



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



Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

BARNES GROUP FOUNDATION INC

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

123 MAIN STREET

A Employer identification number

23-7339727

City or town, state, and ZIP code

BRISTOL, CT 06010

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year **J Accounting method**  Cash  Accrual  
 (from Part II, col (c), line 16)  Other (specify) **► \$ 1,615,355.** (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		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					
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		1,855,891.	5,579.	0.	
13 Compensation of officers, directors, trustees, etc		410.	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:		790,149.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		5,579.			
c Adjusted net income (if negative, enter -0-)				0.	

223501  
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

618

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		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 ► <b>INTEREST RECEIVABLE</b> )		0.	6,278.	6,278.
	16 Total assets (to be completed by all filers)		825,206.	1,615,355.	1,615,355.
	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.	
	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.)
<b>1a CAPITAL GAINS</b>		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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-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): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3 Add lines 1 and 2	4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6 Credits/Payments:	6a 2012 estimated tax payments and 2011 overpayment credited to 2012	6b Exempt foreign organizations - tax withheld at source	6c Tax paid with application for extension of time to file (Form 8868)	6d Backup withholding erroneously withheld	7 Total credits and payments. Add lines 6a through 6d	8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	Refunded ►	
112.															
0.															
112.															
0.															
112.															
7															
8															
9															
10															
11															

**Part VII-A Statements Regarding Activities**

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

STMT 5

Form 990-PF (2012)

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► N/A		
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 ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	4b X	

## 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))?

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

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

(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)?

(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 Yes  No Yes  No Yes  No 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)?

Organizations relying on a current notice regarding disaster assistance check here ► 5b 

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  No6b 

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?

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

 Yes  No

N/A

7b 

## 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 VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

**Part IX-A** **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,201,983.
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted.</b> 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:	1a	1,048,966.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	1,048,966.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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.

**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			0.	
a Enter amount for 2011 only				
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.			0.	
a Applied to 2011, but not more than line 2a				
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:	6,120,217.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 XIV | Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling  
**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(l)(3) or 4942(l)(5)

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

**Part XV** **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

## 2. Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programmes

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 6

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

**6. Any submission deadlines:**

d. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, funds of institutions, or other factors;

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

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

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	5,579.
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				-488.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.	5,579.	-488.
13 Total. Add line 12, columns (b), (d), and (e)			13	5,091.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**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 organizationForm 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

BARNES GROUP FOUNDATION INC

Employer identification number

23-7339727

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

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

Name of organization

Employer identification number

BARNES GROUP FOUNDATION INC

23-7339727

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

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

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		
(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		
(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

# 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](http://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.  <b>BARNES GROUP FOUNDATION INC</b>	Employer identification number (EIN) or  <b>23-7339727</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.  <b>123 MAIN STREET</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  <b>BRISTOL, CT 06010</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

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	\$ <b>112.</b>
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	\$ <b>0.</b>
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	\$ <b>112.</b>

**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).

Enter filer's Identifying number, see Instructions

<b>Type or print</b>  File by the due date for filing your return. 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) . . . . .

 

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

**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	<b>Balance due.</b> 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 J. Burns

Title ►

Date ► 5/3/13

## 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  
PART XV, LINES 2A THROUGH 2D

STATEMENT 6

## 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](http://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. <b>BARNES GROUP FOUNDATION INC</b>	Employer identification number (EIN) or <b>23-7339727</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>123 MAIN STREET</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BRISTOL, CT 06010</b>	

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

**0 4**

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	\$	<b>112.</b>
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	\$	<b>0.</b>
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	\$	<b>112.</b>

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 Milczik*	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**

	<b>2012</b>	<b>2011</b>
<b><u>Assets</u></b>		
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
<b>Total Assets</b>	<b><u>1,615,355</u></b>	<b><u>825,206</u></b>
<b><u>Liabilities and Unrestricted Net Assets</u></b>		
Liabilities		
Payable	0	0
Federal Excise Tax Payable	0	0
Deferred Excise Tax Liabilities	0	0
<b>Total Liabilities</b>	<b><u>0</u></b>	<b><u>0</u></b>
Unrestricted Net Assets		
Net Assets	<b><u>1,615,355</u></b>	<b><u>825,206</u></b>
<b>Total Liabilities and Net Assets</b>	<b><u>1,615,355</u></b>	<b><u>825,206</u></b>

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

	<u>2012</u>	<u>2011</u>
<b><u>Investment Income</u></b>		
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
<b>Total investment income</b>	<b><u>5,091</u></b>	<b><u>73</u></b>
<b><u>Expenses</u></b>		
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
<b>Total expenses</b>	<b><u>15,976</u></b>	<b><u>12,364</u></b>
Excess/(Decrease) of Investment Income over Expenses	(10,885)	(12,291)
Contribution, Received	1,850,000	1,850,000
Contributions, Distributed	(1,048,966)	(1,012,503)
(Decrease)/Increase in Net Assets	790,149	825,206
Net Assets - beginning of year	825,206	0
<b>Net Assets - end of year</b>	<b><u>1,615,355</u></b>	<b><u>825,206</u></b>

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

	<b>2012</b>	<b>2011</b>
<b>Operating Activities</b>		
(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	<b>790,149</b>	<b>825,206</b>
<b>Investing Activities:</b>		
Purchase of investments	0	0
Sale of investments	0	0
Cash provided by investing activities	0	0
<b>Financing Activities:</b>		
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	<b>825,206</b>	0
Cash and cash equivalents - end of year	<b><u>1,615,355</u></b>	<b><u>825,206</u></b>

**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:

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

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

Schedule 1

<b>Date</b>	<b>Check Number</b>	<b>Description</b>	<b>Amount</b>
<b>Health &amp; Welfare</b>			
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 1

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 1

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	<u>Susan G. Komen Foundation of IL</u>	<u>50.00</u>
12/04/2012	10768	Governor's Prevention Partnership	5,000.00
12/06/2012	10770	Wheeler Clinic	500.00
12/13/2012	10774	Soteni 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	<u>10839</u>	<u>Northeast Animal Shelter</u>	<u>150.00</u>
41274	10841	Upper Room Ministries	<u>200.00</u>
			<u>403,080.78</u>
			<u><b>403,080.78</b></u>

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

Schedule 1

<b>Date</b>	<b>Check Number</b>	<b>Description</b>	<b>Amount</b>
<b>Education</b>			
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.**  
**STATEMENT OF DISTRIBUTIONS**  
**YEAR ENDED DECEMBER 31, 2012**

Schedule 1

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	<u>Big Green Scholarship Foundation</u>	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.**  
**STATEMENT OF DISTRIBUTIONS**  
**YEAR ENDED DECEMBER 31, 2012**

Schedule 1

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	<u>10618</u>	<u>Curators of the Univ. of Missouri</u>	<u>200.00</u>
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.**  
**STATEMENT OF DISTRIBUTIONS**  
**YEAR ENDED DECEMBER 31, 2012**

Schedule I

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
			<hr/>
			505,381.34
			<hr/>
			<b>505,381.34</b>

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

Schedule 1

<b>Date</b>	<b>Check Number</b>	<b>Description</b>	<b>Amount</b>
<b>Cultural &amp; Arts</b>			
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

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

Schedule 1

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
<u>12/18/2012</u>	<u>10784</u>	Amistad_Center for Art & Culture	<u>5,000.00</u>
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	<u>5,170.00</u>
			<u>101,790.00</u>
			<u><u>101,790.00</u></u>

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

Schedule 1

<b>Date</b>	<b>Check Number</b>	<b>Description</b>	<b>Amount</b>
<b>Civic &amp; Youth</b>			
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	<u>3,000.00</u>
			<u>25,420.00</u>
			<b><u>25,420.00</u></b>

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

Schedule 1

<b>Date</b>	<b>Check Number</b>	<b>Description</b>	<b>Amount</b>
<b>Other Areas</b>			
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
			<b>13,294.00</b>
			<b><u>13,294.00</u></b>