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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|   |   |  |
|---|---|--|
| Name of foundation<br><b>THE BARNES FOUNDATION INC.</b>   |   | A Employer identification number<br><b>06-6037160</b>  |
| C/O SALLY A. O'CONNOR, EXEC. DIRECTOR   |   | B Telephone number<br><b>(860) 653-0462</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P.O. BOX 288</b>  | Room/suite  | C If exemption application is pending, check here <input type="checkbox"/>   |
| City or town, state, and ZIP code<br><b>EAST HARTLAND, CT 06027-0288</b>  |   | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change  | <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><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"/>   |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ / 8,333,473.</b> (Part I, column (d) must be on cash basis)   |   |  |

| Part I Analysis of Revenue and Expenses<br>(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   |  | 233,196.                           | 233,196.                  |                         | STATEMENT 1   |
| 5a Gross rents   |  |                                    |                           |                         |   |
| b Net rental income or (loss)  |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10   |  | 814,702.                           |                           |                         |   |
| b Gross sales price for all assets on line 6a  |  | 2,028,974.                         |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)   |  |                                    | 814,702.                  |                         |   |
| 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   |  | 1,047,898.                         | 1,047,898.                |                         |   |
| 13 Compensation of officers, directors, trustees, etc  |  | 50,000.                            | 0.                        |                         | 50,000.   |
| 14 Other employee salaries and wages   |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits  |  | 5,845.                             | 0.                        |                         | 5,845.  |
| 16a Legal fees   |  |                                    |                           |                         |   |
| b Accounting fees STMT 2   |  | 6,600.                             | 0.                        |                         | 6,600.  |
| c Other professional fees STMT 3   |  | 35,039.                            | 35,039.                   |                         | 0.  |
| 17 Interest  |  |                                    |                           |                         |   |
| 18 Taxes STMT 4  |  | 26,509.                            | 2,164.                    |                         | 4,131.  |
| 19 Depreciation and depletion  |  | 122.                               | 0.                        |                         |   |
| 20 Occupancy   |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings   |  | 7,396.                             | 0.                        |                         | 7,396.  |
| 22 Printing and publications   |  |                                    |                           |                         |   |
| 23 Other expenses STMT 5   |  | 7,149.                             | 0.                        |                         | 7,149.  |
| 24 Total operating and administrative expenses. Add lines 13 through 23  |  | 138,660.                           | 37,203.                   |                         | 81,121.   |
| 25 Contributions, gifts, grants paid   |  | 320,000.                           |                           |                         | 320,000.  |
| 26 Total expenses and disbursements. Add lines 24 and 25   |  | 458,660.                           | 37,203.                   |                         | 401,121.  |
| 27 Subtract line 26 from line 12:  |  |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements  |  | 589,238.                           |                           |                         |   |
| b Net investment income (if negative, enter -0-)   |  |                                    | 1,010,695.                |                         |   |
| c Adjusted net income (if negative, enter -0-)   |  |                                    |                           | N/A                     |   |

## THE BARNES FOUNDATION INC.

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

06-6037160

**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 |
| <b>Assets</b>   | 1 Cash - non-interest-bearing  |                   |                |                       |
|   | 2 Savings and temporary cash investments   | 34,411.           | 52,245.        | 52,245.               |
|   | 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 6   | 3,744,745.        | 3,130,290.     | 3,130,290.            |
|   | c Investments - corporate bonds STMT 7   | 2,030,081.        | 1,850,882.     | 1,850,882.            |
| 11 Investments - land, buildings, and equipment basis ▶ |  |                   |                |                       |
| Less: accumulated depreciation ▶                        |  |                   |                |                       |
| 12 Investments - mortgage loans                         |  |                   |                |                       |
| 13 Investments - other STMT 8                           | 2,422,309.   | 3,294,403.        | 3,294,403.     |                       |
| 14 Land, buildings, and equipment: basis ▶ 4,459.       |  |                   |                |                       |
| Less: accumulated depreciation STMT 9 ▶ 3,970.          | 0.   | 489.              | 489.           |                       |
| 15 Other assets (describe ▶ STATEMENT 10)               | 4,086.   | 5,164.            | 5,164.         |                       |
| 16 Total assets (to be completed by all filers)         | 8,235,632.   | 8,333,473.        | 8,333,473.     |                       |
| <b>Liabilities</b>                                      | 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)   | 2,443.            | 14,854.        |                       |
| 23 Total liabilities (add lines 17 through 22)          | 2,443.   | 14,854.           |                |                       |
| <b>Net Assets or Fund Balances</b>                      | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                   |                |                       |
|   | 24 Unrestricted  | 8,233,189.        | 8,318,619.     |                       |
|   | 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   | 8,233,189.        | 8,318,619.     |                       |
|   | 31 Total liabilities and net assets/fund balances  | 8,235,632.        | 8,333,473.     |                       |

**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 | 8,233,189. |
| 2 Enter amount from Part I, line 27a   | 2 | 589,238.   |
| 3 Other increases not included in line 2 (itemize) ▶   | 3 | 0.         |
| 4 Add lines 1, 2, and 3  | 4 | 8,822,427. |
| 5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS  | 5 | 503,808.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 8,318,619. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a   |  |                                      |                                  |
| b SEE ATTACHED STATEMENT   |  |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a                     |  |   |  |
| b                     |  |   |  |
| c                     |  |   |  |
| d                     |  |   |  |
| e 2,028,974.          |  | 1,214,272.                                      | 814,702.                                     |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (j) F.M.V. as of 12/31/69   | (k) Adjusted basis<br>as of 12/31/69 | (l) Excess of col. (i)<br>over col. (j), if any |   |
| a   |                                      |   |   |
| b   |                                      |   |   |
| c   |                                      |   |   |
| d   |                                      |   |   |
| e   |                                      |   | 814,702.  |

|   |   |   |          |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 814,702. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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 the instructions before making any entries.

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2011  | 384,777.                              | 8,263,782.                                | .046562  |
| 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  |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | .245681    |
| 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 | .049136    |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5   | 4 | 8,413,488. |
| 5 Multiply line 4 by line 3  | 5 | 413,405.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 10,107.    |
| 7 Add lines 5 and 6  | 7 | 423,512.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 401,121.   |

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.

## THE BARNES FOUNDATION INC.

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

06-6037160

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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.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |  | 1  | 20,214. |
| 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  | 20,214. |
| 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  | 20,214. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  |  | 6a | 5,360.  |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  |  | 6b |         |
| 6 Credits/Payments:  |  | 6c |         |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012  |  | 6d |         |
| b Exempt foreign organizations - tax withheld at source  |  | 7  | 5,360.  |
| c Tax paid with application for extension of time to file (Form 8868)  |  | 8  |         |
| d Backup withholding erroneously withheld  |  | 9  | 14,854. |
| 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 2013 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  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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:<br>(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?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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 2012 or the taxable year beginning in 2012 (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  |

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)   | 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?<br>Website address ► <u>N/A</u>   | 13 | X   |         |
| 14 | The books are in care of ► <u>SALLY A. O'CONNOR</u> Telephone no. ► <u>860-653-0462</u><br>Located at ► <u>P.O. BOX 288, EAST HARTLAND, CT</u> ZIP+4 ► <u>06027</u>   |    |     |         |
| 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<br>► <u>15</u> <u>N/A</u>   |    |     |         |
| 16 | At any time during calendar year 2012, 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?<br>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<br>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)?<br>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 2012?  | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?<br>If "Yes," list the years ► _____  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| 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.<br>► _____  |   |    |
| 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 2012 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 2012) | 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 2012?  | 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☒ No

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

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

☐ Yes ☒ No

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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 STATEMENT 11     |   | 50,000.                                   | 5,845.  | 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  |        |
|  |        |
|  |        |
| <b>Total.</b> 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 | 8,430,295. |
| b | Average of monthly cash balances  | 1b | 106,447.   |
| c | Fair market value of all other assets   | 1c | 4,870.     |
| d | Total (add lines 1a, b, and c)  | 1d | 8,541,612. |
| 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  | 8,541,612. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 128,124.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 8,413,488. |
| 6 | Minimum investment return. Enter 5% of line 5   | 6  | 420,674.   |

**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  | 420,674. |
| 2a | Tax on investment income for 2012 from Part VI, line 5   | 2a | 20,214.  |
| b  | Income tax for 2012. (This does not include the tax from Part VI.)                                 | 2b |          |
| c  | Add lines 2a and 2b  | 2c | 20,214.  |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 400,460. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.       |
| 5  | Add lines 3 and 4  | 5  | 400,460. |
| 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  | 400,460. |

**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 | 401,121. |
| 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  | 401,121. |
| 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  | 401,121. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7   |               |                            |             | 400,460.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012  |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only   |               |                            | 395,259.    |             |
| <b>b</b> Total for prior years:   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:   |               |                            |             |             |
| <b>a</b> From 2007  |               |                            |             |             |
| <b>b</b> From 2008  |               |                            |             |             |
| <b>c</b> From 2009  |               |                            |             |             |
| <b>d</b> From 2010  |               |                            |             |             |
| <b>e</b> From 2011  |               |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 401,121.   |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a   |               |                            | 395,259.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount   |               |                            |             | 5,862.      |
| <b>e</b> Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  |               |                            |             | 394,598.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7   | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2008   |               |                            |             |             |
| <b>b</b> Excess from 2009   |               |                            |             |             |
| <b>c</b> Excess from 2010   |               |                            |             |             |
| <b>d</b> Excess from 2011   |               |                            |             |             |
| <b>e</b> Excess from 2012   |               |                            |             |             |

**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 2012, 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) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
| <b>2</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                       |          |               |          |          |           |
| <b>b</b> 85% of line 2a  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed   |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities   |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  |          |               |          |          |           |
| <b>a</b> "Assets" alternative test - enter:  |          |               |          |          |           |
| <b>(1)</b> Value of all assets   |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)   |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |               |          |          |           |
| <b>c</b> "Support" alternative test - enter:   |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization   |          |               |          |          |           |
| <b>(4)</b> 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 or e-mail of the person to whom applications should be addressed:

**SEE STATEMENT 12**

**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)                                  |
|---|--|---------------------------|---------------|--------------------------------------|-------------------|--------------------------------------|
|   |  | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount     | Related or exempt<br>function income |
| <b>1</b>  | Program service revenue:                                 |                           |               |                                      |                   |                                      |
| <b>a</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>b</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>c</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>d</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>e</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>f</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>g</b>  | Fees and contracts from government agencies              |                           |               |                                      |                   |                                      |
| <b>2</b>  | Membership dues and assessments                          |                           |               |                                      |                   |                                      |
| <b>3</b>  | Interest on savings and temporary cash investments       |                           |               |                                      |                   |                                      |
| <b>4</b>  | Dividends and interest from securities                   |                           |               | <b>14</b>                            | <b>233,196.</b>   |                                      |
| <b>5</b>  | Net rental income or (loss) from real estate:            |                           |               |                                      |                   |                                      |
| <b>a</b>  | Debt-financed property                                   |                           |               |                                      |                   |                                      |
| <b>b</b>  | Not debt-financed property                               |                           |               |                                      |                   |                                      |
| <b>6</b>  | Net rental income or (loss) from personal property       |                           |               |                                      |                   |                                      |
| <b>7</b>  | Other investment income                                  |                           |               |                                      |                   |                                      |
| <b>8</b>  | Gain or (loss) from sales of assets other than inventory |                           |               | <b>18</b>                            | <b>814,702.</b>   |                                      |
| <b>9</b>  | Net income or (loss) from special events                 |                           |               |                                      |                   |                                      |
| <b>10</b>                                       | Gross profit or (loss) from sales of inventory           |                           |               |                                      |                   |                                      |
| <b>11</b>                                       | Other revenue:   |                           |               |                                      |                   |                                      |
| <b>a</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>b</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>c</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>d</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>e</b>  | _____  |                           |               |                                      |                   |                                      |
| <b>12</b>                                       | Subtotal. Add columns (b), (d), and (e)                  |                           | <b>0.</b>     |                                      | <b>1,047,898.</b> | <b>0.</b>                            |
| <b>13</b>                                       | Total. Add line 12, columns (b), (d), and (e)            |                           |               |                                      | <b>1,047,898.</b> | <b>1,047,898.</b>                    |

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

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

[illegible]

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

|          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions:  |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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**

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.

Signature of officer or trustee

5-14-13  
Date

► V. Pres. / ED

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

|                                       |  |   |                        |   |           |
|---------------------------------------|--|---|------------------------|---|-----------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name                                     | Preparer's signature<br><i>W. Scott Goetjen</i> | Date<br><i>5/13/13</i> | Check <input type="checkbox"/> if self-employed | PTIN      |
|                                       | W. SCOTT GOETJEN   |   |                        |   | P00145918 |
|                                       | Firm's name ▶ HARPER & WHITFIELD, P.C.                         |   |                        | Firm's EIN ▶ 06-1071692                         |           |
|                                       | Firm's address ▶ 314 FARMINGTON AVENUE<br>FARMINGTON, CT 06032 |   |                        | Phone no. 860-677-9188                          |           |

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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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a 65,000 SHS PEPSICO INC  |  | P  | 02/26/08                             | 05/15/12                         |
| b SEE ATTACHED MORGAN STANLEY ACCT 109535  |  | P  |                                      |                                  |
| c SEE ATTACHED MORGAN STANLEY ACCT 71363   |  | P  |                                      |                                  |
| d SEE ATTACHED MORGAN STANLEY ACCT 120555  |  | P  |                                      |                                  |
| e SEE ATTACHED MORGAN STANLEY ACCT 71371   |  | P  |                                      |                                  |
| f SEE ATTACHED MORGAN STANLEY ACCT 71371   |  | P  |                                      |                                  |
| g SEE ATTACHED MORGAN STANLEY ACCT 120562  |  | P  |                                      |                                  |
| h  |  |  |                                      |                                  |
| i  |  |  |                                      |                                  |
| j  |  |  |                                      |                                  |
| k  |  |  |                                      |                                  |
| l  |  |  |                                      |                                  |
| m  |  |  |                                      |                                  |
| n  |  |  |                                      |                                  |
| o  |  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 65,000.             |  | 65,000.   | 0.   |
| b 692,166.            |  | 690,539.  | 1,627.                                       |
| c 86,987.             |  | 54,268.   | 32,719.                                      |
| d 62,842.             |  | 38,523.   | 24,319.                                      |
| e 100,000.            |  | 123,992.  | -23,992.                                     |
| f 80,000.             |  | 78,503.   | 1,497.                                       |
| g 941,979.            |  | 163,447.  | 778,532.                                     |
| 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))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| a   |                                      |   | 0.  |
| b   |                                      |   | 1,627.  |
| c   |                                      |   | 32,719.   |
| d   |                                      |   | 24,319.   |
| e   |                                      |   | -23,992.  |
| f   |                                      |   | 1,497.  |
| g   |                                      |   | 778,532.  |
| 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<br>If (loss), enter "-0-" in Part I, line 7 }   | 2 | 814,702. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A      |

Morgan Stanley  
 Barnes Foundation  
 Account 383-109535-246  
 EIN 06-6037160



# (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

| DESCRIPTION (Box 8)          | QUANTITY<br>(Box 1e) | DATE<br>ACQUIRED<br>(Box 1b) | DATE OF<br>SALE<br>(Box 1a) | SALES PRICE<br>(Box 2a) | ADJUSTED COST<br>OR OTHER BASIS<br>(Box 3) | WASH SALE LOSS<br>DISALLOWED<br>(Box 5) | GAIN/(LOSS)<br>AMOUNT | FEDERAL INCOME<br>TAX WITHHELD<br>(Box 4) |
|------------------------------|----------------------|------------------------------|-----------------------------|-------------------------|--|---|-----------------------|---|
| AT&T INC 4850 14FB15         | 35,000.000           | 06/23/09                     | 09/14/12                    | \$37,058.94             | \$35,514.60                                | \$0.00                                  | \$1,544.34            | \$0.00                                    |
| CATERPILLAR FINL 6000 12DE15 | 95,000.000           | 01/07/10                     | 12/17/12                    | \$95,000.00             | \$95,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |
| GOLDMAN SACHS 5700 12SP01    | 75,000.000           | 02/26/08                     | 09/04/12                    | \$75,000.00             | \$75,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |
| GOLDMAN SACHS GP 5450 12NV01 | 100,000.000          | 01/22/08                     | 11/01/12                    | \$100,000.00            | \$100,000.00                               | \$0.00                                  | \$0.00                | \$0.00                                    |
| JP MORGAN CHASE 5375 12OC01  | 75,000.000           | 01/22/08                     | 10/01/12                    | \$75,000.00             | \$75,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |
| MORGAN STANLEY 5250 12NV02   | 75,000.000           | 02/26/08                     | 11/02/12                    | \$75,000.00             | \$75,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |
| MS BANK CD 4200 12DE19       | 50,000.000           | 12/15/08                     | 12/19/12                    | \$50,000.00             | \$50,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |
| VERIZON COMMUN 4350 13FB15   | 15,000.000           | 06/23/09                     | 12/11/12                    | \$15,106.80             | \$15,024.45                                | \$0.00                                  | \$82.35               | \$0.00                                    |
| WELLS FARGO CO 5250 12OC23   | 95,000.000           | 01/07/10                     | 10/23/12                    | \$95,000.00             | \$95,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |

CONTINUED ON NEXT PAGE



Morgan Stanley  
 Banks Foundation  
 Account 383-109535-246  
 EIN 06-6037160

# (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked )

| DESCRIPTION (Box 8)          | QUANTITY<br>(Box 1e) | DATE<br>ACQUIRED<br>(Box 1b) | DATE OF<br>SALE<br>(Box 1a) | SALES PRICE<br>(Box 2a) | ADJUSTED COST<br>OR OTHER BASIS<br>(Box 3) | WASH SALE LOSS<br>DISALLOWED<br>(Box 5) | GAIN/(LOSS)<br>AMOUNT | FEDERAL INCOME<br>TAX WITHHELD<br>(Box 4) |
|------------------------------|----------------------|------------------------------|-----------------------------|-------------------------|--|---|-----------------------|---|
| WELLS FARGO FINL 5500 12AU01 | 75,000.000           | 12/15/08                     | 08/01/12                    | \$75,000.00             | \$75,000.00                                | \$0.00                                  | \$0.00                | \$0.00                                    |

CUSIP: 94975CAL1 Symbol (Box 1d):  
 Total 692,165.74 690,539.05 1,626.69

#

## 2012 Year End Summary

Ref: 00002124 00017014

## THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

## Details of Long Term Gain (Loss) 2012

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        | 110      | AIR PRODUCTS & CHEMICALS INC<br>SBX = H1 | 02/02/09           | 01/24/12           | \$ 9,649.78   | \$ 5,586.57 |        | \$ 4,063.21 |
|                  |          | SBX CONNECTIVITY BUSINESS                |                    |                    |               |             |        |             |
| 125000020        | 85       | AIR PRODUCTS & CHEMICALS INC             | 02/02/09           | 05/21/12           | 6,763.43      | 4,316.90    |        | 2,446.53    |
|                  | 105      | SBX = H1                                 | 03/06/09           |                    | 8,354.83      | 4,866.44    |        | 3,488.39    |
|                  | 35       | SBX CONNECTIVITY BUSINESS                | 03/20/09           |                    | 2,784.94      | 1,921.85    |        | 863.09      |
| 125000030        | 70       | CHUBB CORP<br>SBX = H1                   | 03/02/09           | 01/17/12           | 4,880.30      | 2,753.80    |        | 2,126.50    |
|                  |          | SBX CONNECTIVITY BUSINESS                |                    |                    |               |             |        |             |
| 125000040        | 175      | GENUINE PARTS CO<br>SBX = H1             | 01/29/09           | 01/17/12           | 11,006.58     | 5,736.50    |        | 5,270.08    |
|                  |          | SBX CONNECTIVITY BUSINESS                |                    |                    |               |             |        |             |
| 125000050        | 160      | KIMBERLY CLARK CORP<br>SBX = H1          | 09/17/10           | 04/25/12           | 12,590.59     | 10,671.98   |        | 1,918.61    |
|                  |          | SBX CONNECTIVITY BUSINESS                |                    |                    |               |             |        |             |
| 125000060        | 50       | KIMBERLY CLARK CORP                      | 09/17/10           | 07/02/12           | 4,186.96      | 3,335.00    |        | 851.96      |
|                  | 75       | SBX = H1                                 | 10/20/10           |                    | 6,280.43      | 5,015.25    |        | 1,265.18    |
|                  |          | SBX CONNECTIVITY BUSINESS                |                    |                    |               |             |        |             |
| 125000070        | .4151    | KINDER MORGAN MANAGEMENT LLC             | 03/06/09           | 02/14/12           | 32.83         | 11.98       |        | 20.85       |
|                  | .3707    | CASH IN LIEU OF .78588                   | 03/13/09           |                    | 29.31         | 11.91       |        | 17.40       |
|                  |          | RECORD 01/31/12 PAY 02/14/12             |                    |                    |               |             |        |             |
| 125000080        | .1217    | KINDER MORGAN MANAGEMENT LLC             | 03/06/09           | 05/15/12           | 8.67          | 3.46        |        | 5.21        |
|                  | .1086    | CASH IN LIEU OF .23034                   | 03/13/09           |                    | 7.74          | 3.43        |        | 4.31        |
|                  |          | RECORD 04/30/12 PAY 05/15/12             |                    |                    |               |             |        |             |
| 125000090        | 85       | MCDONALDS CORP                           | 02/05/09           | 01/17/12           | 8,542.59      | 4,892.60    |        | 3,649.99    |
|                  | 35       | SBX = H1                                 | 02/19/09           |                    | 3,517.53      | 1,975.36    |        | 1,542.17    |
|                  |          | SBX CONNECTIVITY BUSINESS                |                    |                    |               |             |        |             |
| 125000100        | .4426    | NORTHEAST UTILITIES                      | 01/30/09           | 04/10/12           | 15.91         | 11.47       |        | 4.44        |
|                  | .1974    | MERGER 04/10/12 67019E107000             | 02/05/09           |                    | 7.10          | 5.11        |        | 1.99        |
|                  | .1362    |  | 02/09/09           |                    | 4.89          | 3.56        |        | 1.33        |
|                  | .0953    |  | 03/06/09           |                    | 3.42          | 2.11        |        | 1.31        |
|                  | .0885    |  | 03/19/09           |                    | 3.19          | 2.11        |        | 1.08        |





Morgan Stanley

Ref: 00002124 00017015

## 2012 Year End Summary

Page 9 of 10

THE BARNES FOUNDATION

Account Number 400-71363-12 246

EIN 06-6037160

### Details of Long Term Gain (Loss) 2012 - continued

| Reference number | Quantity | Security Description         | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost         | (Loss) | Gain         |
|------------------|----------|------------------------------|--------------------|--------------------|---------------|--------------|--------|--------------|
| 125000110        | 80       | PPG INDUSTRIES INC<br>SBX=H1 | 02/09/09           | 04/25/12           | \$ 8,316.05   | \$ 3,140.72  |        | \$ 5,175.33  |
|                  |          | SBX CONNECTIVITY BUSINESS    |                    |                    |               |              |        |              |
| Total            |          |                              |                    |                    | \$ 86,987.07  | \$ 54,268.11 |        | \$ 32,718.96 |

### Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

#### Withdrawals

| Reference number | Date     | Description  | Referral number | Amount       |
|------------------|----------|--|-----------------|--------------|
| 220000100        | 07/06/12 | MORGAN STANLEY LIQUID ASSET FUND INC<br>TRANSFER TO MSSB                     |                 | \$ 9,858.49  |
| 220000300        | 01/20/12 | CONSULTING & ADVISORY SERVICES<br>FROM 01/01/12 TO 03/31/12                  |                 | 2,829.45     |
| 220000500        | 04/05/12 | NOVARTIS AG ADR<br>ADR FEE OF .00350 PER SHR<br>RECORD 02/29/12 PAY 04/05/12 |                 | 1.82         |
| 220000700        | 04/20/12 | CONSULTING & ADVISORY SERVICES<br>FROM 04/01/12 TO 06/30/12                  |                 | 3,057.33     |
| 220000900        | 07/11/12 | TRANSFER TO MSSB   |                 | 272.72       |
| 220001100        | 07/17/12 | TRANSFER TO MSSB   |                 | 249.33       |
| Total            |          |  |                 | \$ 20,891.80 |

As you requested, copies of this document have also been sent to: HARPER & WHITFIELD

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



# Morgan Stanley

Barnes Foundation

Account 383-120555-246

EIN 06-6037160

# (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

| DESCRIPTION (Box 8)                     | QUANTITY<br>(Box 1e) | DATE<br>ACQUIRED<br>(Box 1b) | DATE OF<br>SALE<br>(Box 1a) | SALES PRICE<br>(Box 2a) | ADJUSTED COST<br>OR OTHER BASIS<br>(Box 3) | WASH SALE LOSS<br>DISALLOWED<br>(Box 5) | GAIN/(LOSS)<br>AMOUNT | FEDERAL INCOME<br>TAX WITHHELD<br>(Box 4) |
|---|----------------------|------------------------------|-----------------------------|-------------------------|--|---|-----------------------|---|
| CUSIP: 072730302 Symbol (Box 1d): BAYRY |                      |                              |                             |                         |  |   |                       |   |
| BAYER AG SPON ADR                       | 110.000              | 03/06/09                     | 11/12/12                    | \$9,234.93              | \$4,797.10                                 | \$0.00                                  | \$4,437.83            | \$0.00                                    |
|   | 100.000              | 03/27/09                     | 11/12/12                    | \$8,395.39              | \$4,996.00                                 | \$0.00                                  | \$3,399.39            | \$0.00                                    |
|   | 100.000              | 04/03/09                     | 11/12/12                    | \$8,395.39              | \$4,880.00                                 | \$0.00                                  | \$3,515.39            | \$0.00                                    |
| Security Subtotal                       | 310.000              |                              |                             | \$26,025.71             | \$14,673.10                                | \$0.00                                  | \$11,352.61           | \$0.00                                    |
| CUSIP: 49455U100 Symbol (Box 1d): KMR   |                      |                              |                             |                         |  |   |                       |   |
| KINDER MORGAN MGMT LLC                  | 0.144                | 03/06/09                     | 08/14/12                    | \$10.55                 | \$4.03                                     | \$0.00                                  | \$6.52                | \$0.00                                    |
|   | 0.463                | 03/06/09                     | 11/14/12                    | \$32.52                 | \$12.79                                    | \$0.00                                  | \$19.73               | \$0.00                                    |
| Security Subtotal                       | 0.607                |                              |                             | \$43.07                 | \$16.82                                    | \$0.00                                  | \$26.25               | \$0.00                                    |
| CUSIP: 500472303 Symbol (Box 1d): PHG   |                      |                              |                             |                         |  |   |                       |   |
| KONINKLUKE PHIL EL SP ADR NEW           | 180.000              | 03/09/09                     | 07/20/12                    | \$3,554.07              | \$2,568.42                                 | \$0.00                                  | \$985.65              | \$0.00                                    |
|   | 310.000              | 03/13/09                     | 07/20/12                    | \$6,120.90              | \$4,987.59                                 | \$0.00                                  | \$1,133.31            | \$0.00                                    |
|   | 315.000              | 03/19/09                     | 07/20/12                    | \$6,219.63              | \$4,986.14                                 | \$0.00                                  | \$1,233.49            | \$0.00                                    |
|   | 300.000              | 04/08/09                     | 07/20/12                    | \$5,923.45              | \$4,784.70                                 | \$0.00                                  | \$1,138.75            | \$0.00                                    |
|   | 30.000               | 03/31/10                     | 07/20/12                    | \$592.35                | \$1,006.20                                 | \$0.00                                  | (\$413.85)            | \$0.00                                    |
|   | 43.000               | 04/06/11                     | 07/20/12                    | \$849.03                | \$1,302.47                                 | \$0.00                                  | (\$453.44)            | \$0.00                                    |
| Security Subtotal                       | 1,178.000            |                              |                             | \$23,259.43             | \$19,535.52                                | \$0.00                                  | \$3,623.91            | \$0.00                                    |
| CUSIP: 693506107 Symbol (Box 1d): PPG   |                      |                              |                             |                         |  |   |                       |   |
| PPG INDUSTRIES INC                      | 65.000               | 02/09/09                     | 11/06/12                    | \$7,969.83              | \$2,551.84                                 | \$0.00                                  | \$5,417.99            | \$0.00                                    |

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Morgan Stanley

Barnes Foundation

Account 383-120555-246

EIN 06-0037160



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|---------------------|----------------------|------------------------------|-----------------------------|-------------------------|--|---|-----------------------|---|
| V F CORPORATION     | 35,000               | 03/06/09                     | 11/06/12                    | \$5,543.52              | \$1,645.35                                 | \$0.00                                  | \$3,898.17            | \$0.00                                    |

Total 62,841.56 38,522.63 24,318.93

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Morgan Stanley

Ref: 00002125 00017021

## 2012 Year End Summary

THE BARNES FOUNDATION

Account Number 400-713771-12 246

EN 06-6037160

### Details of Additional Summary Information 2012

#### 12-B1

#### Rebate

#### Payments

The following details show how we derived 12-B1 rebate payments.

| Reference number | Description                           | Amount    | Federal income tax withheld | NRA tax withheld |
|------------------|---------------------------------------|-----------|-----------------------------|------------------|
| 246000100        | MFS INTERNATIONAL GROWTH FUND CLASS A | \$ 188.80 |                             |                  |
| Totals           |                                       | \$ 188.80 |                             |                  |

### Details of Short Term Gain (Loss) 2012

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

| Reference number | Quantity  | Security Description                    | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost          | (Loss)         | Gain |
|------------------|-----------|---|--------------------|--------------------|---------------|---------------|----------------|------|
| 125000030        | 4,032.258 | THORNBURG INTERNATIONAL VALUE FUND CL I | 05/31/11           | 05/21/12           | \$ 100,000.00 | \$ 123,991.93 | (\$ 23,991.93) |      |
| Total            |           | CONFIRM #500021420093230                |                    |                    | \$ 100,000.00 | \$ 123,991.93 | (\$ 23,991.93) |      |

### Details of Long Term Gain (Loss) 2012

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| Reference number | Quantity  | Security Description                        | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost         | (Loss)        | Gain        |
|------------------|-----------|---|--------------------|--------------------|---------------|--------------|---------------|-------------|
| 125000010        | 1,730.104 | LAZARD EMERGING MKTS EQUITY PORT INST'L SHS | 07/13/10           | 05/21/12           | \$ 30,000.00  | \$ 32,162.63 | (\$ 2,162.63) |             |
| Total            |           | CONFIRM #500021420093032                    |                    |                    |               |              |               |             |
| 125000020        | 2,058.46  | MFS INTERNATIONAL GROWTH FUND CL I          | 07/13/10           | 05/21/12           | 50,000.00     | 46,340.72    |               | 3,659.28    |
| Total            |           | CONFIRM #500021420093099                    |                    |                    | \$ 80,000.00  | \$ 78,503.35 | (\$ 2,162.63) | \$ 3,659.28 |



Morgan Stanley

Barnes Foundation

Account 383-120562-246

EIN 06-6037160



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|---------------------------------------|----------------------|------------------------------|-----------------------------|-------------------------|--|---|-----------------------|---|
| CUSIP: 067806109 Symbol (Box 1d): B   |                      |                              |                             |                         |  |   |                       |   |
| BARNES GROUP INCORPORATED             | 10,700.000           | 03/09/92                     | 08/08/12                    | \$251,458.27            | \$1,016.50                                 | \$0.00                                  | \$250,441.77          | \$0.00                                    |
|                                       | 10,000.000           | 03/09/92                     | 09/12/12                    | \$250,704.38            | \$950.00                                   | \$0.00                                  | \$249,754.38          | \$0.00                                    |
|                                       | 10,000.000           | 03/09/92                     | 12/18/12                    | \$219,995.07            | \$950.00                                   | \$0.00                                  | \$219,045.07          | \$0.00                                    |
| Security Subtotal                     | 30,700.000           |                              |                             | \$722,157.72            | \$2,916.50                                 | \$0.00                                  | \$719,241.22          | \$0.00                                    |
| CUSIP: 464287473 Symbol (Box 1d): IWS |                      |                              |                             |                         |  |   |                       |   |
| ISHARES RUSSELL MIDCAP V IN FD        | 1,535.000            | 01/29/09                     | 12/06/12                    | \$75,938.88             | \$41,265.41                                | \$0.00                                  | \$34,673.47           | \$0.00                                    |
| CUSIP: 464287879 Symbol (Box 1d): IJS |                      |                              |                             |                         |  |   |                       |   |
| ISHARES S&P SMALL CAP 600 VAL         | 938.000              | 01/29/09                     | 12/06/12                    | \$73,882.44             | \$41,219.00                                | \$0.00                                  | \$32,663.44           | \$0.00                                    |

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Morgan Stanley  
 Barnes Foundation  
 Account 383-120562-246  
 EIN 06-0037160

# (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

| DESCRIPTION (Box 8)    | QUANTITY<br>(Box 1e) | DATE<br>ACQUIRED<br>(Box 1b) | DATE OF<br>SALE<br>(Box 1a)        | SALES PRICE<br>(Box 2a) | ADJUSTED COST<br>OR OTHER BASIS<br>(Box 3) | WASH SALE LOSS<br>DISALLOWED<br>(Box 5) | GAIN/(LOSS)<br>AMOUNT | FEDERAL INCOME<br>TAX WITHHELD<br>(Box 4) |
|------------------------|----------------------|------------------------------|------------------------------------|-------------------------|--|---|-----------------------|---|
| THORNBURG INTL VALUE I | 2,538 071            | CUSIP: 885215566<br>05/31/11 | Symbol (Box 1d): TGVIX<br>12/06/12 | \$70,000.00             | \$78,045.68                                | \$0.00                                  | (\$8,045.68)          | \$0.00                                    |

Total 941,979.04 163,446.59 778,532.45

#



2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No                 | Description     | Date Acquired | Method | Life | C<br>o<br>n<br>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.                   | 265.                               |                         | 0.                     | 265.                            |
| 5                        | COMPUTER        | 06/01/06      | 200DB  | 5.00 |                  | HY17    | 1,003.                   |            |                     |                      | 1,003.                 | 1,003.                             |                         | 0.                     | 1,003.                          |
| 16                       | LAPTOP          | 05/07/12      | 200DB  | 5.00 |                  | HY19B   | 611.                     |            |                     |                      | 611.                   |                                    |                         | 122.                   | 122.                            |
| * TOTAL 990-PF PG 1 DEPR |                 |               |        |      |                  |         | 4,459.                   |            |                     |                      | 4,459.                 | 3,848.                             |                         | 122.                   | 3,970.                          |

228111  
05-01-12

(D) - Asset disposed

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

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

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| SOURCE                                   | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|--|--------------|----------------------------|----------------------|
| MORGANSTANLEY SMITHBARNEY -<br>DIVIDENDS | 139,518.     | 0.                         | 139,518.             |
| MORGANSTANLEY SMITHBARNEY -<br>INTEREST  | 93,678.      | 0.                         | 93,678.              |
| TOTAL TO FM 990-PF, PART I, LN 4         | 233,196.     | 0.                         | 233,196.             |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 2 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                       | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING & PROFESSIONAL<br>FEES | 6,600.                       | 0.                                |                               | 6,600.                        |
| TO FORM 990-PF, PG 1, LN 16B      | 6,600.                       | 0.                                |                               | 6,600.                        |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 3 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT & ADVISORY FEES   | 35,039.                      | 35,039.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 35,039.                      | 35,039.                           |                               | 0.                            |

|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 4 |
|-------------|-------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PAYROLL TAXES               | 4,131.                       | 0.                                |                               | 4,131.                        |
| FEDERAL EXCISE TAX          | 20,214.                      | 0.                                |                               | 0.                            |
| FOREIGN TAXES               | 2,164.                       | 2,164.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 26,509.                      | 2,164.                            |                               | 4,131.                        |

|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 5 |
|-------------|----------------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PUBLICATIONS/SUBSCRIPTIONS  | 572.                         | 0.                                |                               | 572.                          |
| MEMBERSHIP FEES             | 2,695.                       | 0.                                |                               | 2,695.                        |
| OFFICE EXPENSES             | 3,835.                       | 0.                                |                               | 3,835.                        |
| MISCELLANEOUS EXPENSES      | 47.                          | 0.                                |                               | 47.                           |
| TO FORM 990-PF, PG 1, LN 23 | 7,149.                       | 0.                                |                               | 7,149.                        |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|---|------------|----------------------|
| CORPORATE STOCKS                        | 3,130,290. | 3,130,290.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 3,130,290. | 3,130,290.           |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| CORPORATE BONDS                         | 1,850,882. | 1,850,882.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,850,882. | 1,850,882.        |

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 8 |
|-------------|-------------------|-----------|---|

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| MONEY FUNDS                            | FMV              | 285,281.   | 285,281.          |
| CERTIFICATES OF DEPOSIT                | FMV              | 98,246.    | 98,246.           |
| MUTUAL AND CLOSED END FUNDS            | FMV              | 2,910,876. | 2,910,876.        |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 3,294,403. | 3,294,403.        |

|             |  |           |   |
|-------------|--|-----------|---|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 9 |
|-------------|--|-----------|---|

| 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.         |
| LAPTOP                             | 611.                | 122.                     | 489.       |
| TOTAL TO FM 990-PF, PART II, LN 14 | 4,459.              | 3,970.                   | 489.       |

|             |              |           |    |
|-------------|--------------|-----------|----|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 10 |
|-------------|--------------|-----------|----|

| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| DIVIDEND RECEIVABLE              | 3,586.                     | 5,164.                 | 5,164.            |
| PAYROLL TAX RECEIVABLE           | 500.                       | 0.                     | 0.                |
| TO FORM 990-PF, PART II, LINE 15 | 4,086.                     | 5,164.                 | 5,164.            |

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FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 11  
TRUSTEES AND FOUNDATION MANAGERS

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| NAME AND ADDRESS   | TITLE AND<br>AVRG HRS/WK | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--|--------------------------|-------------------|------------------------------|--------------------|
| LOUISE B. ADAMS<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027     | TRUSTEE<br>1.00          | 0.                | 0.                           | 0.                 |
| JOAN W. BARNES<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027      | PRESIDENT<br>1.00        | 0.                | 0.                           | 0.                 |
| SALLY A. O'CONNOR<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027   | V/P EXEC DIR<br>40.00    | 50,000.           | 5,845.                       | 0.                 |
| ELLIOTT B. BRISTOW<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027  | TREASURER<br>1.00        | 0.                | 0.                           | 0.                 |
| GAIL I. BRISTOW<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027     | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |
| TIMOTHY J. O'CONNOR<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027 | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |
| BRENNA K. FLYNN<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027     | SECRETARY<br>1.00        | 0.                | 0.                           | 0.                 |
| HEATHER B. ADAMS<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027    | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |
| PATRICIA HAMON<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027      | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |
| LYNNE B. LEAHY<br>P.O. BOX 288<br>EAST HARTLAND, CT 06027      | DIRECTOR<br>1.00         | 0.                | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                   |                          | 50,000.           | 5,845.                       | 0.                 |

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

860-653-0462

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

SUBMISSIONS SHOULD BE MADE SIX TO TWELVE MONTHS IN ADVANCE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization 990-PF**  
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

**2012**Attachment  
Sequence No 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE BARNES FOUNDATION INC.

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

FORM 990-PF PAGE 1

06-6037160

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

|    |   |                              |                  |
|----|---|------------------------------|------------------|
| 1  | Maximum amount (see instructions)   | 1                            | 500,000.         |
| 2  | Total cost of section 179 property placed in service (see instructions)   | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation   | 3                            | 2,000,000.       |
| 4  | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-  | 4                            |                  |
| 5  | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property   | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property. Enter the amount from line 29  | 7                            |                  |
| 8  | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7  | 8                            |                  |
| 9  | Tentative deduction. Enter the smaller of line 5 or line 8  | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2011 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 2013. 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 2012  | 17 |  |
| 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 2012 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              |                                      | 611.   | 5 YRS.              | HY             | 200DB      | 122.                       |
| c 7-year property              |                                      |  |                     |                |            |                            |
| d 10-year property             |                                      |  |                     |                |            |                            |
| e 15-year property             |                                      |  |                     |                |            |                            |
| f 20-year property             |                                      |  |                     |                |            |                            |
| g 25-year property             |                                      |  | 25 yrs              |                | S/L        |                            |
| h Residential rental property  | /                                    |  | 27.5 yrs.           | MM             | S/L        |                            |
| i Nonresidential real property | /                                    |  | 27.5 yrs            | MM             | S/L        |                            |
|                                | /                                    |  | 39 yrs              | MM             | S/L        |                            |
|                                | /                                    |  |                     | MM             | S/L        |                            |

**Section C - Assets Placed in Service During 2012 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 | 122. |
| 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 (2012)

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)<br>Type of property<br>(list vehicles first) | (b)<br>Date<br>placed in<br>service | (c)<br>Business/<br>investment<br>use percentage | (d)<br>Cost or<br>other basis | (e)<br>Basis for depreciation<br>(business/investment<br>use only) | (f)<br>Recovery<br>period | (g)<br>Method/<br>Convention | (h)<br>Depreciation<br>deduction | (i)<br>Elected<br>section 179<br>cost |
|--|-------------------------------------|--|-------------------------------|--|---------------------------|------------------------------|----------------------------------|---------------------------------------|
|--|-------------------------------------|--|-------------------------------|--|---------------------------|------------------------------|----------------------------------|---------------------------------------|

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use.

|  |  |   |  |  |  |  |  |  |
|--|--|---|--|--|--|--|--|--|
|  |  | % |  |  |  |  |  |  |
|  |  | % |  |  |  |  |  |  |
|  |  | % |  |  |  |  |  |  |

**27** Property used 50% or less in a qualified business use:

|  |  |   |  |  |       |  |  |
|--|--|---|--|--|-------|--|--|
|  |  | % |  |  | S/L - |  |  |
|  |  | % |  |  | S/L - |  |  |
|  |  | % |  |  | S/L - |  |  |

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

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

|   |     |    |
|---|-----|----|
| <b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?   | Yes | No |
| <b>38</b> 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. |     |    |
| <b>39</b> Do you treat all use of vehicles by employees as personal use?  |     |    |
| <b>40</b> 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?  |     |    |
| <b>41</b> 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)<br>Description of costs | (b)<br>Date amortization<br>begins | (c)<br>Amortizable<br>amount | (d)<br>Code<br>section | (e)<br>Amortization<br>period or percentage | (f)<br>Amortization<br>for this year |
|-----------------------------|------------------------------------|------------------------------|------------------------|---|--------------------------------------|
|-----------------------------|------------------------------------|------------------------------|------------------------|---|--------------------------------------|

**42** Amortization of costs that begins during your 2012 tax year:

|  |  |  |  |  |  |
|--|--|--|--|--|--|
|  |  |  |  |  |  |
|  |  |  |  |  |  |

**43** Amortization of costs that began before your 2012 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**



The Barnes Foundation, Inc.  
List of Grants Made  
As of December 31, 2012

**28 GRANTS = \$320,000**

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

For continued support of "Vantastic Voyages", an early literacy program for kindergarteners in two severe-needs schools. This grant will provide field trips for 100 students and the opportunity to write, illustrate, publish and share books about their experiences.

**Bushnell Center for the Performing Arts** \$5,000  
Hartford, CT

For continued support of the PARTNERS program: an in-school Arts-in-Education program and partnership with the Hartford Schools for grades Pre-K-12.

**CAST, Inc. Children's Theatre** \$5,000  
Manchester, CT

For support of the year-round multi-age children's theater program. This grant will provide capacity building income by increasing the size of their audiences for performances

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

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

**City Slickers, Inc.** \$10,000  
Wolcott, CT

For continued support of the horseback riding & farm management program. This grant will provide opportunities for inner-city Hartford students to gain self-esteem and confidence along with academic skills and responsibility.

**Community Farm of Simsbury** \$30,000  
Simsbury, CT

For continued support of the hands-on farm-based program that enhances student learning in science, nutrition and other academic subjects for inner-city Hartford students from Mary Hooker Environmental Magnet School.

**CT Pre-Engineering Program (CPEP)** \$5,000  
Middletown, CT

For continued support of the CPEP Summer Program that will improve math skills for inner-city minority students in grades 6-8 from Hartford.

**CT Science Center, Inc.** \$10,000  
Hartford, CT

For continued support for the five day Institute of Inquiry Professional Development for 10 teachers from East Hartford Public Schools.

**ConnectiKids, Inc.** \$10,000  
Hartford, CT

For continued support of the Tutoring/Mentoring Program, Arts & Enrichment Program and 2012 Summer Program for young students in inner-city Hartford.

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

For continued support of the Storytelling program in all 10 elementary schools with diverse at-risk school populations.

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

For continued support of the educational programs focusing on diversity skills and academic skills in math, science and language arts with partner urban/suburban school students in an outdoor residential camp setting.  
2011=\$10,000; 2010=\$10,000

**Environmental Learning Centers of CT** \$60,000  
Bristol, CT

For continued support of the endowment fund for Indian Rock Nature Preserve.

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

For continued support of InterAct: a program that engages students before, during and after a live theater production through a 3-day artist residency.

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

For continued support of "Symphony in the Schools" education programs in Hartford and East Hartford schools.

**Haynes Elementary School** \$8,000  
Niantic, CT

For continued support of the in-school Arts Enrichment Program using Master Teaching Artists-in-residence for the semester.

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

For support of a new academic & outdoor summer program specifically designed for high potential rising 6<sup>th</sup> grade African-American and Latino boys. This is an extension of their very successful summer & after-school programs for 7<sup>th</sup> & 8<sup>th</sup> grade boys & girls from inner-city schools in New Haven.

**Jackter Intermediate School** \$8,000  
Colchester, CT

For continued support of the arts enrichment program integrating the arts across the 5<sup>th</sup> grade curriculum led by Master Teaching Artist, Carol Glynn.

**Klingenstein Center for Independent School Leadership at Teacher's College, Columbia University** \$10,000  
New York, NY

For continued support of the Fellowship Program for private school teachers and administrators in the Master's Degree program.

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

For continued support of the Adventure Leadership Training & Ropes Course for children, youth counselors, & program staff participating in the year-round academic & social enrichment program for inner-city youth.

**Main Street Community Foundation for Bristol Fire Department** \$5,000  
Bristol, CT

For an educational fire prevention traveling exhibit vehicle to be used in teaching children and families how to safely get out of a burning building. This grant will be combined with other funds in memory of Hap Barnes.

**Mark Twain House & Museum** \$10,000  
Hartford, CT

For continued support of the museum's student & teacher education programs. Programs include special tours, hands-on learning, free visits for inner-city schools and other innovative programs created around the life and works of Mark Twain.

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

For continued support of the Instrumental Impact Program and to increase  
The enrollment of disadvantaged budding musicians in grades 5-8 from  
New Haven partner schools.

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

For continued support of the Storytelling Program in the elementary schools and the  
after-school programs.

**Schooner, Inc.** \$15,000  
New Haven, CT

For continued support of the marine science education programs. This grant will  
build the capacity of Schooner by providing access for disadvantaged inner-city New  
Haven students and schools to benefit from their programs.

**Sea Research Foundation, Inc. - Mystic Aquarium** \$8,000  
Mystic, CT

For continued support of "When City meets the Sea": an experiential hands-on  
marine ecology program including experiments, live animal presentations, and field  
trips for inner-city students in New Haven schools.

**Solar Youth, Inc.** \$15,000  
New Haven, CT

For continued support of "Citycology": a year-round experiential after-school &  
summer program in which disadvantaged teens teach younger children about ecology  
and the environment in their own neighborhoods. The program also includes  
academics, art, out-of-neighborhood adventures and community service projects  
Supervised by an experienced and caring staff.

**University of Hartford -Educational Main Street** \$15,000  
West Hartford, CT

For continued support of the EMS tutoring program that provides individual support  
to students Pre-K - 12<sup>th</sup> grade in inner-city Hartford & Bloomfield schools. The tutors  
are university students with the majority interested in becoming teachers.

**WALKS Foundation, Inc.** \$20,000  
West Granby, CT

**Total Grants** \$320,000

For continued support of the Scholars Program that provides scholarship assistance  
for disadvantaged students from Greater Hartford to attend one of the WALKS  
schools (Westminster, Avon, Loomis-Chaffee, Kingswood-Oxford, Suffield Academy)