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Form **990**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)**  
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047  
**2012**  
**Open to Public Inspection**

**A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C** Name of organization: THE BARNES FOUNDATION  
 Doing Business As:  
 Number and street (or P O box if mail is not delivered to street address) Room/suite: 2025 BENJAMIN FRANKLIN PARKWAY  
 City or town, state or country, and ZIP + 4: PHILADELPHIA, PA 19130

**D** Employer identification number: 23-6000149

**E** Telephone number: (215) 278-7000

**F** Name and address of principal officer: MARGARET B ZMINDA, 2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130

**G** Gross receipts \$ 51,184,229

**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** Are all affiliates included?  Yes  No  
 If "No," attach a list (see instructions)  
**H(c)** Group exemption number ▶

**I** Tax-exempt status:  501(c)(3)  501(c) ( ) (Insert no )  4947(a)(1) or  527

**J** Website: WWW.BARNESFOUNDATION.ORG

**K** Form of organization:  Corporation  Trust  Association  Other ▶ EDUCATIONAL INSTITUTION  
**L** Year of formation: 1922  
**M** State of legal domicile: PA

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS AND HORTICULTURE TO MAINTAIN AN ART GALLERY CONTAINING WORKS OF ANCIENT AND MODERN ART, AS WELL AS AN ARBORETUM		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	15
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	15
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	177
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	142
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	183,204
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	48,096	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	95,576,890	28,689,357
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,024,796	3,844,563
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	854,703	1,375,429
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	354,153	-1,901,233
		97,810,542	32,008,116
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,197,657	6,873,537
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	752,904
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,893,277		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	5,343,081	14,418,363
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	10,540,738	22,044,804	
<b>19</b> Revenue less expenses Subtract line 18 from line 12	87,269,804	9,963,312	
<b>Net Assets or Fund Balances</b>		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16)	210,055,630	210,496,936
	<b>21</b> Total liabilities (Part X, line 26)	14,433,096	2,815,952
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	195,622,534	207,680,984	

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge

**Sign Here**  
 Signature of officer: \*\*\*\*\*  
 Date: 2014-11-10  
 MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO  
 Type or print name and title

**Paid Preparer Use Only**  
 Preparer's name: CHRISTOPHER M PEKULA  
 Preparer's signature: \_\_\_\_\_  
 Date: 2014-11-10  
 Check  if self-employed  
 PTIN: P00734965  
 Firm's name: MCGLADREY LLP  
 Firm's EIN: 42-0714325  
 Firm's address: 751 ARBOR WAY SUITE 200  
 Phone no: (215) 641-8600  
 BLUE BELL, PA 19422

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III

**1** Briefly describe the organization's mission  
TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS AND HORTICULTURE TO MAINTAIN AN ART GALLERY CONTAINING WORKS OF ANCIENT AND MODERN ART, AS WELL AS AN ARBORETUM

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses \$ 2,759,874 including grants of \$ ) (Revenue \$ 3,708,827 )  
PUBLIC VISITATION THE FOUNDATION'S GALLERY WAS RELOCATED TO THE PHILADELPHIA FACILITY IN 2012 AND OPENED TO THE PUBLIC IN MAY 2012 THE PHILADELPHIA FACILITY OPENED TO THE PUBLIC SIX DAYS PER WEEK AND OVER 200,000 PEOPLE VISITED FROM MAY 2012 THROUGH DECEMBER 2012 A GALLERY SHOP IS OPERATED IN CONNECTION WITH PUBLIC VISITATION AND SELLS REPRODUCTIONS, BOOKS AND OTHER ITEMS RELATED TO THE GALLERY AND THE ARBORETUM THE ARBORETUM WAS NOT OPEN TO THE PUBLIC IN 2012

**4b** (Code ) (Expenses \$ 929,148 including grants of \$ ) (Revenue \$ 142,150 )  
EDUCATION THE FOUNDATION SPONSORS SEPARATE THREE-YEAR CERTIFICATE PROGRAMS IN ART APPRECIATION AND HORTICULTURE, IN ADDITION TO SPECIAL TOPIC WORKSHOPS AT VARIOUS TIMES DURING THE YEAR THE FOUNDATION ALSO PROVIDES DOCENT-LED TOURS FOR SCHOOL GROUPS (KINDERGARTEN THROUGH UNDERGRADUATE PROGRAMS) DURING THE ACADEMIC YEAR WHICH SERVE APPROXIMATELY 4,000 STUDENTS ANNUALLY

**4c** (Code ) (Expenses \$ 1,101,309 including grants of \$ ) (Revenue \$ )  
COLLECTION AND COLLECTION CARE THE FOUNDATION ENGAGES IN AN ACTIVE PROGRAM OF CARE AND CONSERVATION OF THE OVER 8,000 OBJECTS CONTAINED IN ITS COLLECTION, INCLUDING, BUT NOT LIMITED TO, PAINTINGS, FRAMES, WORKS ON PAPER, FURNITURE AND METALWORK IN ADDITION, THE FOUNDATION CONDUCTS ONGOING SCHOLARSHIP AND RESEARCH ON OBJECTS AND ARTISTS REPRESENTED IN ITS COLLECTION, AS WELL AS THE HISTORY OF THE ORGANIZATION AND ITS FOUNDERS, DR ALBERT C BARNES AND LAURA BARNES AS PART OF ITS COLLECTION CARE AND EDUCATIONAL ACTIVITIES, THE FOUNDATION HAS A ROBUST PUBLICATIONS PROGRAM WITH FIVE BOOKS PUBLISHED IN THE CURRENT YEAR AND FOUR BOOKS UNDER DEVELOPMENT THE FOUNDATION ALSO MAINTAINS AND OPERATES AN ARCHIVE CONTAINING THE PAPERS OF DR BARNES AND OTHER RECORDS AND DOCUMENTATION RELATING TO THE HISTORY OF THE ORGANIZATION THE ARCHIVE, AS WELL AS THE LIBRARIES, ARE MADE AVAILABLE TO THE FOUNDATION'S STUDENTS, DOCUMENTS, AND OUTSIDE SCHOLARS AND RESEARCHERS

(Code ) (Expenses \$ 6,960,007 including grants of \$ ) (Revenue \$ )  
OTHER PROGRAM SERVICES THE FOUNDATION COMPLETED THE PROJECT TO CONSTRUCT A NEW FACILITY LOCATED IN THE CITY OF PHILADELPHIA IN 2012 THE NEW BUILDING PROVIDES EXPANDED FACILITIES FOR THE FOUNDATIONS' ART EDUCATION PROGRAM AND PERMITS INCREASED ACCESS TO THE ART COLLECTION FOR SCHOOL GROUPS, PROGRAM STUDENTS AND GENERAL VISITATION THE BUILDING ALSO INCLUDES A PUBLICALLY ACCESSIBLE LIBRARY AND A SPECIAL EXHIBITION GALLERY THE PROJECT OUTCOMES ALSO INCLUDED RAISING ENDOWMENT FUNDS TO SUPPORT THE COLLECTION, COLLECTION CARE ACTIVITIES AND GENERAL OPERATIONS

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ 6,960,007 including grants of \$ ) (Revenue \$ )

**4e Total program service expenses** 11,750,338

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>	Yes	
<b>9</b> Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>	Yes	
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
<b>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>	Yes	
<b>c</b> Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>		No
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>		No
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>	Yes	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>		No
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> <input checked="" type="checkbox"/>	Yes	
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		No
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> <input checked="" type="checkbox"/>	Yes	
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input checked="" type="checkbox"/>	Yes	
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> <input checked="" type="checkbox"/>		No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules** (continued)

<b>21</b>	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	<b>21</b>		No
<b>22</b>	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	<b>22</b>		No
<b>23</b>	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	<b>23</b>	Yes	
<b>24a</b>	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .	<b>24a</b>		No
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>		
<b>25a</b>	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	<b>25a</b>		No
<b>b</b>	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	<b>25b</b>		No
<b>26</b>	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	<b>26</b>		No
<b>27</b>	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	<b>27</b>		No
<b>28</b>	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
<b>a</b>	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28a</b>		No
<b>b</b>	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28b</b>		No
<b>c</b>	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28c</b>	Yes	
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	<b>29</b>	Yes	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	<b>30</b>	Yes	
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	<b>31</b>		No
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	<b>32</b>		No
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	<b>33</b>		No
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	<b>34</b>		No
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b>		No
<b>b</b>	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	<b>35b</b>		
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	<b>36</b>		No
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	<b>37</b>		No
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . . <b>1a</b> 100		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . . <b>1b</b> 0		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . . <b>1c</b> Yes	Yes	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . . <b>2a</b> 177		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) . . . . . <b>2b</b> Yes	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . . <b>3a</b> Yes	Yes	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . . <b>3b</b> Yes	Yes	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . . <b>4a</b>		No
<b>b</b>	If "Yes," enter the name of the foreign country <input type="checkbox"/> _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts . . . . .		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . . <b>5a</b>		No
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . . <b>5b</b>		No
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . . . . <b>5c</b>		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . . . . <b>6a</b>		No
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . . <b>6b</b>		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . . <b>7a</b> Yes	Yes	
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . . <b>7b</b> Yes	Yes	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . . <b>7c</b>		No
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year . . . . . <b>7d</b>		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <b>7e</b>		No
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>7f</b>		No
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . . <b>7g</b>		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . . <b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . <b>8</b>		
<b>9a</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did the organization make any taxable distributions under section 4966? . . . . . <b>9a</b>		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . . <b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12 . . . . . <b>10a</b>		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . . <b>10b</b>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders . . . . . <b>11a</b>		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . . <b>11b</b>		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . . <b>12a</b>		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>12b</b>		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O . . . . . <b>13a</b>		
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . . . . <b>13b</b>		
<b>13c</b>	Enter the amount of reserves on hand . . . . . <b>13c</b>		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year? . . . . . <b>14a</b>		No
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . . <b>14b</b>		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI . . . . . [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (15); 1b Enter the number of voting members included in line 1a, above, who are independent (15); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (No); 15b Other officers or key employees of the organization (No); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (No); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed CA, CT, DE, DC, FL, IL, MA, MD, NJ, NY, PA, VA
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: [ ] Own website, [ ] Another's website, [X] Upon request, [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MARGARET B ZMINDA 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA (215) 278-7000

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DR BERNARD C WATSON CHAIRMAN	1 00	X					0	0	0	
(2) JOSEPH NEUBAUER VICE CHAIRMAN	1 00	X					0	0	0	
(3) SHELDON M BONOVIK ESQ TRUSTEE	1 00	X					0	0	0	
(4) THE HONORABLE JACQUELINE F ALLEN SECRETARY	1 00	X					0	0	0	
(5) STEPHEN J HARMELIN ESQ TREASURER	1 00	X					0	0	0	
(6) ANDRE V DUGGIN TRUSTEE	1 00	X					0	0	0	
(7) AILEEN KENNEDY ROBERTS TRUSTEE	1 00	X					0	0	0	
(8) DR NEIL L RUDENSTINE TRUSTEE	1 00	X					0	0	0	
(9) GWENDOLYN STEWART KING TRUSTEE	1 00	X					0	0	0	
(10) DR BRENDA T THOMPSON TRUSTEE	1 00	X					0	0	0	
(11) RAJIV SAVARA TRUSTEE	1 00	X					0	0	0	
(12) DONN G SCOTT TRUSTEE	1 00	X					0	0	0	
(13) DR ERNEST C LEVISTER JR TRUSTEE	1 00	X					0	0	0	
(14) DR KHALIL GIBRAN MUHAMMAD TRUSTEE	1 00	X					0	0	0	
(15) THOMAS K WHITFORD TRUSTEE	1 00	X					0	0	0	
(16) DEREK A GILLMAN EXECUTIVE DIRECTOR & PRES	40 00			X			384,203	0	16,473	
(17) MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO	40 00			X			191,466	0	20,552	

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DIANA D DUNCAN SR VP, EXTERNAL AFFAIRS	40 00				X			242,984	0	12,284
(19) JAN ROTHSCHILD SVP FOR COMMUNICATIONS	40 00				X			156,144	0	8,531
(20) WILLIAM W MCDOWELL SR BUILDING PROJ EXEC	40 00					X		261,116	0	22,196
(21) LINDA SCRIBNER PASKIN DIRECTOR OF MAJOR GIFTS	40 00					X		205,269	0	7,490
(22) ROBERT UNDERWOOD SR DIRECTOR OF OPS AND GRNDS	40 00					X		119,557	0	11,059
(23) MARK R MILLS SR DIR OF EXT AFFAIRS FOR IND GIVING AND VS	40 00					X		111,850	0	10,807
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								1,672,589	0	109,392

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **8**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
LF DRISCOLL 9 PRESIDENTIAL BLVD BALA CYNWYD PA 19004	CONSTRUCTION AND MANAGEMENT	23,336,208
TODD WILLIAMS BILLIE TSIEN ARCHITECTS 222 CENTRAL PARK SOUTH NEW YORK NY 10019	ARCHITECTURAL SERVICES	1,814,752
ALLIED BARTON SECURITY PO BOX 828854 PHILADELPHIA PA 19182	SECURITY SERVICES	1,171,598
ARAMARK CORPORATION 1101 MARKET STREET PHILADELPHIA PA 19107	FOOD SERVICES	1,079,170
THE LUKENS GROUP 2800 SHIRLINGTON ROAD 9TH FLOOR ARLINGTON VA 222063613	CONSULTING SERVICES	756,002

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **30**

**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . . <b>1a</b>					
	<b>b</b> Membership dues . . . . . <b>1b</b>					
	<b>c</b> Fundraising events . . . . . <b>1c</b>	3,918,331				
	<b>d</b> Related organizations . . . . . <b>1d</b>					
	<b>e</b> Government grants (contributions) <b>1e</b>	102,135				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above <b>1f</b>	24,668,891				
	<b>g</b> Noncash contributions included in lines 1a-1f \$	3,002,500				
	<b>h Total.</b> Add lines 1a-1f . . . . .	28,689,357				
<b>Program Service Revenue</b>	<b>2a</b> ADMISSION, AUDIO RENTALS	900099	3,585,063	3,585,063		
	<b>b</b> EDUCATION	611600	142,150	142,150		
	<b>c</b> PUBLICATIONS	900004	117,350	117,350		
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f . . . . .		3,844,563			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		1,432,627		1,432,627	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .					
	<b>5</b> Royalties . . . . .					
	<b>6a</b> Gross rents	(i) Real				
		(ii) Personal				
		<b>b</b> Less rental expenses				
		<b>c</b> Rental income or (loss)				
	<b>d</b> Net rental income or (loss) . . . . .					
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	15,204,517			
		(ii) Other				
		<b>b</b> Less cost or other basis and sales expenses	15,261,715			
		<b>c</b> Gain or (loss)	-57,198			
	<b>d</b> Net gain or (loss) . . . . .		-57,198		-57,198	
	<b>8a</b> Gross income from fundraising events (not including \$ 3,918,331 of contributions reported on line 1c) See Part IV, line 18 . . . . .	<b>a</b>	244,290			
		<b>b</b> Less direct expenses . . . . . <b>b</b>	3,148,916			
<b>c</b> Net income or (loss) from fundraising events . . . . .			-2,904,626		-2,904,626	
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .	<b>a</b>					
	<b>b</b> Less direct expenses . . . . . <b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities . . . . .					
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>	1,713,811				
	<b>b</b> Less cost of goods sold . . . . . <b>b</b>	765,482				
	<b>c</b> Net income or (loss) from sales of inventory . . . . .		948,329	183,204	765,125	
Miscellaneous Revenue		Business Code				
<b>11a</b> LICENSING & MERCHANDISING	900099	48,650			48,650	
<b>b</b> MISCELLANEOUS INCOME	900099	6,414	6,414			
<b>c</b>						
<b>d</b> All other revenue . . . . .						
<b>e Total.</b> Add lines 11a-11d . . . . .		55,064				
<b>12 Total revenue.</b> See Instructions . . . . .		32,008,116	3,850,977	183,204	-715,422	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>		<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
<b>1</b>	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
<b>2</b>	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
<b>4</b>	Benefits paid to or for members.				
<b>5</b>	Compensation of current officers, directors, trustees, and key employees.	1,032,637		777,369	255,268
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
<b>7</b>	Other salaries and wages.	4,847,560	2,591,812	1,266,972	988,776
<b>8</b>	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	125,768	45,245	65,525	14,998
<b>9</b>	Other employee benefits.	439,618	240,885	119,301	79,432
<b>10</b>	Payroll taxes.	427,954	216,469	129,267	82,218
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management.				
<b>b</b>	Legal.	176,477		174,428	2,049
<b>c</b>	Accounting.	53,465		53,465	
<b>d</b>	Lobbying.				
<b>e</b>	Professional fundraising services. See Part IV, line 17.	752,904			752,904
<b>f</b>	Investment management fees.	254,460	43,458	211,002	
<b>g</b>	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	5,014,738	3,390,808	1,469,380	154,550
<b>12</b>	Advertising and promotion.	892,133	662,141	226,152	3,840
<b>13</b>	Office expenses.	815,825	448,140	218,425	149,260
<b>14</b>	Information technology.	347,652	106,982	227,693	12,977
<b>15</b>	Royalties.				
<b>16</b>	Occupancy.	1,639,415	323,208	1,316,207	
<b>17</b>	Travel.	160,148	79,951	60,205	19,992
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
<b>19</b>	Conferences, conventions, and meetings.	36,252	26,770	3,953	5,529
<b>20</b>	Interest.				
<b>21</b>	Payments to affiliates.				
<b>22</b>	Depreciation, depletion, and amortization.	3,466,820	2,916,811	550,009	
<b>23</b>	Insurance.	566,015	146,205	419,810	
<b>24</b>	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b>	PRINTED MATERIALS AND P	401,125	202,516	34,913	163,696
<b>b</b>	CREDIT CARD FEES	269,359	216,807	0	52,552
<b>c</b>	SUBSCRIPTIONS AND MEMBE	89,363	30,401	47,524	11,438
<b>d</b>	LICENSES AND FEES	67,972	21,905	20,679	25,388
<b>e</b>	All other expenses	167,144	39,824	8,910	118,410
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24e.	22,044,804	11,750,338	7,401,189	2,893,277
<b>26</b>	<b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	121,588	<b>1</b>	106,175
	<b>2</b> Savings and temporary cash investments . . . . .	3,634,258	<b>2</b>	4,701,724
	<b>3</b> Pledges and grants receivable, net . . . . .	47,539,299	<b>3</b>	21,103,546
	<b>4</b> Accounts receivable, net . . . . .	61,450	<b>4</b>	59,218
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .			<b>5</b>
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L . . . . .			<b>6</b>
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .	213,864	<b>8</b>	713,998
	<b>9</b> Prepaid expenses and deferred charges . . . . .	398,508	<b>9</b>	347,118
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	140,179,207		
	<b>b</b> Less accumulated depreciation . . . . .	12,223,931	115,182,594	<b>10c</b>
	<b>11</b> Investments—publicly traded securities . . . . .		<b>11</b>	
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	39,318,494	<b>12</b>	48,842,754
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets See Part IV, line 11 . . . . .	3,585,575	<b>15</b>	6,667,127
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	210,055,630	<b>16</b>	210,496,936	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	14,433,096	<b>17</b>	2,815,952
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	14,433,096	<b>26</b>	2,815,952
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	11,478,430	<b>27</b>	139,094,753
	<b>28</b> Temporarily restricted net assets . . . . .	160,766,271	<b>28</b>	34,873,564
	<b>29</b> Permanently restricted net assets . . . . .	23,377,833	<b>29</b>	33,712,667
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	195,622,534	<b>33</b>	207,680,984	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	210,055,630	<b>34</b>	210,496,936	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	32,008,116
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	22,044,804
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	9,963,312
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	195,622,534
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	2,095,138
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	207,680,984

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
<b>2c</b>	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
(Form 990 or 990EZ)

**Public Charity Status and Public Support**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
THE BARNES FOUNDATION

Employer identification number  
23-6000149

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I b  Type II c  Type III - Functionally integrated d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
 (ii) A family member of a person described in (i) above?  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
<b>11 Total support</b> (Add lines 7 through 10)						
<b>12</b> Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ▶						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	
<b>15</b> Public support percentage for 2011 Schedule A, Part II, line 14	<b>15</b>	
<b>16a 33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶		
<b>b 33 1/3% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶		
<b>17a 10%-facts-and-circumstances test—2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶		
<b>b 10%-facts-and-circumstances test—2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15	<b>16</b>	

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2012</b> (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	
<b>18</b> Investment income percentage from <b>2011</b> Schedule A, Part III, line 17	<b>18</b>	

- 19a 33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

<b>Facts And Circumstances Test</b>
-------------------------------------

<b>Explanation</b>

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions regarding donor advisement and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 3 columns: Line number, Description, and Held at the End of the Year (2a-2d). Includes rows for purpose of easements, number of easements, and monitoring expenses.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Line number, Description, and Amount. Includes rows for reporting on art collections and required amounts for revenues and assets.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

**3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a**  Public exhibition
- b**  Scholarly research
- c**  Preservation for future generations
- d**  Loan or exchange programs
- e**  Other EDUCATION

**4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

**5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

**1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

**b** If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
<b>1c</b> Beginning balance	
<b>1d</b> Additions during the year	
<b>1e</b> Distributions during the year	
<b>1f</b> Ending balance	

**2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

**b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance	23,985,525	8,241,195	3,718,087	3,607,301	
<b>b</b> Contributions	10,629,469	16,555,338	4,118,500	224,833	3,691,667
<b>c</b> Net investment earnings, gains, and losses	2,682,831	40,742	700,433	20,820	15,634
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs	1,222,308	851,750	295,825	134,867	100,000
<b>f</b> Administrative expenses					
<b>g</b> End of year balance	36,075,517	23,985,525	8,241,195	3,718,087	3,607,301

**2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a** Board designated or quasi-endowment 0 %
  - b** Permanent endowment 93.450 %
  - c** Temporarily restricted endowment 6.550 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

**3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
<b>(i)</b> unrelated organizations	<b>3a(i)</b> Yes	
<b>(ii)</b> related organizations	<b>3a(ii)</b>	No
<b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<b>3b</b>	

**4** Describe in Part XIII the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land		176,389		176,389
<b>b</b> Buildings		135,878,845	10,199,782	125,679,063
<b>c</b> Leasehold improvements				
<b>d</b> Equipment		511,759	267,035	244,724
<b>e</b> Other		3,612,214	1,757,114	1,855,100
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				127,955,276



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	37,783,517
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	2,095,138
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	20,325
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	3,914,398
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	6,029,861
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	31,753,656
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	254,460
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	254,460
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	32,008,116

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	25,725,067
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25		
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	20,325
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b>	Other losses . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	3,914,398
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	3,934,723
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	21,790,344
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	254,460
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	254,460
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	22,044,804

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
	PART III, LINE 4	THE FOUNDATION'S COLLECTIONS INCLUDE WORKS OF ANCIENT AND MODERN ART AND A SIGNIFICANT COLLECTION OF LIVING SPECIMENS OF TREES, PLANTS AND FLOWERS THE WORKS OF ART THAT ARE DISPLAYED IN THE FOUNDATION'S GALLERY ARE AVAILABLE FOR VISITATION BY THE PUBLIC AND ARE ALSO USED TO CONDUCT EDUCATIONAL ACTIVITIES TO TEACH THE PRINCIPLES OF ART APPRECIATION ESTABLISHED BY ITS FOUNDER THE LIVING COLLECTIONS ARE USED IN THE FOUNDATION'S PROGRAMS TO TEACH PRICIPLES OF AESTHETIC APPEAL OF PLANTS COMBINED WITH A BASE IN BOTANY, HORTICULTURE AND LANDSCAPE DESIGN
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE INCOME FROM THE FOUNDATION'S PERMANENTLY RESTRICTED ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE FOUNDATION'S PROGRAM OF COLLECTIONS AND COLLECTION CARE, EDUCATION AND UNRESTRICTED OPERATING COSTS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE FOUNDATION IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER THE PROVISIONS OF SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE IN ADDITION, THE FOUNDATION QUALIFIES FOR CHARITABLE CONTRIBUTION DEDUCTIONS AND HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION INCOME WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES MANAGEMENT HAS EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE FOUNDATION HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS CONSEQUENTLY, NO ACCRUAL FOR INTEREST AND PENALTIES WAS DEEMED NECESSARY FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011 THE FOUNDATION FILES INCOME TAX RETURNS IN THE U S FEDERAL JURISDICTION GENERALLY, THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U S FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009
PART XI, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 765,482 GALA EXPENSE 3,148,916
PART XI, LINE 4B - OTHER ADJUSTMENTS		INVESTMENT EXPENSE 254,460
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD 765,482 GALA EXPENSE 3,148,916
PART XII, LINE 4B - OTHER ADJUSTMENTS		INVESTMENT EXPENSE 254,460

## Additional Data

**Software ID:**

**Software Version:**

**EIN:** 23-6000149

**Name:** THE BARNES FOUNDATION

### Form 990, Schedule D, Part VII - Investments— Other Securities

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(3) Other (A) MONEY MARKET FUNDS	8,700,947	C
(B) US GOVERNMENT AND AGENCY NOTES AND BONDS	5,132,382	C
(C) CORPORATE FIXED INCOME BONDS AND NOTES	519,224	C
(D) FIXED INCOME MUTUAL FUNDS	15,025,117	C
(E) EQUITY MUTUAL FUNDS	13,840,515	C
(F) COMMODITY MUTUAL FUNDS	36,185	C
(G) INTERNATIONAL MUTUAL FUNDS	5,021,903	C
(H) EQUITY SECURITIES	566,481	C

**SCHEDULE E**  
**(Form 990 or 990-EZ)**

**Schools**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.**  
▶ **Attach to Form 990 or Form 990-EZ.**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
THE BARNES FOUNDATION

**Employer identification number**

23-6000149

**Part I**

	YES	NO
<b>1</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	Yes	
<b>2</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	Yes	
<b>3</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space use Part II	Yes	
<b>4</b> Does the organization maintain the following? <b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? <b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? <b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? <b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. If you need more space, use Part II	Yes	
<b>5</b> Does the organization discriminate by race in any way with respect to <b>a</b> Students' rights or privileges? <b>b</b> Admissions policies? <b>c</b> Employment of faculty or administrative staff? <b>d</b> Scholarships or other financial assistance? <b>e</b> Educational policies? <b>f</b> Use of facilities? <b>g</b> Athletic programs? <b>h</b> Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II		No
<b>6a</b> Does the organization receive any financial aid or assistance from a governmental agency?	Yes	
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either line 6a or line 6b, explain on Part II		No
<b>7</b> Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II	Yes	

**Part II Supplemental Information.** Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
EXPLANATION OF NONDISCRIMINATORY POLICY PUBLICATION	SCHEDULE E, PART I, LINE 3	ON NOVEMBER 12, 2010, THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES OF THE BARNES FOUNDATION FORMALLY REAFFIRMED THE FOUNDATION'S COMMITMENT TO PROVIDING EQUAL OPPORTUNITIES AND A POLICY OF NONDISCRIMINATION ON THE BASIS OF RACE, COLOR, SEX, SEXUAL ORIENTATION, GENDER IDENTITY, RELIGION, CREED, NATIONAL OR ETHNIC ORIGIN, CITIZENSHIP STATUS, AGE, DISABILITY, VETERAN STATUS OR ANY OTHER LEGALLY PROTECTED CLASS STATUS IN THE ADMINISTRATION OF ITS EDUCATIONAL PROGRAM ADMISSIONS, FINANCIAL AID, OR ANY OTHER BARNES FOUNDATION-ADMINISTERED EDUCATIONAL ACTIVITY OR RELATED EMPLOYMENT PRACTICES. THIS POLICY HAS BEEN PUBLICLY DISSEMINATED AND PUBLICIZED IN BARNES FOUNDATION MATERIALS, AS APPROPRIATE, TO ALL COMMUNITIES SERVED BY THE BARNES FOUNDATION.
EXPLANATION OF GOVERNMENT FINANCIAL ASSISTANCE	SCHEDULE E, PART I, LINE 6	THE ORGANIZATION RECEIVES GRANTS FROM THE NATIONAL ENDOWMENT FOR THE ARTS FOR \$65,000 AND PENNSYLVANIA COUNCIL ON THE ARTS FOR \$37,135.

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization THE BARNES FOUNDATION

Employer identification number 23-6000149

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes rows for THE LUKENS GROUP and SD&A TELESERVICES INC.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

CT, DC, FL, IL, MA, MD, NJ, NY, PA, VA

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<b>OPENING EVENTS</b> (event type)	(event type)	(total number)	(add col (a) through col (c))
<b>Revenue</b>	<b>1</b> Gross receipts . . . . .	4,162,621			4,162,621
	<b>2</b> Less Contributions . . . . .	3,918,331			3,918,331
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	244,290			244,290
<b>Direct Expenses</b>	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .				
	<b>7</b> Food and beverages . . . . .	680,764			680,764
	<b>8</b> Entertainment . . . . .	276,875			276,875
	<b>9</b> Other direct expenses . . . . .	2,191,277			2,191,277
	<b>10</b> Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶				(3,148,916)
<b>11</b> Net income summary Combine line 3, column (d), and line 10 . . . . . ▶				-2,904,626	

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		<b>1</b> Gross revenue . . . . .			
<b>Direct Expenses</b>	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Non-cash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
<b>6</b> Volunteer labor . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>7</b> Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶					
<b>8</b> Net gaming income summary Combine lines 1 and 7 in column (d) . . . . . ▶					

**9** Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_

**a** Is the organization licensed to operate gaming activities in each of these states? . . . . .  Yes  No

**b** If "No," explain \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

**b** If "Yes," explain \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Does the organization operate gaming activities with nonmembers?  Yes  No

**12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

**13** Indicate the percentage of gaming activity operated in

<b>a</b> The organization's facility	<b>13a</b>	
<b>b</b> An outside facility	<b>13b</b>	

**14** Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

**b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_

**c** If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

**16** Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ \$ .....

Description of services provided ▶ .....

Director/officer                       Employee                       Independent contractor

**17** Mandatory distributions

**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

**b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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**Schedule J**  
(Form 990)

**Compensation Information**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
THE BARNES FOUNDATION

Employer identification number

23-6000149

**Part I Questions Regarding Compensation**

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |  |
|--|--|
| <input type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract          |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?  
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>		
<b>2</b>	Yes	
<b>4a</b>		No
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)DEREK A GILLMAN EXECUTIVE DIRECTOR & PRES	(i)	290,703	93,500	0	0	16,473	400,676	0
	(ii)	0	0	0	0	0	0	0
(2)MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO	(i)	191,466	0	0	0	20,552	212,018	0
	(ii)	0	0	0	0	0	0	0
(3)DIANA D DUNCAN SR VP, EXTERNAL AFFAIRS	(i)	222,984	20,000	0	0	12,284	255,268	0
	(ii)	0	0	0	0	0	0	0
(4)JAN ROTHSCHILD SVP FOR COMMUNICATIONS	(i)	156,144	0	0	0	8,531	164,675	0
	(ii)	0	0	0	0	0	0	0
(5)WILLIAM W MCDOWELL SR BUILDING PROJ EXEC	(i)	211,116	50,000	0	0	22,196	283,312	0
	(ii)	0	0	0	0	0	0	0
(6)LINDA SCRIBNER PASKIN DIRECTOR OF MAJOR GIFTS	(i)	185,269	20,000	0	0	7,490	212,759	0
	(ii)	0	0	0	0	0	0	0

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**Part III** **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II  
Also complete this part for any additional information

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Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization THE BARNES FOUNDATION

Employer identification number 23-6000149

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ARAMARK CORPORATION	A TRUSTEE OF THE BARNES FDTN SERVES AS CHAIRMAN OF THE BOARD OF ARAMARK	405,039	THE BARNES FOUNDATION HAS RETAINED ARAMARK CORP FOR VARIOUS FOOD SERVICES CONSISTENT WITH THE CONFLICT OF INTEREST POLICY ESTABLISHED BY THE BARNES FOUNDATION, THE INTERESTED PERSON WAS EXCLUDED FROM PARTICIPATION IN ANY AND ALL DISCUSSIONS REGARDING THE DECISION TO RETAIN ARAMARK CORP THE SELECTION OF ARAMARK CORP AS A FOOD SERVICE PROVIDER WAS MADE PURSUANT TO A COMPETITIVE BIDDING PROCESS LED BY AN INDEPENDENT CONSULTANT, AND APPROVED BY THE BOARD OF TRUSTEES, WITH THE INTERESTED PERSON RECUSED FROM PARTICIPATION PAYMENTS REFLECTED IN LINE 1 ABOVE CONSIST OF COMMISSIONS PAID TO THE BARNES FOUNDATION BY ARAMARK CORPORATION ON CATERING REVENUES		No
(2) ARAMARK CORPORATION	A TRUSTEE OF THE BARNES FDTN SERVES AS CHAIRMAN OF THE BOARD OF ARAMARK	1,079,170	TRANSACTIONS AND PROCESS AS ABOVE PAYMENTS REFLECTED IN LINE 2 ABOVE CONSIST OF AMOUNTS PAID TO ARAMARK CORP BY BARNES FOUNDATION FOR CATERING AND RESTAURANT SERVICES		No

**Part V Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990.

Department of the Treasury Internal Revenue Service

Name of the organization THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining noncash contribution amounts. Rows include Art-Works of art, Art-Historical treasures, Art-Fractional interests, Books and publications, Clothing and household goods, Cars and other vehicles, Boats and planes, Intellectual property, Securities, Real estate, Collectibles, Food inventory, Drugs and medical supplies, Taxidermy, Historical artifacts, Scientific specimens, Archeological artifacts, and Other (GIFT CARDS).

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

Table with 2 columns: Yes, No. Value 29.

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

Table with 2 columns: Yes, No. Value No.

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

Table with 2 columns: Yes, No. Value No.

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

Table with 2 columns: Yes, No. Value No.

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Table with 2 columns: Yes, No.

**Part III** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier

Return Reference

Explanation

Schedule M (Form 990) (2012)

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.**  
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization  
THE BARNES FOUNDATION

**Employer identification number**

23-6000149

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE BARNES FOUNDATION 990 IS PREPARED BY AN INDEPENDENT FIRM AND A DRAFT IS PRESENTED TO THE SENIOR VICE PRESIDENT, CFO AND COO (A MEMBER OF MANAGEMENT) FOR FINAL REVIEW THE 990 IS THEN FINALIZED BY THE INDEPENDENT FIRM AND THE BARNES FOUNDATION SUBMITS THE DRAFT 990 FOR REVIEW TO ALL BOARD MEMBERS PRIOR TO FILING AND THEN SUBMITS FORM 990 TO THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	IN ADDITION TO REQUIRING EACH TRUSTEE, OFFICER AND KEY EMPLOYEE TO MAKE A DISCLOSURE OF ANY POSSIBLE PERSONAL, FAMILIAL, OR BUSINESS RELATIONSHIP THAT COULD GIVE RISE TO A CONFLICT OF INTEREST OR THE APPEARANCE OF A CONFLICT OF INTEREST, THE FOUNDATION'S CONFLICT OF INTEREST POLICY ALSO REQUIRES THE DISCLOSURE OF ANY CHANGE OF CIRCUMSTANCE THAT WOULD GIVE RISE TO CONFLICTS CONCERNS. MOREOVER, THE FOUNDATION HAS ADOPTED A WHISTLEBLOWER POLICY DESIGNED TO ENCOURAGE PROMPT DISCLOSURE BY TRUSTEES, OFFICERS AND EMPLOYEES OF ANY UNLAWFUL OR IMPROPER BEHAVIOR OR TRANSACTIONS, INCLUDING THOSE THAT RAISE POTENTIAL CONFLICT OF INTEREST CONCERNS. EACH YEAR ALL DIRECTORS, OFFICERS, TRUSTEES AND KEY EMPLOYEES ARE REMINDED OF THEIR OBLIGATIONS TO COMPLY WITH THE CONFLICT ON INTEREST POLICY AT THE ORGANIZATION'S ANNUAL MEETING AND PERIODICALLY AT OTHER TIMES DURING THE YEAR.

Identifier	Return Reference	Explanation
		THE BARNES FOUNDATION PERFORMS A REVIEW OF COMPENSATION AND BENEFITS PACKAGES (INCLUDING FRINGE, RETIREMENT AND SEVERAGE BENEFITS FOR KEY EMPLOYEES AT THE TIME OF HIRE) THIS REVIEW RELIES UPON COMPARABILITY DATA TO DETERMINE WHETHER THE COMPENSATION ARRANGEMENT IN ITS ENTIRETY IS REASONABLE. FOR THIS PURPOSE, APPROPRIATE AND RELEVANT INFORMATION INCLUDES COMPENSATION PAID BY SIMILIARLY SITUATED TAX-EXEMPT AND TAXABLE ORGANIZATIONS FOR FUNCTIONALLY COMPARABLE POSITIONS. THIS REVIEW ALSO TAKES INTO ACCOUNT THE SIZE, REVENUE, GEOGRAPHIC LOCATION, STRUCTURE AND COMPLEXITY OF THE ORGANIZATION. THE SALARY AND BENEFITS FOR THE EXECUTIVE DIRECTOR AND PRESIDENT ARE DETERMINED PURSUANT TO AN EMPLOYMENT AGREEMENT.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE BARNES FOUNDATION'S BY-LAWS, CHARTER, FINANCIAL STATEMENTS AND CERTAIN OTHER GOVERNING DOCUMENTS (E.G., CONFLICT OF INTEREST POLICY), ARE AVAILABLE FOR REVIEW UPON REQUEST, DIRECTED TO THE FOLLOWING GENERAL COUNSEL (A MEMBER OF MANAGEMENT), BARNES FOUNDATION, 2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130

Identifier	Return Reference	Explanation
OTHER FEES	FORM 990, PART IX, LINE 11G	CONSULTING SERVICES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 60,499 TOTAL EXPENSES 60,499 FEES FOR SERVICES (OTHER-SECURITY) PROGRAM SERVICE EXPENSES 47,739 MANAGEMENT AND GENERAL EXPENSES 1,299,781 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,347,520 FEES FOR SERVICES (OTHER-PARKING) PROGRAM SERVICE EXPENSES 285,865 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 17,001 TOTAL EXPENSES 302,866 FEES FOR SERVICES (OTHER-GRAPHIC DESIGN) PROGRAM SERVICE EXPENSES 191,429 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 3,391 TOTAL EXPENSES 194,820 FEES FOR SERVICES (OTHER-AUDIO GUIDE) PROGRAM SERVICE EXPENSES 144,711 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 144,711 FEES FOR SERVICES (OTHER-CALL CENTER) PROGRAM SERVICE EXPENSES 186,895 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 186,895 FEES FOR SERVICE (OTHER) PROGRAM SERVICE EXPENSES 1,321,905 MANAGEMENT AND GENERAL EXPENSES 169,599 FUNDRAISING EXPENSES 73,659 TOTAL EXPENSES 1,565,163 FEES FOR SERVICES (OTHER-CONSERVATION) PROGRAM SERVICE EXPENSES 1,212,264 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,212,264

Identifier	Return Reference	Explanation
		FORM 990, PART XII, LINE 2C THERE IS NO CHANGE TO THIS PROCESS FROM THE PRIOR YEAR

Identifier	Return Reference	Explanation
	AMENDED RETURN EXPLANATION	THIS AMENDED FORM 990 IS BEING FILED TO DISCLOSE THE APPROPRIATE INFORMATION RELATED TO BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS. THIS INFORMATION HAS BEEN DISCLOSED ON FORM 990, PART VII, SECTION B, LINE 1, FORM 990, PART IV, LINE 28C AND SCHEDULE L.