



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

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

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 288

A Employer identification number

06-6037160

B Telephone number

(860) 653-0462

City or town, state, and ZIP code

EAST HARTLAND, CT 06027-0288

G Check all that apply:

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

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) **► \$ / 8,333,473.** (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		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					
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.	RECEIVED 0.	
17 Interest					
18 Taxes	STMT 4	26,509.	2,164.	MAY 28 2013	4,131.
19 Depreciation and depletion		122.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		7,396.	0.	OGDEN, UT	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:		589,238.			
a Excess of revenue over expenses and disbursements					
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.

Form 990-PF (2012)

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

06-6037160

Page 2

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		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.
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.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► EXCISE TAX PAYABLE)	2,443.	14,854.	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	2,443.	14,854.	
		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.

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	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				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					814,702.
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	814,702.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8					
			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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.

Form 990-PF (2012)

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

06-6037160

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 5,360.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 5,360.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 14,854.

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

Refunded

11

Part VII-A Statements Regarding Activities

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?

Yes

No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b X

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

*If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

*If "Yes," complete Part II, col. (c), and Part XV.*8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
 CT

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 X

Form 990-PF (2012)

223531
12-05-12

17180513 759443 3225

4 2012.03040 THE BARNES FOUNDATION INC. 3225 1

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 5

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► SALLY A. O'CONNOR	Telephone no. ► 860-653-0462
Located at ► P.O. BOX 288, EAST HARTLAND, CT ZIP+4 ► 06027		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	
16	15	Yes No
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 X No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
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?		
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? If "Yes," list the years ►	<input type="checkbox"/> Yes X 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.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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)	<input type="checkbox"/> Yes X No	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		

Form 990-PF (2012)

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 6

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



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

N/A

7b

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

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

Form 990-PF (2012)

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 7

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.

1	N/A	Expenses
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.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3 ►		0.

Form 990-PF (2012)

223561
12-05-12

17180513 759443 3225

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 8

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.

Form 990-PF (2012)

223571
12-05-12

17180513 759443 3225

2012.03040 THE BARNES FOUNDATION INC. 3225 1

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 9

Part XIII Undistributed Income (see instructions)

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

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160 Page 11

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				320,000.
Total				► 3a 320,000.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

223611
12-05-12

Form 990-PF (2012)

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160 Page 12

Page 12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	233,196.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	814,702.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,047,898.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		1,047,898.
(See worksheet in line 13 instructions to verify calculations.)					

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

THE BARNES FOUNDATION INC.

Form 990-PF (2012)

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

06-6037160

Page 13

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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.

John J. G.
Signature of officer or trustee

5-14-13

Da

► V. Pres. / ED

Title

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a	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 (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (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)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			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 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): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

Morgan Stanley
Barnes Foundation
Account 383-109535-246
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 (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (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		CUSIP: 00206RAQ5	Symbol (Box 1d):					
	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		CUSIP: 38141GCG7	Symbol (Box 1d):					
	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		CUSIP: 381441AC4	Symbol (Box 1d):					
	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		CUSIP: 46625HGT1	Symbol (Box 1d):					
	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		CUSIP: 6174462T5	Symbol (Box 1d):					
	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		CUSIP: 61747MSZ5	Symbol (Box 1d):					
	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		CUSIP: 92343VAJ3	Symbol (Box 1d):					
	15,000.000	06/23/09	12/11/12	\$15,106.80	\$15,024.45	\$0.00	\$62.35	\$0.00
WELLS FARGO CO 5250 12OC23		CUSIP: 949746NW7	Symbol (Box 1d):					
	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
Bairns Foundation
Account 383-109535-246
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 (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE OR OTHER BASIS (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (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
Total	692,1165.74				690,539.05		1,626.69	

#

Morgan Stanley

Ref: 00002124 00017014

2012 Year End Summary

THE BARNE'S FOUNDATION
Account Number 400-71363-12 246
EIN 06-0037160

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
1250000010	110	AIR PRODUCTS & CHEMICALS INC SBX=H1	02/02/09	01/24/12	\$ 9,649.78	\$ 5,586.57		\$ 4,063.21
		SBX CONNECTIVITY BUSINESS						
1250000020	85	AIR PRODUCTS & CHEMICALS INC SBX=H1	02/02/09	05/21/12	6,763.43	4,316.90		2,446.53
	105	SBX CONNECTIVITY BUSINESS	03/06/09		8,354.83	4,866.44		3,488.39
	35		03/20/09		2,784.94	1,921.85		863.09
1250000030	70	CHUBB CORP SBX=H1	03/02/09	01/17/12	4,880.30	2,753.80		2,126.50
		SBX CONNECTIVITY BUSINESS						
1250000040	175	GENUINE PARTS CO SBX=H1	01/29/09	01/17/12	11,006.58	5,736.50		5,270.08
		SBX CONNECTIVITY BUSINESS						
1250000050	160	KIMBERLY CLARK CORP SBX=H1	09/17/10	04/25/12	12,590.59	10,671.98		1,918.61
		SBX CONNECTIVITY BUSINESS						
1250000060	50	KIMBERLY CLARK CORP SBX=H1	09/17/10	07/02/12	4,186.96	3,335.00		851.96
	75	SBX CONNECTIVITY BUSINESS	10/20/10		6,280.43	5,015.25		1,265.18
1250000070	4,151	KINDER MORGAN MANAGEMENT LLC .3707 CASH IN LIEU OF .78588 RECORD 01/31/12 PAY 02/14/12	03/06/09 03/13/09	02/14/12	32.83	11.98		20.85
					29.31	11.91		17.40
1250000080	1,217	KINDER MORGAN MANAGEMENT LLC .1086 CASH IN LIEU OF .29034 RECORD 04/30/12 PAY 05/15/12	03/06/09 03/13/09	05/15/12	8.67	3.46		5.21
					7.74	3.43		4.31
1250000090	85	MCDONALDS CORP SBX=H1	02/05/09 02/19/09	01/17/12	8,542.59	4,892.60		3,649.99
	35	SBX CONNECTIVITY BUSINESS			3,517.53	1,975.36		1,542.17
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
Barnes Foundation
Account 383-120555 - 244
EIN 06-0037140

(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 (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BAYER AG SPON ADR		CUSIP: 072730302	Symbol (Box 1d): BAYRY					
	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
KINDER MORGAN MGMT LLC		CUSIP: 49455U100	Symbol (Box 1d): KMR					
	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
KONINKLIJKE PHIL EL SP ADR NEW		CUSIP: 500472303	Symbol (Box 1d): PHG					
	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	\$19,635.52	\$0.00	\$3,623.91	\$0.00
PPG INDUSTRIES INC		CUSIP: 6933506107	Symbol (Box 1d): PPG					
	65,000	02/09/09	11/06/12	\$7,969.83	\$2,551.84	\$0.00	\$5,417.99	\$0.00

CONTINUED ON NEXT PAGE

Morgan Stanley
Barnes Foundation

Account 383-120555-246
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 (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 5)	FEDERAL INCOME TAX WITHHELD (Box 4)
VF 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		

#

Morgan Stanley

Ref: 00002125 00017021

2012 Year End Summary

THE BARNES FOUNDATION
Account Number 400-71371-12 246
EIN 06-0037160

Details of Additional Summary Information 2012

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

Rebate Payments	Reference number	Description	Amount	Federal Income 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 CONFIRM #500021420093230	05/31/11	05/21/12	\$ 100,000.00	\$ 123,991.93	(\$ 23,991.93)
					\$ 100,000.00	\$ 123,991.93	(\$ 23,991.93)

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	1,730.104	LAZARD EMERGING MKTS EQUITY PORT INSTL SHS CONFIRM #500021420093032	07/13/10	05/21/12	\$ 30,000.00	\$ 32,162.63	(\$ 2,162.63)
125000020	2,058.46	MFS INTERNATIONAL GROWTH FUND CL I CONFIRM #500021420093039	07/13/10	05/21/12	50,000.00	46,340.72	3,659.28

002126 CISYAXU4 010304 000000
002126 CISYAXU4 010302 000000
002126 CISYAXU4 010303 000000



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 8849 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
BARNES GROUP INCORPORATED	CUSIP: 067806109	Symbol (Box 1d): B						
	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	\$980.00	\$0.00	\$249,754.38	\$0.00
	10,000,000	03/09/92	12/18/12	\$219,995.07	\$850.00	\$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
ISHARES RUSSELL MIDCAP V IN FD	CUSIP: 464287473	Symbol (Box 1d): WS						
	1,535,000	01/29/09	12/06/12	\$75,938.88	\$41,265.41	\$0.00	\$34,673.47	\$0.00
ISHARES S&P SMALL CAP 600 VAL	CUSIP: 464287879	Symbol (Box 1d): IJS						
	938,000	01/29/09	12/06/12	\$73,882.44	\$41,219.00	\$0.00	\$32,663.44	\$0.00

CONTINUED ON NEXT PAGE

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 (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
THORNBURG INT'L VALUE I	2,538.071	05/31/11	12/06/12	\$70,000.00	\$78,045.68	\$0.00	(\$8,045.68)	\$0.00
Total.	941,979.04				1163,446.59	778,532.45		

#

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Of 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														122.
														3,970.

228111
05-01-12

(D) - Asset disposed

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

THE BARNES FOUNDATION INC. C/O SALLY A.

06-6037160

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

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

FORM 990-PF ACCOUNTING FEES STATEMENT 2

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

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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 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	BOOK VALUE
		DEPRECIATION	
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	END OF YEAR	FAIR MARKET
	YR BOOK VALUE	BOOK VALUE	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.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

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

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
Sequence No 179Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

THE BARNES FOUNDATION INC.

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

FORM 990-PF PAGE 1

Identifying number
06-6037160

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

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 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 ► <input type="checkbox"/>		

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	

216251
12-28-12 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2012)

THE BARNES FOUNDATION INC.

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

06-6037160 Page 2

Form 4562 (2012)

Part V**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

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

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

25

26 Property used more than 50% in a qualified business use.

	%							
	%							
	%							

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

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

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

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

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

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

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

37	Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38	Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39	Do you treat all use of vehicles by employees as personal use?		
40	Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41	Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI	Amortization					
	(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 Amortization of costs that begins during your 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 6th grade African-American and Latino boys. This is an extension of their very successful summer & after-school programs for 7th & 8th 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 5th grade curriculum led by Master Teaching Artist, Carol Glynn.

Klingensteiner 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 -12th grade in inner-city Harford & 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)