Springs Christian Learning Center	3,500.00
06/09/2011	10035	St. Charles Borromeo Parish School	50.00
06/09/2011	10036	Georgia Tech Foundation, Inc.	100.00
06/09/2011	10037	Georgia Tech Foundation, Inc.	900.00
06/09/2011	10042	Michigan State University	100.00
06/09/2011	10045	Michigan State University	340.00
06/09/2011	10046	Kingswood-Oxford School	1,000.00
06/09/2011	10048	Xavier University	450.00
07/11/2011	10052	Main Street Community Foundation	5,000.00
07/11/2011	10056	Main Street Community Foundation	30,000.00
07/11/2011	10057	Environmental Learning Center of CT	10,000.00
07/12/2011	10063	Newmark School - Destination of Promise	7,500.00
07/13/2011	10064	Scholarship America, Inc.	118,250.00
07/19/2011	10065	CT Center for Science & Exploration Inc.	5,000.00
07/19/2011	10066	Ogden-Weber Applied Tech College Fnd.	2,500.00
07/19/2011	10067	Tunxis Community College Foundation	1,500.00
07/19/2011	10068	Bristol School/Business Partnership	400.00
07/21/2011	10080	St. Charles Borromeo Parish School	100.00
07/21/2011	10081	St. Ignatius High School	50.00
07/21/2011	10086	Main Street Community Foundation	50.00
07/21/2011	10103	Baldwin-Wallace College	600.00
07/21/2011	10104	Big Green Scholarship Foundation	200.00
07/21/2011	10105	Big Green Scholarship Foundation	1,000.00
09/19/2011	10119	Urban League of Greater Hartford	4,400.00
09/28/2011	10132	Bardmoor Elementary School	250.00
09/28/2011	10135	St. Charles Borromeo Parish School	50.00

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09/28/2011	10136	St. Charles Borromeo Parish School	50.00
09/28/2011	10138	Georgia Tech Foundation, Inc.	200.00
09/28/2011	10140	Environmental Learning Center of CT	200.00
09/28/2011	10142	Main Street Community Foundation	200.00
09/28/2011	10143	Main Street Community Foundation	100.00
09/28/2011	10144	University of Connecticut Foundation	100.00
09/28/2011	10155	University Of Notre Dame	50.00
09/28/2011	10156	Community House Middle School	100.00
09/28/2011	10161	Pennsylvania State University	200.00
09/28/2011	10165	St. Columbkille School	400.00
09/28/2011	10166	DePaul Cristokey High School	250.00
09/29/2011	10171	Tunxis Community College Foundation	2,500.00
10/06/2011	10175	Agusta State Univ. Fnd., Inc.	600.00
10/06/2011	10176	Perrsburg HS Athletic Boosters	300.00
10/06/2011	10177	Islamic Center Am/Muslim Am Youth Acdmy	4,000.00
10/06/2011	10180	PM Foundation Inc.	50.00
10/06/2011	10181	St. Charles Borromeo Parish School	50.00
10/06/2011	10182	St. Joseph School	50.00
10/10/2011	10195	Covenant Christian School	1,000.00
10/10/2011	10198	Milwwaukee Christian Center	500.00
10/12/2011	10199	Nature Conservancy - CT Chapter	1,000.00
10/26/2011	10204	St. Charles Borromeo Parish School	50.00
10/26/2011	10205	St. Ignatius High School	50.00
10/26/2011	10211	Piux XI High School	50.00
10/26/2011	10216	Wesley Woods Christain Educational Cente	500.00
10/26/2011	10217	Jonas Salk Elementary School	200.00
10/26/2011	10218	Riverside University High School	200.00
11/08/2011	10219	Scholarship America, Inc.	118,250.00
11/08/2011	10225	University of Vermont	200.00
11/22/2011	10234	Bramson ORT Technical Institute	2,000.00
11/22/2011	10235	St. Charles Borromeo Parish School	100.00
11/22/2011	10236	Hovnanian School Inc.	50.00
11/22/2011	10239	New Manachester Elem. School	150.00
11/22/2011	10240	St. Norbert College	200.00
11/22/2011	10241	University of South Carolina Fnd.	110.00
11/22/2011	10242	Wisconsin Public Radio Assoc.	240.00
11/22/2011	10244	Michigan State University	120.00
11/22/2011	10246	Catholic Inner-City Schools Edu Fnd.	150.00
11/22/2011	10247	Riverside University High School	200.00
12/07/2011	10251	Utah State University	1,000.00
12/08/2011	10253	Notre Dame High School	150.00
12/08/2011	10257	Bishop Garrigan High School	2,000.00
12/08/2011	10258	Kossuth County Child Resource Edu. Team	2,000.00
12/08/2011	10259	Cardinal Stritch Catholic High School	100.00

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12/08/2011	10263	Ferris State University	100.00
12/14/2011	10266	Edgewood School	2,000.00
12/14/2011	10267	Bristol School/Business Partnership	3,480.00
12/30/2011	10268	Main Street Community Foundation	0.00
12/30/2011	10269	Main Street Community Foundation	2,000.00
12/31/2011	10272	Columbia Law School	2,000.00
12/31/2011	10274	Wright State University Fnd.	400.00
12/31/2011	10275	St. Thomas the Apostle School	800.00
12/31/2011	10278	Rockford Christian Education Association	200.00
12/31/2011	10280	St. Charles Borromeo Parish School	50.00
12/31/2011	10281	Grand Valley State University	500.00
12/31/2011	10282	Notre Dame Prep/Marist Academy	500.00
12/31/2011	10286	New Manchester Elem. School	700.00
12/31/2011	10287	Grace Youth and Family Foundation	4,000.00
12/31/2011	10290	Simsbury Land Trust	50.00
12/31/2011	10291	Charles Street AME Church	4,000.00
12/31/2011	10292	California Lutheran University	50.00
12/31/2011	10295	Nature Conservancy of MN	400.00
12/31/2011	10300	Urban League of Greater Hartford	200.00
12/31/2011	10301	Villanova University	200.00
12/31/2011	10303	Northwestern University	200.00
12/31/2011	10304	Thomas More College	200.00
12/31/2011	10310	University Of Notre Dame	400.00
12/31/2011	10311	Georgetown University	500.00
12/31/2011	10312	Georgetown University	200.00
12/31/2011	10314	Clymer Central School	210.00
12/31/2011	10316	John Carroll University	2,000.00
12/31/2011	10317	Rochester Institute Of Technology	1,000.00
12/31/2011	10318	Friends of the Public Library of OH	150.00
12/31/2011	10326	Michigan State University	300.00
12/31/2011	10327	St. Francis de Sales High School	2,000.00
12/31/2011	10329	Pennsylvania State University	100.00
12/31/2011	10336	University Of Missouri Curators	200.00
			<u>431,830.00</u>
	9758	Junior Achievement of NY	<u>(300.00)</u>
			<u>431,530.00</u>

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Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Cultural & Arts			
02/08/2011	9841	Greater Hartford Arts Center	375.00
02/10/2011	9842	Nutmeg Symphony Orchestra, Inc.	2,500.00
02/10/2011	9846	City Of Bristol Parks And Recreation	500.00
02/10/2011	9848	Children's Museum	1,500.00
02/10/2011	9849	New Britain Museum of American Art	2,500.00
02/10/2011	9851	Hartford Symphony Orchestra	1,000.00
02/10/2011	9862	New England Air Museum	1,000.00
02/10/2011	9864	Hill-Stead Museum	1,000.00
02/14/2011	9882	WVIZ/PBS Public TV	300.00
02/21/2011	9893	CT Public Broadcasting	250.00
04/01/2011	9912	Bushnell	10,000.00
04/01/2011	9917	CT Historical Society	1,000.00
04/14/2011	9960	CT Public Broadcasting	10,000.00
04/27/2011	9968	CT Public Broadcasting	200.00
04/27/2011	9978	CT Public Broadcasting	100.00
04/27/2011	9980	CT Public Broadcasting	300.00
04/27/2011	9993	Colonial Williamsburg Foundation	100.00
04/27/2011	9994	CT Public Broadcasting	100.00
04/27/2011	9996	CT Public Broadcasting	250.00
04/28/2011	9997	Greater Hartford Arts Center	8,226.00
05/16/2011	9998	Bushnell	2,000.00
05/16/2011	10017	Wadsworth Atheneum	1,000.00
05/16/2011	10020	CT Forum, Inc.	6,500.00
05/19/2011	10021	Amistad Center for Art & Culture	5,000.00
06/09/2011	10025	Vero Beach Museum of Art	1,000.00
07/11/2011	10054	Greater Hartford Arts Center	12,000.00
07/21/2011	10085	Public Broadcasting Of NW PA, Inc.	100.00
07/21/2011	10092	Chieftain's Museum, Inc.	100.00
07/26/2011	10109	Bristol Historical Society	1,000.00
07/28/2011	10110	Greater Hartford Arts Center	12,820.00
08/25/2011	10117	New England Carousel Museum	2,500.00
09/28/2011	10157	Cleveland Zoological Society	250.00
10/06/2011	10189	Cleveland Philharmonic Orchestra	500.00
10/07/2011	10191	CT Public Broadcasting	10,000.00
10/26/2011	10203	Springfield Symphony Orchestra	200.00
11/08/2011	10220	American Clock and Watch Museum	1,000.00
12/06/2011	10250	New England Carousel Museum	5,000.00
12/08/2011	10254	New England Air Museum	500.00
12/08/2011	10262	Cleveland Zoological Society	600.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2011

Schedule 1

12/31/2011	10285	Theater Works	100.00
12/31/2011	10289	Eatonton-Putnam Arts Foundation	2,000.00
12/31/2011	10296	MPTV Friends, Inc.	150.00
12/31/2011	10302	Bushnell	100.00
12/31/2011	10320	Greater Hartford Arts Center	2,070.00
12/31/2011	10335	Zoological Society of Milwaukee	332.00
			<hr/>
			108,023.00
			<hr/>
			108,023.00
			<hr/>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2011

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Civic & Youth			
02/10/2011	9855	Christian Fellowship Center	400.00
02/10/2011	9856	CT Valley Girls Scouts Council	2,500.00
04/01/2011	9908	Bristol Boys & Girls Club	520.00
06/29/2011	10049	Bristol Sports Hall Of Fame And Museum	500.00
07/11/2011	10058	YMCA Of Greater Hartford	5,000.00
07/11/2011	10061	Boys And Girls Club	12,500.00
08/11/2011	10115	Fiondella Charity Golf Tournament	500.00
09/28/2011	10168	Bristol Boys & Girls Club	500.00
10/10/2011	10194	Agawam Little League	500.00
10/25/2011	10200	CT Rivers Council, BSA	4,250.00
			<u>27,170.00</u>
			<u>27,170.00</u>

**BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2011**

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
		Other Areas	
02/10/2011	9853	Veterans of Foreign Wars of the US	250.00
04/01/2011	9913	CT Women's Hall Of Fame	1,000.00
04/01/2011	9916	Riverfront Recapture, Inc.	250.00
04/01/2011	9918	National Conference For Comm. & Justice	5,000.00
04/01/2011	9922	Bristol Chrysanthemum Festival, Inc.	2,000.00
08/09/2011	10114	Bristol Rotary Club	5,000.00
			<u>13,500.00</u>
			<u>13,500.00</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions BARNES GROUP FOUNDATION INC	Employer identification number (EIN) or <input checked="" type="checkbox"/> 23-7339727
	Number, street, and room or suite no. If a P.O. box, see instructions. 123 MAIN STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRISTOL, CT 06010	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THOMAS O. BARNES

- The books are in the care of ► **123 MAIN STREET - BRISTOL, CT 06010**
Telephone No. ► **860-583-7070** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **►**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or <input type="checkbox"/>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ ☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until _____, 20____.
- For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Thomas D. Berman

Title ☐

Secretary

Date ☐

5/10/12