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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

| | | |
|---|---|--|
| Name of foundation BARNES GROUP FOUNDATION INC | | A Employer identification number 23-7339727 |
| Number and street (or P.O. box number if mail is not delivered to street address) 123 MAIN STREET | Room/suite | B Telephone number 860-583-7070 |
| City or town, state, and ZIP code BRISTOL, CT 06010 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,615,355. | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|----------|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | 1,850,000. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 5,579. | 5,579. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | | | | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | -488. | | | |
| b Gross sales price for all assets on line 6a | 166,212. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | | 1,855,000. | 5,579. | 0. | |
| 13 Compensation of officers, directors, trustees, etc | | 0. | 0. | 0. | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | | | | | |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes | STMT 2 | 1. | 0. | 0. | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | STMT 3 | 15,975. | 0. | 0. | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 15,976. | 0. | 0. | 0. |
| 25 Contributions, gifts, grants paid | | 1,048,966. | | | 1,048,966. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 1,064,942. | 0. | 0. | 1,048,966. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | 790,149. | | | |
| b Net investment income (if negative, enter -0-) | | | 5,579. | | |
| c Adjusted net income (if negative, enter -0-) | | | | 0. | |

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LHA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

09050809 784029 FOUNDATION

2012.04000 BARNES GROUP FOUNDATION INC FOUNDAT1

SCANNED SEP 03 2013

6/8

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|-----------------------------|--|---|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 825,206. | 1,123,734. | 1,123,734. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds STMT 4 | 0. | 485,343. | 485,343. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other | | | |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ INTEREST RECEIVABLE) | 0. | 6,278. | 6,278. |
| | 16 Total assets (to be completed by all filers) | 825,206. | 1,615,355. | 1,615,355. |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 825,206. | 1,615,355. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances | 825,206. | 1,615,355. | |
| | 31 Total liabilities and net assets/fund balances | 825,206. | 1,615,355. | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | |
|---|---|------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 825,206. |
| 2 Enter amount from Part I, line 27a | 2 | 790,149. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 1,615,355. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,615,355. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a CAPITAL GAINS | | P | 10/02/12 | 11/07/12 |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 166,212. | | 166,700. | -488. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | -488. |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|---|----------|--------------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | 2 | -488. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2011 | 1,012,503. | 408,734. | 2.477169 |
| 2010 | 1,104,796. | 77,004. | 14.347255 |
| 2009 | 1,020,437. | 360,309. | 2.832116 |
| 2008 | 1,019,515. | 285,627. | 3.569393 |
| 2007 | 1,012,566. | 302. | 3,352.867550 |

| | | |
|---|----------|---------------------|
| 2 Total of line 1, column (d) | 2 | 3,376.093483 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 675.218697 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 1,201,983. |
| 5 Multiply line 4 by line 3 | 5 | 811,601,395. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 56. |
| 7 Add lines 5 and 6 | 7 | 811,601,451. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 1,048,966. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

| | | | |
|--|----|------|------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | 1 | 112. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | 2 | 0. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 3 | 112. |
| 3 Add lines 1 and 2 | | 4 | 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 5 | 112. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 112. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 112. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | X | |

N/A

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|-----------------|--------------|---------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► THOMAS O. BARNES Located at ► 123 MAIN STREET, BRISTOL, CT | Telephone no. ► | 860-583-7070 | ZIP+4 ► 06010 |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 | | N/A | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

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

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

| | Yes | No |
|---|---|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A | 1b | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► , , , <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , , | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | X |

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE ATTACHED | | | | |
| | 0.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

Form 990-PF (2012)

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

| | | | |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 242,672. |
| b | Average of monthly cash balances | 1b | 974,476. |
| c | Fair market value of all other assets | 1c | 3,139. |
| d | Total (add lines 1a, b, and c) | 1d | 1,220,287. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,220,287. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 18,304. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,201,983. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 60,099. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | | |
|----|--|----|---------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 60,099. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 112. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 112. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 59,987. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 59,987. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 59,987. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|----|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,048,966. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,048,966. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,048,966. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 59,987. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years. | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012. | | | | |
| a From 2007 | 1,012,551. | | | |
| b From 2008 | 1,005,236. | | | |
| c From 2009 | 1,020,437. | | | |
| d From 2010 | 1,100,947. | | | |
| e From 2011 | 992,067. | | | |
| f Total of lines 3a through e | 5,131,238. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,048,966. | | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 59,987. |
| e Remaining amount distributed out of corpus | 988,979. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 6,120,217. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 1,012,551. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 5,107,666. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | 1,005,236. | | | |
| b Excess from 2009 | 1,020,437. | | | |
| c Excess from 2010 | 1,100,947. | | | |
| d Excess from 2011 | 992,067. | | | |
| e Excess from 2012 | 988,979. | | | |

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| <i>a</i> Paid during the year | | | | |
| SEE ATTACHED | | | CONTRIBUTIONS GIFTS AND GRANTS | 1,048,966. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 1,048,966. |
| <i>b</i> Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

BARNES GROUP FOUNDATION INC

23-7339727

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

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

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

BARNES GROUP FOUNDATION INC

23-7339727

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

BARNES GROUP FOUNDATION INC**23-7339727**

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

Use duplicate copies of Part III if additional space is needed.

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

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

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

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

THOMAS O. BARNES

- The books are in the care of ► **123 MAIN STREET - BRISTOL, CT 06010**
Telephone No. ► **860-583-7070** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending

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

| | | | |
|---|----|----|-------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 112. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 112. |

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

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

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868. If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

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

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

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

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

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

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

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

Signature and Verification must be completed for Part II only.

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

Signature Thomas O. Barnes Title Date 5/13/13

Form 8868 (Rev. 1-2013)

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

| SOURCE | AMOUNT |
|--|--------|
| INTEREST | 5,579. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 5,579. |

FORM 990-PF TAXES STATEMENT 2

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

FORM 990-PF OTHER EXPENSES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SCHOLARSHIP GRANT ADMINISTRATION | 15,975. | 0. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 15,975. | 0. | 0. | 0. |

FORM 990-PF CORPORATE BONDS STATEMENT 4

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| BONDS | 485,343. | 485,343. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 485,343. | 485,343. |

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

ADDRESS

EDMUND CARPENTER

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

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | GRANT APPLICATION SUBMISSION INFORMATION | STATEMENT | 6 |
| | PART XV, LINES 2A THROUGH 2D | | |

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

603-627-3870

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORMS PROVIDED BY OPERATING DIVISIONS OF BARNES GROUP INC.

ANY SUBMISSION DEADLINES

MARCH 1ST OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

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

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

04

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

THOMAS O. BARNES

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

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

| | | | |
|--|-----------|----|-------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 112. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | 0. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 112. |

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

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

Form **8868** (Rev. 1-2013)

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2012

#23-7339727

Part VIII Officers as Directors

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

*Director

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2012

#23-7339727

Part XV, Question 2(d)

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

BARNES GROUP FOUNDATION, INC.

**FINANCIAL STATEMENTS
AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED

DECEMBER 31, 20012



BARNES GROUP FOUNDATION, INC.
STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2012 and 2011

| | <u>2012</u> | <u>2011</u> |
|--|-----------------------------|---------------------------|
| <u>Assets</u> | | |
| Cash | 1,123,734 | 825,206 |
| Other Current Assets | | |
| Federal Excise Tax Receivable | 0 | 0 |
| Interest and Other Income Receivable | 6,278 | 0 |
| Dividends Receivable | 0 | 0 |
| Investments at Market Value | 0 | 0 |
| Receivable BGI | 0 | 0 |
| Bonds | 485,343 | 0 |
| Total Assets | <u>1,615,355</u> | <u>825,206</u> |
| <u>Liabilities and Unrestricted Net Assets</u> | | |
| Liabilities | | |
| Payable | 0 | 0 |
| Federal Excise Tax Payable | 0 | 0 |
| Deferred Excise Tax Liabilities | 0 | 0 |
| Total Liabilities | <u>0</u> | <u>0</u> |
| Unrestricted Net Assets | | |
| Net Assets | <u>1,615,355</u> | <u>825,206</u> |
| Total Liabilities and Net Assets | <u>1,615,355</u> | <u>825,206</u> |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF ACTIVITY
FOR THE YEARS ENDED DECEMBER 31, 2012 and 2011

| | <u>2012</u> | <u>2011</u> |
|--|-------------------------|-----------------------|
| <u>Investment Income</u> | | |
| Interest and Other Income | 5,579 | 73 |
| Dividends | 0 | 0 |
| Net Loss on Sale of Investments | 0 | 0 |
| Change in Value of Investments | 0 | 0 |
| Gain/Loss | (488) | 0 |
| Total investment income | <u><u>5,091</u></u> | <u><u>73</u></u> |
| <u>Expenses</u> | | |
| Trustee Fees | 15,975 | 12,125 |
| Federal Excise and State Fees | 1 | 1 |
| State Fees | 0 | 0 |
| Foreign Withholding Taxes | 0 | 0 |
| Other Expenses | 0 | 0 |
| Printing | 0 | 238 |
| Bank Fees | 0 | 0 |
| Total expenses | <u><u>15,976</u></u> | <u><u>12,364</u></u> |
| Excess/(Decrease) of Investment Income over Expenses | (10,885) | (12,291) |
| Contribution, Received | 1,850,000 | 1,850,000 |
| Contributions, Distributed | <u>(1,048,966)</u> | <u>(1,012,503)</u> |
| (Decrease)/Increase in Net Assets | 790,149 | 825,206 |
| Net Assets - beginning of year | <u>825,206</u> | <u>0</u> |
| Net Assets - end of year | <u><u>1,615,355</u></u> | <u><u>825,206</u></u> |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2012 and 2011

| | <u>2012</u> | <u>2011</u> |
|--|-------------------------|-----------------------|
| Operating Activities | | |
| -(Decrease)/Increase in Net Assets | 790,149 | 825,206 |
| Adjustments to reconcile (decrease)/increase in net assets to net cash provided by (used in) operating activities: | | |
| Principal account cash reclassified from invest. acct. | 0 | 0 |
| Cash contributions receivable | 0 | (4,710) |
| Interest and dividends receivable | 0 | 0 |
| Federal excise tax receivable | 0 | 0 |
| Deferred excise tax receivable | 0 | 0 |
| Distributions payable | 0 | 4,710 |
| Federal excise tax payable | 0 | 0 |
| Deferred excise tax payable | 0 | 0 |
| Net realized and unrealized gains on investments | 0 | 0 |
| Cash used in operating activities | <u>790,149</u> | <u>825,206</u> |
| Investing Activities: | | |
| Purchase of investments | 0 | 0 |
| Sale of investments | 0 | 0 |
| Cash provided by investing activities | <u>0</u> | <u>0</u> |
| Financing Activities: | | |
| Cash provided by financing activities | 0 | 0 |
| Net increase (decrease) in cash and cash equivalents | 790,149 | 825,206 |
| Cash and cash equivalents - beginning of year | 825,206 | 0 |
| Cash and cash equivalents - end of year | <u><u>1,615,355</u></u> | <u><u>825,206</u></u> |

BARNES GROUP FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 and 2011

1. Summary of Significant Accounting Policies

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

During 2012, the Foundation operated on contributions provided by Barnes Group Inc. (BGI) and a private donor. In addition, the Foundation operated on income realized from investment of those contributions. In 2012 BGI contributed \$1,100,000 to the Foundation. In 2011 BGI contributed \$1,100,000 to the Foundation. Mr. Edmund Carpenter, a private donor, contributed \$750,000 in December 2011. In 2012, Mr. Edmund Carpenter, a private donor, contributed \$750,000.

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

Income and expenses are recorded on an accrual basis.

2. Investments

Investments at December 31, 2012 and 2011 consist of the following:

| | <u>2012</u> | | <u>2011</u> | |
|--------------------------|---------------------|-------------|---------------------|-------------|
| | <u>Market Value</u> | <u>Cost</u> | <u>Market Value</u> | <u>Cost</u> |
| Common stock | -0- | -0- | -0- | -0- |
| Other investments | 485,343 | -0- | -0- | -0- |
| Total Investments | <u>-0-</u> | <u>-0-</u> | <u>-0-</u> | <u>-0-</u> |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule I

| <u>Date</u> | <u>Check Number</u> | <u>Description</u> | <u>Amount</u> |
|-----------------------------|-------------------------|---|---------------|
| Health & Welfare | | | |
| 01/25/2012 | 10338 | Bristol Fire Department | 3,000.00 |
| 01/25/2012 | 10339 | Bristol Hospital Development Foundation | 3,000 00 |
| 02/08/2012 | 10344 | Easter Seals Rehabilitation Center | 1,000.00 |
| 02/08/2012 | 10346 | North Star Foundation | 500.00 |
| 02/15/2012 | 10356 | United Way West Central CT | 86,352 84 |
| 02/20/2012 | 10357 | World Vision | 1,440.00 |
| 02/20/2012 | 10358 | American Lung Association of OH | 100.00 |
| 02/20/2012 | 10359 | Special Olympics Ohio | 50.00 |
| 02/20/2012 | 10360 | Cleveland Foodbank, Inc. | 50.00 |
| 02/20/2012 | 10362 | American Cancer Society of KY | 140.00 |
| 02/20/2012 | 10365 | American Cancer society of MA | 100.00 |
| 02/20/2012 | 10366 | St. Jude's Children's Research Hospital | 100 00 |
| 02/20/2012 | 10367 | Bristol Hospital Development Foundation | 2,000.00 |
| 02/20/2012 | 10369 | Family Centers | 50.00 |
| 02/20/2012 | 10371 | Organization for Autism Research | 500.00 |
| 02/20/2012 | 10373 | North Shore Animal League America | 200.00 |
| 02/20/2012 | 10374 | Bristol Hospital Development Foundation | 100.00 |
| 02/20/2012 | 10375 | NAMI of VA | 0.00 |
| 02/20/2012 | 10376 | Sojourner Family Peace Center | 400.00 |
| 02/20/2012 | 10378 | Bristol Hospital Development Foundation | 2,000.00 |
| 02/20/2012 | 10379 | Bristol Hospital Development Foundation | 50.00 |
| 02/20/2012 | 10380 | March Of Dimes of NY | 50.00 |
| 02/20/2012 | 10381 | American Heart Association of FL | 200.00 |
| 02/20/2012 | 10383 | Leukemia & Lymphoma Society of CT | 50.00 |
| 02/20/2012 | 10384 | American Cancer Society of MI | 100.00 |
| 02/21/2012 | 10387 | American Cancer society of MA | 1,650.00 |
| 03/06/2012 | 10389 | Wheeler Clinic | 900.00 |
| 03/06/2012 | 10394 | Bristol Hospital Development Foundation | 760.00 |
| 03/06/2012 | 10395 | United Way West Central CT | 2,500 00 |
| 03/06/2012 | 10396 | United Way West Central CT | 1,000.00 |
| 03/08/2012 | 10398 | Smile Train | 50.00 |
| 03/08/2012 | 10400 | Providence House, Inc. | 50 00 |
| 03/08/2012 | 10401 | American Heart Association of TX | 50 00 |
| 03/08/2012 | 10402 | Hunger Network of Greater Cleveland | 100.00 |
| 03/08/2012 | 10403 | Pius XI High School | 50.00 |
| 03/08/2012 | 10404 | Connecticut Hospice, Inc. | 50.00 |
| 03/08/2012 | 10405 | Georgia Humane Society | 4,000 00 |
| 03/08/2012 | 10406 | Carpenters for Christ | 600 00 |
| 03/08/2012 | 10407 | Memorial Sloan-Kettering Cancer Center | 100.00 |
| 03/08/2012 | 10408 | Veterans of Foreign Wars of MI | 200.00 |
| 04/03/2012 | 10413 | Windsor Recovery Club | 100 00 |
| 04/03/2012 | 10414 | Juvenile Diabetes Research Foundation | 3,000 00 |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule 1

| | | | |
|-----------------------|------------------|--|------------------|
| 04/03/2012 | 10415 | CT Children's Medical Center Fnd | 4,397.00 |
| 04/18/2012 | 10421 | Bristol Hospital Development Foundation | 500.00 |
| 04/25/2012 | 10425 | Erie City Mission | 1,200.00 |
| 04/25/2012 | 10427 | Avon Products Foundation, Inc. of MD | 0.00 |
| 04/25/2012 | 10428 | Bristol Hospital Development Foundation | 72.00 |
| 04/25/2012 | 10429 | West Side Community House | 2,000.00 |
| 04/25/2012 | 10430 | National Kidney Foundation of MD | 70.00 |
| 04/25/2012 | 10432 | American Heart Association of NH | 50.00 |
| 04/25/2012 | 10434 | Leukemia & Lymphoma Society of MA | 50.00 |
| 04/25/2012 | 10435 | American Red Cross of MA | 50.00 |
| 04/25/2012 | 10439 | American Heart Association | 50.00 |
| 04/25/2012 | 10440 | American Heart Association of KS | 60.00 |
| 04/25/2012 | 10441 | Our Lady of Peace Home | 100.00 |
| 04/25/2012 | 10443 | Bristol Hospital Development Foundation | 50.00 |
| 04/25/2012 | 10444 | International Myeloma Foundation | 550.00 |
| 04/25/2012 | 10450 | St. Jude's Children's Research Hospital | 70.00 |
| 04/25/2012 | 10452 | National Multiple Sclerosis Society of CT | 50.00 |
| 04/25/2012 | 10453 | FOODSHARE | 2,000.00 |
| 04/25/2012 | 10454 | American Heart Association of NH | 120.00 |
| 04/25/2012 | 10457 | Catholic Charities Corporation | 800.00 |
| 04/25/2012 | 10458 | Catholic Relief Services | 200.00 |
| 04/25/2012 | 10459 | American Institute for Cancer Research | 200.00 |
| 04/25/2012 | 10460 | Upper Room Ministries | 200.00 |
| 04/25/2012 | 10461 | Alzheimer's Association of MD | 0.00 |
| 04/25/2012 | 10462 | American Heart Association of VA | 50.00 |
| 04/25/2012 | 10466 | Catholic Center Diocese of Bridgeport | 1,000.00 |
| 04/25/2012 | 10474 | US Catholic Conference - Annual Appeal | 200 00 |
| 05/02/2012 | 10476 | Avon Products Foundation, Inc. | 200 00 |
| 05/09/2012 | 10480 | Alzheimer's Disease Research | 200.00 |
| 05/10/2012 | 10481 | Bristol Hospital Development Foundation | 200 00 |
| 05/10/2012 | 10482 | West Side Community House | 600.00 |
| 05/10/2012 | 10485 | Special Olympics Connecticut | 60.00 |
| 05/10/2012 | 10486 | Plymouth Community Food Bank | 200.00 |
| 05/10/2012 | 10487 | March Of Dimes of NY | 50.00 |
| 05/10/2012 | 10489 | Children's Miracle Network | 50.00 |
| 05/10/2012 | 10491 | National Multiple Sclerosis Society of CT | 260.00 |
| 05/10/2012 | 10493 | Special Olympics Connecticut | 110.00 |
| 05/10/2012 | 10494 | Easter Seals Inc of IL | 50.00 |
| 05/10/2012 | 10495 | Bristol Hospital Development Foundation | 100.00 |
| 05/10/2012 | 10497 | Bristol Preschool Child Care Center, Inc. | 50.00 |
| 05/10/2012 | 10498 | Special Olympics Connecticut | 60.00 |
| 05/10/2012 | 10499 | Special Olympics Connecticut | 60.00 |
| 05/10/2012 | 10500 | Organization for Autism Research | 168 00 |
| 05/10/2012 | 10501 | American Heart Association of VA | 50 00 |
| 05/10/2012 | 10502 | American Heart Association of VA | 50 00 |
| 05/10/2012 | 10504 | Special Olympics Connecticut | 60.00 |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule 1

| | | | |
|------------|-------|---|------------|
| 05/10/2012 | 10508 | Bristol Hospital Development Foundation | 1,500.00 |
| 05/29/2012 | 10513 | Greater Waterbury Chamber Fnd. Inc. | 1,000.00 |
| 06/18/2012 | 10514 | Network Against Domestic Abuse | 2,500.00 |
| 06/19/2012 | 10516 | Erie City Mission | 400.00 |
| 06/19/2012 | 10517 | Erie City Mission | 400.00 |
| 06/19/2012 | 10518 | Crossroads | 577.00 |
| 06/19/2012 | 10520 | March of Dimes of WI | 50.00 |
| 06/19/2012 | 10521 | US Catholic Conference - Annual Appeal | 100.00 |
| 06/19/2012 | 10522 | American Heart Association | 60.00 |
| 06/19/2012 | 10523 | American Cancer Society of GA | 120.00 |
| 06/19/2012 | 10524 | Baystate Health Foundation Inc. | 52.00 |
| 06/19/2012 | 10528 | Georgia Humane Society | 4,000.00 |
| 06/19/2012 | 10531 | Bristol Preschool Child Care Center, Inc. | 100.00 |
| 06/19/2012 | 10532 | March of Dimes of WI | 150.00 |
| 06/19/2012 | 10534 | American Lung Association of CT | 200.00 |
| 06/19/2012 | 10535 | FOODSHARE | 100.00 |
| 06/19/2012 | 10536 | Wolcott Volunteer Ambulance Association | 50.00 |
| 06/19/2012 | 10537 | AMVETS National Service Fnd. | 200.00 |
| 06/19/2012 | 10540 | American Cancer Society of KY | 2,124.00 |
| 06/19/2012 | 10541 | Hunger Network of Greater Cleveland | 8,098.00 |
| 06/20/2012 | 10542 | Mount Sinai Medical Center | 200.00 |
| 06/20/2012 | 10544 | St. Jude's Children's Research Hospital | 50.00 |
| 06/20/2012 | 10545 | Nazareth Housing | 100.00 |
| 06/20/2012 | 10547 | Alzheimer's Association CT Chapter | 100.00 |
| 06/20/2012 | 10548 | Multiple Myeloma Research Fnd. | 120.00 |
| 06/20/2012 | 10549 | Hunger Network of Greater Cleveland | 80.00 |
| 06/27/2012 | 10561 | Good Shepherd Hospice | 200.00 |
| 06/27/2012 | 10562 | Humane Society of the US | 200.00 |
| 07/09/2012 | 10566 | American Society for Yad Vashem | 500.00 |
| 07/09/2012 | 10568 | United Way West Central CT | 500.00 |
| 07/09/2012 | 10569 | CT Children's Medical Center Auxiliary | 10,000.00 |
| 07/09/2012 | 10581 | Yale Cancer Center - Smilow Campaign | 10,000.00 |
| 07/09/2012 | 10583 | Hospital for Special Care | 5,000.00 |
| 07/10/2012 | 10584 | HARC, Inc. | 500.00 |
| 07/17/2012 | 10585 | Discovery League Fund | 1,000.00 |
| 07/17/2012 | 10586 | Hospice of the Western Reserve | 1,752.00 |
| 07/18/2012 | 10587 | Leukemia & Lymphoma Society of CT | 100.00 |
| 07/18/2012 | 10588 | Myasthenia Gravis Foundation | 50.00 |
| 07/18/2012 | 10590 | Strain for the Brain | 100.00 |
| 07/18/2012 | 10592 | US Catholic Conference - Annual Appeal | 600.00 |
| 07/18/2012 | 10594 | Lamoille Area Cancer Network | 100.00 |
| 07/18/2012 | 10597 | CT Challenge | 100.00 |
| 07/18/2012 | 10598 | FOODSHARE | 100.00 |
| 07/18/2012 | 10599 | Shriners Hospital for Children | 50.00 |
| 07/18/2012 | 10600 | FOODSHARE | 60.00 |
| 07/25/2012 | 10604 | United Way West Central CT | 135,567.28 |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule I

| | | | |
|------------|-------|---|----------|
| 07/31/2012 | 10605 | Fr. Cooper's Annual Charity Golf Classic | 500.00 |
| 08/08/2012 | 10607 | Bandit's Place, Inc. | 100.00 |
| 08/08/2012 | 10608 | Erie City Mission | 400 00 |
| 08/08/2012 | 10609 | Susan G. Komen Foundation of IL | 1,600.00 |
| 08/08/2012 | 10610 | Autism Speaks of CA | 100.00 |
| 08/08/2012 | 10611 | American Cancer society of MA | 200.00 |
| 08/08/2012 | 10612 | American Cancer Society of KY | 4,000.00 |
| 08/08/2012 | 10614 | Damon Runyon Cancer Research Fnd. | 100.00 |
| 08/08/2012 | 10616 | Hospital for Special Care | 50.00 |
| 08/08/2012 | 10617 | Amyotrophic Lateral Sclerosis Assoc. FL | 400 00 |
| 08/08/2012 | 10620 | Susan G. Komen Foundation of IL | 320.00 |
| 08/08/2012 | 10621 | National Multiple Sclerosis Society of UT | 2,392.00 |
| 08/28/2012 | 10622 | St. Francis Hospital Foundation | 4,000.00 |
| 09/19/2012 | 10626 | Bristol Hospital Development Foundation | 50.00 |
| 09/19/2012 | 10627 | United Way West Central CT | 1,000.00 |
| 09/19/2012 | 10629 | Special Olympics Connecticut | 2,500.00 |
| 09/19/2012 | 10630 | Wheeler Clinic | 1,000.00 |
| 09/19/2012 | 10633 | Fidelco Guide Dog Foundation | 3,000.00 |
| 09/19/2012 | 10636 | Toys for Tots | 500.00 |
| 09/19/2012 | 10637 | Aurora Foundation | 500.00 |
| 09/19/2012 | 10638 | Pius XI High School | 0.00 |
| 09/19/2012 | 10639 | Governor's Prevention Partnership | 1,000.00 |
| 09/21/2012 | 10640 | UNICO National - Avon Chapter | 500.00 |
| 09/28/2012 | 10642 | Erie City Mission | 400 00 |
| 09/28/2012 | 10643 | Erie City Mission | 400.00 |
| 09/28/2012 | 10644 | Pan-Mass Challenge | 50.00 |
| 09/28/2012 | 10645 | Connecticut Hospice, Inc. | 100.00 |
| 09/28/2012 | 10646 | Alzheimer's Association CT Chapter | 100.00 |
| 09/28/2012 | 10647 | Kelly Brush Foundation | 1,000.00 |
| 09/28/2012 | 10648 | St. Jude's Children's Research Hospital | 200.00 |
| 09/28/2012 | 10649 | Angels Haven Horse Rescue | 100.00 |
| 09/28/2012 | 10650 | St. Jude's Children's Research Hospital | 50.00 |
| 09/28/2012 | 10653 | Multiple Sclerosis Foundation of NC | 100.00 |
| 09/28/2012 | 10654 | Bristol Hospital Development Foundation | 100.00 |
| 09/28/2012 | 10656 | Second Chance Animal Shelter | 100.00 |
| 09/28/2012 | 10658 | Cleveland Clinic Children's Hospital | 1,000 00 |
| 09/28/2012 | 10661 | Hospital for Special Care | 700.00 |
| 09/28/2012 | 10662 | National Multiple Sclerosis Society of OH | 50.00 |
| 09/28/2012 | 10663 | National Multiple Sclerosis Society of OH | 50.00 |
| 09/28/2012 | 10664 | National Multiple Sclerosis Society of OH | 100.00 |
| 09/28/2012 | 10665 | Leukemia & Lymphoma Society of CT | 200.00 |
| 09/28/2012 | 10666 | American Diabetes Association of VA | 100.00 |
| 09/28/2012 | 10668 | National Multiple Sclerosis Society of OH | 140.00 |
| 09/28/2012 | 10670 | Connecticut Hospice, Inc. | 50 00 |
| 09/28/2012 | 10672 | Zion Evangelical Lutheran Church | 100.00 |
| 09/28/2012 | 10673 | Susan G. Komen Foundation of IL | 725.00 |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule 1

| | | | |
|------------|-------|---|----------|
| 09/28/2012 | 10675 | American Cancer society of DC | 200.00 |
| 09/28/2012 | 10676 | Susan G. Komen Foundation of TX | 50.00 |
| 09/28/2012 | 10677 | Susan G. Komen Foundation of IL | 50.00 |
| 09/28/2012 | 10679 | Alzheimer's Disease Research of OH | 70.00 |
| 09/28/2012 | 10680 | National Multiple Sclerosis Society of OH | 50.00 |
| 09/28/2012 | 10681 | Connecticut Hospice, Inc. | 300.00 |
| 09/28/2012 | 10682 | Elk's National Foundation | 400.00 |
| 09/28/2012 | 10683 | American Cancer Society of Dublin OH | 1,200.00 |
| 10/17/2012 | 10696 | Shoregate United Methodist Church | 500.00 |
| 10/24/2012 | 10698 | Erie City Mission | 400.00 |
| 10/24/2012 | 10699 | Erie City Mission | 400.00 |
| 10/24/2012 | 10700 | Operation Smile | 250.00 |
| 10/24/2012 | 10707 | American Cancer Society of MA | 60.00 |
| 10/24/2012 | 10709 | American Heart Association | 100.00 |
| 10/24/2012 | 10710 | Dana Farber Cancer Inst. | 200.00 |
| 10/24/2012 | 10712 | Bristol Hospital Development Foundation | 300.00 |
| 10/24/2012 | 10713 | Rush For A Cause | 100.00 |
| 10/24/2012 | 10714 | Alzheimer's Association of MD | 200.00 |
| 10/24/2012 | 10715 | American Heart Association of FL | 200.00 |
| 10/24/2012 | 10716 | Paralyzed Veterans of America | 200.00 |
| 10/24/2012 | 10719 | CT Cat Connection | 760.00 |
| 10/24/2012 | 10720 | Sloan-Kettering Memorial Society | 70.00 |
| 10/24/2012 | 10721 | American Cancer Society of WI | 50.00 |
| 10/24/2012 | 10722 | VFW National Home for Children | 200.00 |
| 10/24/2012 | 10725 | Leukemia & Lymphoma Society of OH | 1,100.00 |
| 10/26/2012 | 10730 | Bristol Hospital Development Foundation | 1,500.00 |
| 11/06/2012 | 10732 | Bristol Hospital Development Foundation | 100.00 |
| 11/19/2012 | 10735 | Bristol Preschool Child Care Center, Inc. | 500.00 |
| 12/03/2012 | 10738 | Alzheimer's Association CT Chapter | 200.00 |
| 12/03/2012 | 10741 | American Red Cross National Hdqtrs | 50.00 |
| 12/03/2012 | 10742 | American Red Cross National Hdqtrs | 400.00 |
| 12/03/2012 | 10743 | American Institute for Cancer Research | 50.00 |
| 12/03/2012 | 10745 | Autism Speaks of CA | 50.00 |
| 12/03/2012 | 10747 | St. Michaels Foundation Inc. | 1,000.00 |
| 12/03/2012 | 10748 | United Spinal Association, Inc. | 50.00 |
| 12/03/2012 | 10749 | National Federation Blind of CT | 50.00 |
| 12/03/2012 | 10750 | Glastonbury Family Branch YMCA | 50.00 |
| 12/03/2012 | 10751 | Special Olympics Connecticut | 50.00 |
| 12/03/2012 | 10752 | American Red Cross of MA | 200.00 |
| 12/03/2012 | 10753 | BayView Community Center | 200.00 |
| 12/03/2012 | 10754 | American Lung Association of CT | 50.00 |
| 12/03/2012 | 10755 | Juvenile Diabetes Research Fnd. of UT | 3,014.00 |
| 12/03/2012 | 10756 | Movember Inc. | 50.00 |
| 12/03/2012 | 10757 | American Red Cross National Hdqtrs | 200.00 |
| 12/03/2012 | 10758 | American Diabetes Association of VA | 200.00 |
| 12/03/2012 | 10760 | American Cancer Society of KY | 266.00 |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule I

| | | | |
|------------|-------|---|----------|
| 12/03/2012 | 10761 | Special Olympics of RI | 200.00 |
| 12/03/2012 | 10762 | Habitat for Humanity International | 70.00 |
| 12/03/2012 | 10763 | Susan G. Komen Foundation of IL | 225.00 |
| 12/03/2012 | 10764 | National Multiple Sclerosis of TX | 1,000.00 |
| 12/03/2012 | 10766 | Susan G. Komen Foundation of IL | 50.00 |
| 12/04/2012 | 10768 | Governor's Prevention Partnership | 5,000.00 |
| 12/06/2012 | 10770 | Wheeler Clinic | 500.00 |
| 12/13/2012 | 10774 | Soten International | 100.00 |
| 12/13/2012 | 10777 | Habitat for Humanity | 50.00 |
| 12/13/2012 | 10778 | Catholic Relief Services | 200.00 |
| 12/13/2012 | 10781 | VFW National Home for Children | 210.00 |
| 12/13/2012 | 10783 | American Red Cross of Cincinnati Ohio | 100.00 |
| 12/20/2012 | 10787 | Nantucket Cottage Hospital | 1,300.00 |
| 12/20/2012 | 10788 | American Red Cross National Hdqtrs | 1,000.00 |
| 12/20/2012 | 10789 | Bristol Hospital Development Foundation | 50.00 |
| 12/20/2012 | 10790 | Movember Inc. | 200.00 |
| 12/20/2012 | 10791 | Movember Inc. | 50.00 |
| 12/20/2012 | 10792 | American Red Cross National Hdqtrs | 2,000.00 |
| 12/20/2012 | 10793 | American Red Cross National Hdqtrs | 50.00 |
| 12/20/2012 | 10794 | St. Philip House | 600.00 |
| 12/20/2012 | 10795 | Prevent Blindness Texas | 160.00 |
| 12/20/2012 | 10796 | Movember Inc. | 50.00 |
| 12/20/2012 | 10797 | Catholic Charities of SW Ohio | 100.00 |
| 12/20/2012 | 10799 | American Red Cross National Hdqtrs | 200.00 |
| 12/20/2012 | 10800 | CT Food Bank | 200.00 |
| 12/20/2012 | 10801 | Stamford Shelter for the Homeless | 3,800.00 |
| 12/20/2012 | 10802 | Gift of Love Services of West GA Inc. | 700.00 |
| 12/20/2012 | 10803 | American Red Cross National Hdqtrs | 200.00 |
| 12/20/2012 | 10804 | Movember Inc. | 50.00 |
| 12/20/2012 | 10805 | Shelter For Homeless | 200.00 |
| 12/20/2012 | 10806 | National Lung Cancer Partnership | 100.00 |
| 12/20/2012 | 10807 | American Red Cross National Hdqtrs | 200.00 |
| 12/20/2012 | 10808 | Salvation Army of FL | 200.00 |
| 12/20/2012 | 10812 | Movember Inc. | 200.00 |
| 12/20/2012 | 10813 | American Red Cross National Hdqtrs | 844.00 |
| 12/31/2012 | 10814 | Indian River Hospital Fnd. Inc. | 1,200.00 |
| 12/31/2012 | 10815 | Salvation Army of PA | 200.00 |
| 12/31/2012 | 10816 | West Side Community House | 400.00 |
| 12/31/2012 | 10820 | FISH, Inc. | 1,333.33 |
| 12/31/2012 | 10821 | Salvation Army of Bristol, CT | 1,333.33 |
| 12/31/2012 | 10824 | Miracle Mountain Ranch | 50.00 |
| 12/31/2012 | 10827 | BayView Community Center | 300.00 |
| 12/31/2012 | 10828 | St. Mary's Home for Children | 350.00 |
| 12/31/2012 | 10830 | American Red Cross of Milford, CT | 50.00 |
| 12/31/2012 | 10832 | American Red Cross National Hdqtrs | 5,418.00 |
| 41274 | 10833 | American Red Cross National Hdqtrs | 750.00 |
| 41274 | 10834 | Hunger Free Vermont, Inc. | 2,000.00 |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule I

| | | | |
|-------|-------|---|------------|
| 41274 | 10835 | Rainbow Babies & Children Hospital | 50.00 |
| 41274 | 10836 | Leukemia & Lymphoma Society of MA | 150.00 |
| 41274 | 10837 | Amyotrophic Lateral Sclerosis Assoc. FL | 800.00 |
| 41274 | 10838 | Protectors of Animals, Inc. | 150.00 |
| 41274 | 10839 | Northeast Animal Shelter | 150.00 |
| 41274 | 10841 | Upper Room Ministries | 200.00 |
| | | | <hr/> |
| | | | 403,080.78 |
| | | | <hr/> |
| | | | 403,080.78 |
| | | | <hr/> |

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2012

Schedule I

| <u>Date</u> | <u>Check Number</u> | <u>Description</u> | <u>Amount</u> |
|------------------|-------------------------|--|---------------|
| Education | | | |
| 01/25/2012 | 10337 | Environmental Learning Center of CT | 3,000.00 |
| 02/08/2012 | 10341 | Main Street Community Foundation | 5,000.00 |
| 02/08/2012 | 10342 | Jr. Achievement Of Southwest New England | 6,500.00 |
| 02/08/2012 | 10343 | Bristol School/Business Partnership | 250.00 |
| 02/08/2012 | 10349 | United Negro College Fund | 2,500.00 |
| 02/08/2012 | 10351 | Bristol Eastern High School | 300.00 |
| 02/08/2012 | 10352 | Bristol Central High School | 300.00 |
| 02/08/2012 | 10353 | St. Paul's Catholic High School | 300.00 |
| 02/13/2012 | 10354 | CT Science Fair Association, Inc. | 5,000.00 |
| 02/20/2012 | 10361 | Women for Women International | 648.00 |
| 02/20/2012 | 10364 | Trinity College | 300.00 |
| 02/20/2012 | 10368 | St. Charles Borromeo Parish School | 50.00 |
| 02/20/2012 | 10370 | Environmental Learning Center of CT | 50.00 |
| 02/20/2012 | 10372 | Pennsylvania State University | 50.00 |
| 02/20/2012 | 10377 | Environmental Learning Center of CT | 2,000.00 |
| 02/20/2012 | 10385 | St. Paul's Catholic High School | 400.00 |
| 02/20/2012 | 10386 | Big Green Scholarship Foundation | 800.00 |
| 02/28/2012 | 10388 | Jr. Achievement Of Southwest New England | 4,400.00 |
| 03/08/2012 | 10397 | Dollars for Scholars of Indian River | 500.00 |
| 03/08/2012 | 10399 | Blue Grass Baptist School | 600.00 |
| 03/28/2012 | 10411 | Environmental Learning Center of CT | 1,500.00 |
| 04/03/2012 | 10416 | Bristol Police Department | 500.00 |
| 04/03/2012 | 10417 | Main Street Community Foundation | 850.00 |
| 04/18/2012 | 10418 | Center for Children's Advocacy | 120.00 |
| 04/18/2012 | 10420 | Thomas Edison State College Fnd. | 1,000.00 |
| 04/18/2012 | 10422 | W A L K S Foundation, Inc. | 1,000.00 |
| 04/18/2012 | 10424 | Bristol Business Education Foundation | 1,000.00 |
| 04/25/2012 | 10431 | Francis Hugh Wardlaw Academy | 200.00 |
| 04/25/2012 | 10433 | Clemson University | 4,000.00 |
| 04/25/2012 | 10436 | St. Charles Borromeo Parish School | 50.00 |
| 04/25/2012 | 10437 | St. Ignatius High School | 50.00 |
| 04/25/2012 | 10438 | St. Charles Borromeo Parish School | 100.00 |
| 04/25/2012 | 10442 | Main Street Community Foundation | 100.00 |
| 04/25/2012 | 10445 | St. Norbert College | 200.00 |
| 04/25/2012 | 10446 | Pius XI High School | 100.00 |
| 04/25/2012 | 10447 | Unified Catholic Schools of Oshkosh | 100.00 |
| 04/25/2012 | 10448 | Cedar Ridge Children's School, Inc. | 2,000.00 |
| 04/25/2012 | 10449 | Covenant Christian School | 2,000.00 |
| 04/25/2012 | 10455 | Kent State University Foundation | 400.00 |
| 04/25/2012 | 10456 | Denison University | 1,000.00 |
| 04/25/2012 | 10463 | US Fnd for Science & Technology | 680.00 |
| 04/25/2012 | 10464 | Community House Middle School | 50.00 |

BARNES GROUP FOUNDATION, INC.
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Schedule 1

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|------------|-------|---|------------|
| 04/25/2012 | 10465 | Fairfield University | 1,000.00 |
| 04/25/2012 | 10467 | King's College | 1,300.00 |
| 04/25/2012 | 10468 | Western CT State University | 50.00 |
| 04/25/2012 | 10469 | St. Columbkille School | 600.00 |
| 04/25/2012 | 10470 | Big Green Scholarship Foundation | 800.00 |
| 04/25/2012 | 10471 | Big Green Scholarship Foundation | 800.00 |
| 04/25/2012 | 10472 | St. Rita School for the Deaf | 400.00 |
| 05/08/2012 | 10477 | Main Street Community Foundation | 150.00 |
| 05/08/2012 | 10479 | Bristol Community Organization, Inc. | 500.00 |
| 05/10/2012 | 10483 | University of Vermont | 1,000.00 |
| 05/10/2012 | 10484 | University of Connecticut Foundation | 50.00 |
| 05/10/2012 | 10488 | Western New England University | 200.00 |
| 05/10/2012 | 10490 | Georgia Tech Foundation, Inc. | 200.00 |
| 05/10/2012 | 10492 | University of Connecticut Foundation | 100.00 |
| 05/10/2012 | 10496 | St. Martha RC Church and School | 3,000.00 |
| 05/10/2012 | 10505 | Box Elder Foundation | 4,000.00 |
| 05/10/2012 | 10506 | Box Elder Foundation | 4,000.00 |
| 06/19/2012 | 10519 | Cornerstone Among Women | 1,000.00 |
| 06/19/2012 | 10525 | Sigma Phi Epsilon Education Fnd. | 50.00 |
| 06/19/2012 | 10526 | St. Charles Borromeo Parish School | 100.00 |
| 06/19/2012 | 10527 | St. Charles Borromeo Parish School | 50.00 |
| 06/19/2012 | 10529 | Georgia Tech Foundation, Inc. | 900.00 |
| 06/19/2012 | 10530 | Georgia Tech Foundation, Inc. | 200.00 |
| 06/19/2012 | 10538 | Michigan State University | 340.00 |
| 06/19/2012 | 10539 | Big Green Scholarship Foundation | 600.00 |
| 06/20/2012 | 10543 | St. Matthew School | 3,000.00 |
| 06/20/2012 | 10546 | Trinity College | 120.00 |
| 06/20/2012 | 10551 | Better Chance of Wilton | 300.00 |
| 06/20/2012 | 10552 | St. Joseph School | 50.00 |
| 06/20/2012 | 10553 | Michigan State University | 100.00 |
| 06/20/2012 | 10554 | Big Green Scholarship Foundation | 600.00 |
| 06/26/2012 | 10555 | Tunxis Community College Foundation | 1,500.00 |
| 06/26/2012 | 10556 | Bristol School/Business Partnership | 400.00 |
| 06/27/2012 | 10557 | Donors Choose | 200.00 |
| 06/27/2012 | 10558 | Donors Choose | 50.00 |
| 06/27/2012 | 10559 | Wesleyan University | 100.00 |
| 06/27/2012 | 10560 | Fairfield College Preparatory School | 200.00 |
| 07/09/2012 | 10564 | Main Street Community Foundation | 5,000.00 |
| 07/09/2012 | 10565 | Scholarship America, Inc. | 170,250.00 |
| 07/09/2012 | 10567 | University of Hartford Development Office | 1,000.00 |
| 07/09/2012 | 10571 | Main Street Community Foundation | 5,000.00 |
| 07/09/2012 | 10577 | CT Center for Science & Exploration Inc. | 5,000.00 |
| 07/09/2012 | 10578 | Bristol Business Education Foundation | 2,500.00 |
| 07/09/2012 | 10579 | Environmental Learning Center of CT | 10,000.00 |
| 07/18/2012 | 10589 | Pine Grove Nursery School, Inc. | 100.00 |
| 07/18/2012 | 10591 | Donors Choose | 50.00 |

BARNES GROUP FOUNDATION, INC.
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YEAR ENDED DECEMBER 31, 2012

Schedule 1

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| 07/18/2012 | 10593 | Holy Cross HS of Waterbury, Inc. | 300.00 |
| 07/18/2012 | 10595 | Greater Waterbury Chamber Fnd. Inc. | 1,000.00 |
| 07/18/2012 | 10601 | Baldwin-Wallace College | 600.00 |
| 08/08/2012 | 10613 | St. Charles Borromeo Parish School | 50.00 |
| 08/08/2012 | 10618 | Curators of the Univ. of Missouri | 200.00 |
| 08/08/2012 | 10619 | Library Foundation of Cincinnati | 200.00 |
| 09/04/2012 | 10623 | Appeal of Conscience Foundation | 1,000.00 |
| 09/05/2012 | 10624 | Council for Economic Education | 2,500.00 |
| 09/13/2012 | 10625 | Appeal of Conscience Foundation | 1,000.00 |
| 09/19/2012 | 10628 | Tunxis Community College Foundation | 2,500.00 |
| 09/19/2012 | 10634 | Baystate Health Foundation Inc. | 2,000.00 |
| 09/19/2012 | 10635 | Ogden-Weber Applied Tech College Fnd. | 2,500.00 |
| 09/28/2012 | 10651 | St. Charles Borromeo Parish School | 50.00 |
| 09/28/2012 | 10652 | St. Charles Borromeo Parish School | 100.00 |
| 09/28/2012 | 10655 | Environmental Learning Center of CT | 70.00 |
| 09/28/2012 | 10657 | Main Street Community Foundation | 50.00 |
| 09/28/2012 | 10659 | New Manchester Elem. School | 1,000.00 |
| 09/28/2012 | 10660 | Main Street Community Foundation | 100.00 |
| 09/28/2012 | 10671 | Catawba College | 600.00 |
| 09/28/2012 | 10678 | Community House Middle School | 50.00 |
| 09/28/2012 | 10684 | Xavier University | 450.00 |
| 10/01/2012 | 10685 | Urban League of Greater Hartford | 4,400.00 |
| 10/12/2012 | 10689 | Nature Conservancy - CT Chapter | 1,000.00 |
| 10/17/2012 | 10691 | Sadr Foundation | 500.00 |
| 10/17/2012 | 10692 | St. Dominic School | 2,000.00 |
| 10/17/2012 | 10693 | South High Dance Team | 500.00 |
| 10/17/2012 | 10694 | St. Clement's Church Youth Ministry | 500.00 |
| 10/17/2012 | 10695 | US Fnd for Science & Technology | 1,000.00 |
| 10/17/2012 | 10697 | St Monica/St George Parish Newman Center | 500.00 |
| 10/24/2012 | 10701 | Corry Area School District Fnd. | 100.00 |
| 10/24/2012 | 10702 | Islamic Center Am/Muslim Am Youth Acadmy | 4,000.00 |
| 10/24/2012 | 10703 | St. Ignatius High School | 50.00 |
| 10/24/2012 | 10704 | St. Charles Borromeo Parish School | 50.00 |
| 10/24/2012 | 10705 | St. Charles Borromeo Parish School | 100.00 |
| 10/24/2012 | 10708 | Main Street Community Foundation | 50.00 |
| 10/24/2012 | 10711 | Nature Conservancy of MN | 100.00 |
| 10/24/2012 | 10717 | Hawk Ridge Elementary School | 50.00 |
| 10/24/2012 | 10718 | Ardrey Kell High School PTSO | 50.00 |
| 10/24/2012 | 10723 | Wesley Woods Christian Educational Center | 500.00 |
| 10/24/2012 | 10726 | Boston College | 50.00 |
| 10/24/2012 | 10727 | Jonas Salk Elementary School | 400.00 |
| 10/24/2012 | 10728 | Pennsylvania State University | 240.00 |
| 10/24/2012 | 10729 | Scholarship America, Inc. | 170,250.00 |
| 11/06/2012 | 10733 | Edgewood School | 500.00 |
| 12/03/2012 | 10739 | University of Hartford | 2,000.00 |
| 12/03/2012 | 10740 | Bramson ORT Technical Institute | 2,000.00 |

BARNES GROUP FOUNDATION, INC.
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Schedule I

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| 12/03/2012 | 10744 | Western New England University | 200.00 |
| 12/03/2012 | 10746 | St. Charles Borromeo Parish School | 50.00 |
| 12/03/2012 | 10767 | Thiel College | 500.00 |
| 12/13/2012 | 10771 | Urban Community School | 50.00 |
| 12/13/2012 | 10772 | St. Charles Borromeo Parish School | 100.00 |
| 12/13/2012 | 10773 | Michigan State University | 200.00 |
| 12/13/2012 | 10775 | Kossuth County Child Resource Edu. Team | 2,000.00 |
| 12/13/2012 | 10776 | Friends of Garrigan High School | 2,000.00 |
| 12/13/2012 | 10779 | University Of Notre Dame | 400.00 |
| 12/13/2012 | 10782 | Green Farms Academy | 4,000.00 |
| 12/19/2012 | 10786 | Bristol School/Business Partnership | 3,480.00 |
| 12/20/2012 | 10798 | Bradley University | 100.00 |
| 12/20/2012 | 10809 | Michigan State University | 100.00 |
| 12/20/2012 | 10811 | St. Paul's Catholic High School | 1,000.00 |
| 12/31/2012 | 10817 | St. Thomas the Apostle School | 400.00 |
| 12/31/2012 | 10818 | Association of Graduates US Military Acad | 200.00 |
| 12/31/2012 | 10819 | Main Street Community Foundation | 1,333.34 |
| 12/31/2012 | 10822 | Notre Dame High School | 100.00 |
| 12/31/2012 | 10823 | Main Street Community Foundation | 50.00 |
| 12/31/2012 | 10825 | Grace Youth and Family Foundation | 4,000.00 |
| 12/31/2012 | 10826 | Pius XI High School | 200.00 |
| 12/31/2012 | 10829 | University of Dayton | 50.00 |
| 12/31/2012 | 10831 | John Carroll University | 500.00 |
| 12/31/2012 | 10840 | Hillsdale College | 100.00 |
| 12/31/2012 | 10842 | Thiel College | 200.00 |
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BARNES GROUP FOUNDATION, INC.
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Schedule I

| <u>Date</u> | <u>Check Number</u> | <u>Description</u> | <u>Amount</u> |
|----------------------------|-------------------------|--|---------------|
| Cultural & Arts | | | |
| 02/07/2012 | 10340 | Bushnell | 9,120.00 |
| 02/08/2012 | 10345 | City Of Bristol Parks And Recreation | 500.00 |
| 02/08/2012 | 10348 | New Britain Museum of American Art | 2,500.00 |
| 02/08/2012 | 10350 | Nutmeg Symphony Orchestra, Inc. | 2,500.00 |
| 02/20/2012 | 10363 | CT Public Broadcasting | 200.00 |
| 02/20/2012 | 10382 | New England Carousel Museum | 50.00 |
| 03/06/2012 | 10390 | CT Historical Society | 1,000.00 |
| 03/06/2012 | 10392 | Hill-Stead Museum | 1,000.00 |
| 03/06/2012 | 10393 | Children's Museum | 1,500.00 |
| 03/28/2012 | 10410 | New England Air Museum | 1,000.00 |
| 04/03/2012 | 10412 | American Clock and Watch Museum | 3,000.00 |
| 04/18/2012 | 10419 | CT Forum, Inc. | 6,500.00 |
| 04/18/2012 | 10423 | New England Carousel Museum | 400.00 |
| 04/25/2012 | 10426 | Bushnell | 4,000.00 |
| 04/25/2012 | 10451 | Palace Theater Group | 200.00 |
| 04/25/2012 | 10473 | Cincinnati Public Radio, Inc. | 200.00 |
| 04/25/2012 | 10475 | CT Public Broadcasting | 150.00 |
| 05/10/2012 | 10503 | Colonial Williamsburg Foundation | 100.00 |
| 05/24/2012 | 10510 | Hartford Stage Company | 4,000.00 |
| 05/25/2012 | 10512 | CT Public Broadcasting | 3,000.00 |
| 06/19/2012 | 10515 | Vero Beach Museum of Art | 1,000.00 |
| 06/19/2012 | 10533 | Chieftain's Museum, Inc | 100.00 |
| 06/20/2012 | 10550 | Eatonton-Putnam Arts Foundation | 2,200.00 |
| 07/09/2012 | 10570 | Bristol Historical Society | 2,000.00 |
| 07/09/2012 | 10572 | Wadsworth Athenaeum | 1,000.00 |
| 07/09/2012 | 10573 | Greater Hartford Arts Center | 12,000.00 |
| 07/09/2012 | 10576 | Greater Hartford Arts Center | 2,000.00 |
| 07/18/2012 | 10596 | Palace Theater Group | - |
| 07/18/2012 | 10602 | Palace Theater Group | 2,800.00 |
| 07/23/2012 | 10603 | Central Connecticut Regional Tourism Dist. | 2,200.00 |
| 08/08/2012 | 10615 | Public Broadcasting of NW PA, Inc. | 100.00 |
| 09/19/2012 | 10631 | CT Public Broadcasting | 2,000.00 |
| 09/28/2012 | 10667 | Richmond Memorial Library | 100.00 |
| 09/28/2012 | 10669 | Cleveland Philharmonic Orchestra | 500.00 |
| 09/28/2012 | 10674 | Pius XI High School | 300.00 |
| 10/12/2012 | 10690 | American Clock and Watch Museum | 1,000.00 |
| 10/24/2012 | 10706 | New England Air Museum | 600.00 |
| 10/24/2012 | 10724 | RE-CREATION USA, Inc. | 260.00 |
| 11/06/2012 | 10731 | New England Carousel Museum | 2,500.00 |
| 11/13/2012 | 10734 | CT Forum, Inc. | 150.00 |
| 11/29/2012 | 10736 | Imagine Nation Museum | 50.00 |
| 11/30/2012 | 10737 | Greater Hartford Arts Center | 3,460.00 |

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| 11/30/2012 | 10737 | Greater Hartford Arts Center | 5,940.00 |
| 12/03/2012 | 10759 | Cleveland Philharmonic Orchestra | 200.00 |
| 12/03/2012 | 10765 | Cleveland Zoological Society | 600.00 |
| 12/13/2012 | 10780 | Cleveland Zoological Society | 600.00 |
| 12/18/2012 | 10784 | Amistad Center for Art & Culture | 5,000.00 |
| 12/18/2012 | 10785 | Bristol Historical Society | 1,000.00 |
| 12/20/2012 | 10810 | Zoological Society of Milwaukee | 352.00 |
| 12/31/2012 | 10843 | Greater Hartford Arts Center | 5,688.00 |
| 12/31/2012 | 10844 | Greater Hartford Arts Center | 5,170.00 |
| | | | <u>101,790.00</u> |
| | | | <u>101,790.00</u> |

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|--------------------------|-------------------------|--|-------------------------|
| Civic & Youth | | | |
| 05/08/2012 | 10478 | CT Valley Girl Scouts Council | 2,500.00 |
| 05/10/2012 | 10507 | Boys and Girls Club | 520.00 |
| 06/28/2012 | 10563 | Bristol Sports Hall of Fame and Museum | 500.00 |
| 07/09/2012 | 10574 | Bristol Police Explorers | 500.00 |
| 07/09/2012 | 10580 | YMCA of Greater Hartford | 5,000.00 |
| 07/09/2012 | 10582 | Boys & Girls Club | 12,500.00 |
| 09/19/2012 | 10632 | Christian Fellowship Center | 400.00 |
| 09/21/2012 | 10641 | Bristol Police Benevolent Association | 0.00 |
| 10/02/2012 | 10686 | Bristol Boys & Girls Club | 500.00 |
| 10/12/2012 | 10688 | CT Rivers Council, BSA | 3,000.00 |
| | | | <u>25,420.00</u> |
| | | | <u>25,420.00</u> |

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| Other Areas | | | |
| 02/08/2012 | 10347 | Veterans of Foreign Wars of the US | 250.00 |
| 03/06/2012 | 10391 | CT Women's Hall Of Fame | 1,000.00 |
| 03/28/2012 | 10409 | National Conference For Comm. & Justice | 4,544.00 |
| 05/24/2012 | 10509 | Bristol Chrysanthemum Festival, Inc. | 2,000.00 |
| 05/24/2012 | 10511 | Bristol Rotary Club | 5,000.00 |
| 07/09/2012 | 10575 | Riverfront Recapture, Inc. | 250.00 |
| 10/12/2012 | 10687 | Veterans of Foreign Wars of the US | 250.00 |
| | | | <u>13,294.00</u> |
| | | | <u><u>13,294.00</u></u> |