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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning _____, and ending _____

Name of foundation

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

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

Room/suite

P.O. BOX 288

City or town, state or province, country, and ZIP or foreign postal code

EAST HARTLAND, CT 06027-0288

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **(\$ 9,409,178)** (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number

06-6037160

B Telephone number

(860) 653-0462

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	231,621.	231,621.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,311,154.			
b	Gross sales price for all assets on line 6a	1,908,929.			
7	Capital gain net income (from Part IV, line 2)		1,311,154.		
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	1,215.	1,215.		STATEMENT 2
12	Total. Add lines 1 through 11	1,543,990.	1,543,990.		
13	Compensation of officers, directors, trustees, etc	50,000.	0.	50,000.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits	10,744.	0.	10,744.	
16a	Legal fees				
b	Accounting fees	6,750.	0.	6,750.	
c	Other professional fees	46,028.	46,028.	0.	
17	Taxes	37,516.	3,206.	4,415.	
18	Depreciation and depletion	196.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	14,848.	0.	14,848.	
22	Printing and publications				
23	Other expenses	5,730.	0.	5,728.	
24	Total operating and administrative expenses. Add lines 13 through 23	171,812.	49,234.	92,485.	
25	Contributions, gifts, grants paid	315,000.		315,000.	
26	Total expenses and disbursements. Add lines 24 and 25	486,812.	49,234.	407,485.	
27	Subtract line 26 from line 12:	1,057,178.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,494,756.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		52,245.	4,213.	4,213.
	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 ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	3,130,290.	2,994,027.	2,994,027.
	c Investments - corporate bonds	STMT 8	1,850,882.	1,765,333.	1,765,333.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	3,294,403.	4,614,303.	4,614,303.
	14 Land, buildings, and equipment basis ►	4,459.			
	Less accumulated depreciation	STMT 10 ►	4,166.	489.	293.
	15 Other assets (describe ►	STATEMENT 11)		5,164.	31,009.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		8,333,473.	9,409,178.	9,409,178.
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 ► <u>EXCISE TAX PAYABLE</u>)		14,854.	9,655.	
	23 Total liabilities (add lines 17 through 22)		14,854.	9,655.	
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		8,318,619.	9,399,523.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		8,318,619.	9,399,523.	
	31 Total liabilities and net assets/fund balances		8,333,473.	9,409,178.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 8,318,619.
2 Enter amount from Part I, line 27a	2 1,057,178.
3 Other increases not included in line 2 (itemize) ► <u>UNREALIZED LOSS ON INVESTMENTS</u>	3 23,726.
4 Add lines 1, 2, and 3	4 9,399,523.
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 9,399,523.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a

b SEE ATTACHED STATEMENT

c

d

e

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,908,929.		597,775.	1,311,154.

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

(I) 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	(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,311,154.

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	1,311,154.
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.

 Yes No

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

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))
2012	401,121.	8,413,488.	.047676
2011	384,777.	8,263,782.	.046562
2010	314,289.	7,672,636.	.040962
2009	173,833.	6,638,684.	.026185
2008	794,418.	8,741,960.	.090874

2 Total of line 1, column (d)	2	.252259
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	.050452
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,889,830.
5 Multiply line 4 by line 3	5	448,510.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,948.
7 Add lines 5 and 6	7	463,458.
8 Enter qualifying distributions from Part XII, line 4	8	407,485.

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.

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

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

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

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 20,240.

b Exempt foreign organizations - tax withheld at source

6b

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

6c 9,655.

d Backup withholding erroneously withheld

6d

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

7 29,895.

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

8

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

9 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 2014 estimated tax ►

Refunded

11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

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

1a X

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

1b X

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

1c X

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

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

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

2 X

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

3 X

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

4a X

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

4b

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

5 X

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

6 X

N/A

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

7 X

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

8b X

• By language in the governing instrument, or

9 X

• 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?

10 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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CT

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

8b X

of each state as required by General Instruction G? *If "No," attach explanation*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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

9 X

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

10 X

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Part VII-A Statements Regarding Activities (continued)

11			X
12			X
13	X		
Website address ► N/A			
14	The books are in care of ► SALLY A. O'CONNOR	Telephone no. ► 860-653-0462	
Located at ► P.O. BOX 288, EAST HARTLAND, CT ZIP+4 ► 06027			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	15	Yes	No
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 ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<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.)	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 2013 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 2013.)	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 2013?	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))?

(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)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No

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

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

 Yes No

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

 Yes No

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

6b

X

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

 Yes No

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 STATEMENT 12		50,000.	10,744.	0.

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

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

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

►

0

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

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

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

0

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

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

1	N/A	Expenses
2		
3		
4		

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

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

1	N/A	Amount
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3	►	0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,945,998.
b	Average of monthly cash balances	1b	71,934.
c	Fair market value of all other assets	1c	7,276.
d	Total (add lines 1a, b, and c)	1d	9,025,208.
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	9,025,208.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,378.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,889,830.
6	Minimum investment return. Enter 5% of line 5	6	444,492.

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	444,492.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	29,895.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29,895.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	414,597.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	414,597.
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	414,597.

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	407,485.
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	407,485.
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	407,485.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				414,597.
2 Undistributed income, if any, as of the end of 2013			394,598.	
a Enter amount for 2012 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 407,485.			394,598.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				12,887.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				401,710.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

THE BARNES FOUNDATION INC.

Form 990-PF (2013) C/O SALLY A. O'CONNOR, EXEC. DIRECTOR

06-6037160 Page 11

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				<u>315,000.</u>
Total			► 3a	<u>315,000.</u>
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	<u>0.</u>

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

Form 990-PF (2013)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	231,621.	
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			14	1,215.	
8 Gain or (loss) from sales of assets other than inventory			18	1,311,154.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,543,990.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		1,543,990.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

THE BARNES FOUNDATION INC.

Form 990-PF (2013)

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

06-6037160 Page 13

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

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

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

- (1) Cash
- (2) Other assets

b Other transactions:

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	W. SCOTT GOETJEN	<i>W. Scott Goetjen</i>	7/8/14		P00145918
	Firm's name ► HARPER & WHITFIELD, P.C.			Firm's EIN ► 06-1071692	
Firm's address ► 314 FARMINGTON AVENUE FARMINGTON, CT 06032			Phone no. 860-677-9188		

BARNES FOUNDATION, INC.

2013 GRANTS

Bushnell Performing Arts Center \$5,000
Hartford, CT

For continued support for the "Arts in Education" program that places artists and creative programming in high priority schools in Hartford. Students are actively engaged in a variety of visual and performing arts.

Charter Oak Cultural Center \$20,000
Hartford, CT

For continued support of the teaching artists and program director salaries for the Youth Arts Institute programs. These out-of-school time programs are free for disadvantaged inner-city youth and include the arts, dance, music, theater, poetry as well as building core values.

Community Farm of Simsbury \$26,000
Simsbury, CT

For continued support of the hands-on farm & academic summer program for disadvantaged students from Mary Hooker Environmental Studies School in Hartford. All the academics are integrated into the farm experience as well as learning the value of working together in learning about the environment.

CT Pre-Engineering Program (CPEP) \$10,000
Middletown, CT

For continued support of the CPEP summer intensive math program focusing on minority and female students from Hartford schools. This engaging program uses computer game technology and is held at the University of Hartford campus.

CT Science Center \$10,000
Hartford, CT

For continued support of the 5-Day Professional Development Program in inquiry – based instruction in the STEM subject areas. Ten teachers from O'Brian Elementary in East Hartford will be participating for their 3rd and final year.

Environmental Learning Centers of CT (ELCCT) \$60,000
Bristol, CT

For capacity building support in this year of transition to hire a new Executive Director. Funds will be used for unanticipated repair and refurbishing costs at the Knoll house, unanticipated costs for salary overlap with arriving ED and departing ED, housing transition costs, facilities support personnel, strategic planning consultant, and executive search expenses.

The Family Center, Inc – Imagine Nation Museum \$10,000
Bristol, CT

For continued support of the outreach initiative, "Imagine...Education", a unique approach to the systematic integration of education and museums. The grant will provide programs for economically challenged children and neighborhoods to be able to attend programs at the Imagine-Nation Museum and the Boys & Girls Club as well as having programs brought to their neighborhoods in Bristol.

Hartford Stage \$5,000
Hartford, CT

For continued support of the InterAct program: an experiential program for disadvantaged students in inner-city schools involving three interactive classroom workshops and attending a live performance of Shakespeare's *The Tempest*.

Hartford Symphony \$5,000
Hartford, CT

For continued support of the Symphony in the Schools Program for disadvantaged students in inner-city schools in Hartford. SIS provides musicians and interactive programs to engage students in learning and appreciating music.

Lake Champlain Maritime Museum \$20,000
Vergennes, VT

For support of a pilot project to start their popular Shipwreck Tour Program in Burlington, VT in partnership with the University of Vermont to be able to engage more students in learning about the history of Lake Champlain and the War of 1812.

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

For support of special educational tours and hands-on learning programs for students, a free visit program for schools in Hartford and other disadvantaged communities, and other innovative academic programs focusing on the writings, life and times of Mark Twain.

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

For continued support of the Instrumental Impact program that serves disadvantaged student in grades 5-8 and Spark, a program for High School students, providing in-depth access to musical instruction and experience.

For support of the New Haven Urban Schoolyard Habitat Project (new project) that will create an outdoor classroom for science & environmental learning at Common Ground High School to engage 175 high school students and more than 4,350 elementary students in active authentic outdoor learning experiences.

Organized Parents Make a Difference (OPMAD) \$5,000
Hartford, CT

For support of the summer program: an afternoon enrichment program at two inner-city Hartford schools for 120 students in K-8th grade with World Cultures as its theme. Besides learning about the cultures of different countries, they will also learn a variety of sports, art and drama in preparation for a final performance for their families and each other.

**Schooner, Inc.
New Haven, CT** \$25,000

For continued support of the outreach program to increase access to Schooner's K-12 and SEA Camp programs for children in economically depressed areas in New Haven. This grant will provide field trips for schools and camperships for disadvantaged children.

Sea Research Foundation, Inc. & Mystic Aquarium \$10,000
Mystic, CT

For continued support of the “Where the City Meets the Sea” program in five underserved school districts in Connecticut. Students learn about marine ecology As they participate in activities at the shore, in the classroom, and at the Mystic Aquarium.

Solar Youth, Inc. **\$20,000**
New Haven, CT

For continued support of the after school and summer "Citycology" program that engages students from economically depressed areas in learning and teaching about ecology and the environment. They are learning to be responsible stewards of the land and through community action projects and working to make their own neighborhoods healthier places to live.

SPNEA-Historic New England \$5,000
Boston, MA

For support of the Roseland Cottage Educational Programs in CT. Programs actively involve students in 18th & 19th century history with programs on the Colonial Life through the Revolutionary War period and the Civil War with programs focusing on slavery. Grant will provide programs free of charge for needy schools including equipment, supplies and a trailer for out-to-school programs.

Trinity College Dream Camp \$5,000
Hartford, CT

For support of the tuition-free summer & year-round academic mentoring program for underserved Hartford children. It provides quality out-of-school programming for students age 6-16 and a summer program with academic and recreational activities for 250 low-income children on the college campus.

University of Connecticut Foundation, Inc. \$10,000
Storrs, CT

For support of teachers from high priority districts to attend Confratute, the premier professional development program for teaching gifted students. This conference/institute will be held this summer at UCONN and led by Sally Reis and Joseph Renzulli. Participants and speakers come from all over the world to Confratute, now in its 37th year, to increase their knowledge, understanding and practical skills related to research-based models and strategies for promoting high-end learning that will benefit all students.

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

For continued support of the Scholars Program that provides partial scholarship assistance to inner city students in Greater Hartford to attend one of the WALKS Schools (Westminster, Avon Old Farms, Loomis Chaffee, Kingswood-Oxford, and Suffield Academy)

Westminster Crossroads Learning Program in Hartford \$9,000
Simsbury, CT

For support of this innovative year-round program founded and run by a Westminster School faculty member to reach out to Hartford Public School students who have the desire and potential to further their education. The grant will provide Rosetta Stone software, I-Pads and/or laptops, headsets and microphones for the students, as well as administrative costs.

TOTAL 22 GRANTS = \$315,000

BY-LAWS OF THE BARNES FOUNDATION, INC.

ARTICLE I - MEMBERSHIP

The members of the Corporation shall consist of the persons who have signed the Articles of Association of the Corporation and such persons as may from time to time be admitted to membership by a majority vote of the Members present at any annual or special meeting of the members at which there is a quorum present. Each Member shall continue to be a member until his membership shall terminate by death or resignation, but the membership of any Member may be terminated at any time, with or without cause and with or without notice, either at a meeting or by action in writing, by a majority of all of the other Members.

ARTICLE II – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meetings of the Members for the election of officers and directors and for the transaction of such business as may properly come before the meeting, shall be held in the month of January, in each year, upon the call of the President. Such annual meetings shall be general meetings and open for the transaction of any business within the powers of the Corporation.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President and the President shall, upon the written request of three members, call a special meeting and cause legal notice thereof to be given. In case of the neglect or refusal of the President to call a meeting upon such request, such Members may call a meeting.

Section 3. Place of Meeting. Each meeting of the Members shall be held at the principal office of the Corporation in the City of Bristol or at such other place as shall be specified in the notice of such meeting, or waivers thereof.

Section 4. Notice of Meetings. Notice of all meetings of the Members shall be served upon each Member entitled to vote at such meeting at least five days before such meeting by mail, phone, email, text or any other means of communication decided on by the President or the Members. Such notice shall state the purpose or purposes for which the meeting is called and the day, hour and place of such meeting. No notice of the time, place or purposes of any meeting need be given to any Member who attends such meeting in person or by proxy, or to any Member who, in writing execute and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice.

Section 5. Voting. Every Member shall be entitled to one vote at each meeting of the Members of the Corporation. At all meetings of Members, each Member may vote in person or by proxy, but no proxy shall be valid after the expiration of eleven

months from the date of its execution unless the Members executing it shall have specified therein its duration. Every proxy must be executed by writing, emailing, texting, faxing, phone, electronic conferencing, by a duly authorized attorney or by any other means of communication agreed upon by the Members. No proxy need be dated, sealed, witnessed or acknowledged.

Section 6. Quorum. At all meetings of the Members of the Corporation, the presence, in person or by proxy, of one-third of the Members shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the By-laws, the act of the majority of the Members present shall be the act of the Members. In the absence of a quorum, the Members present in person or by proxy, by a majority vote and without notice other than by announcement at the meeting, may adjourn the meeting from time to time, for a period of not more than thirty days at any one time, until a quorum shall attend.

Section 7. Annual Report. At each annual meeting of the Members, the directors shall present a report, verified by the President and the Treasurer, or by a majority of the directors, showing the whole amount of real and personal property owned by the Corporation, where located and where and how invested, the amount and nature of property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Corporation during such year, which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Term of Office, Qualifications, Method of Election. The Board of Directors of the Corporation shall consist of not less than three nor more than fifteen directors. Such number may be increased or diminished by amendment of these by-laws, but shall not be increased to more than fifteen nor diminished to less than three.

The initial directors of the Corporation shall be selected by, and from, those persons subscribing their names to the Articles of Association, and the directors, other than those so selected, shall be elected annually, at the annual meeting of the Members, and each director (whether elected at an annual meeting or to fill a vacancy or otherwise) shall hold office until his successor shall have been elected, or until his death or resignation or until he shall have been removed in the manner hereafter provided. In case of any increase in the number of directors, additional directors to

fill the vacancies in the Board of Directors caused by such increase shall be elected by the other directors. No director need be a Member of the Corporation.

At each annual meeting of the Members, the directors shall be chosen by a plurality of the votes cast.

Section 3. Meetings. An annual meeting of the Board of Directors of the Corporation shall be held in the month of January in each year, immediately following the adjournment of the annual meeting of the Members of the Corporation. Special meetings of the Board of Directors may be called at any time by the President or by any two directors. Each meeting of the Board of Directors shall be held at such place within the state of Connecticut as shall be specified in the notice of such meeting, or waivers thereof. Notice of every special meeting shall be given by mail, phone, email, text or any type of communication agreed upon by the directors at least two days before the day on which the meeting is to be held. No notice of the time, place, or purpose of any meeting of the Board of Directors need be given to any director who attends such meeting, or to any director who, in writing executed and filed with records of the Corporation, either before or after the holding of such meeting, waives such notice.

At all meetings of the Board of Directors the presence in person of one-third of the directors, but in no event less than three directors, shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or the By-laws, the act of a majority of the directors present shall be the act of the Board of Directors. In the absence of a quorum the directors present, by a majority vote and without notice other than by announcement at the meeting, may adjourn the meeting from time to time, for a period of not more than thirty days at any one time, until a quorum shall attend.

Section 4. Vacancies. If any vacancy shall occur in the Board of Directors, the vacancy may be filled by the remaining directors, though less than a quorum.

Section 5. Removal of Directors. Any director may be removed at any time, with or without cause and with or without notice, either at a meeting or by action in writing, by a majority of all of the Members of the Corporation.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1. Powers of the Executive Committee. There may be an executive committee which shall have immediate charge, management and control of the activities and business of the Corporation, and, in the intervals between meetings of the Board of Directors, shall have and may exercise all powers of the Board of Directors in the management of the property, business, and affairs of the Corporation which are not specifically required by law or these by-laws to be exercised by the full Board.

Section 2. Designation of Members, Qualifications, Term of Office. The Members of the Corporation may designate from the Board of Directors an Executive Committee consisting of three directors. Thereafter, members of the Executive Committee shall be designated annually at the annual meeting of the Members. Each member of the Executive Committee (whether designated at an annual meeting of the Members or to fill a vacancy or otherwise) shall be and remain a director and shall hold office until his successor shall have been designated or until he shall cease to be a director or until his death or resignation or until he shall have been removed in the manner hereinafter provided.

Section 3. Meetings. The Executive Committee may hold meetings at such place or places within the state of Connecticut or at such other places as shall be specified in the notice of such meeting, or waivers thereof elsewhere and at such times as it shall determine from time to time. Notice of every meeting shall be by phone, mail, email, text or any other means of communication as agreed upon by the members of the Executive Committee at least two days before the day on which the meeting is to be held. No notice of the time, place or purpose of any meeting of the Executive Committee need be given to any member who attends such meeting, or to any member who, in writing executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice. The Executive Committee shall keep a record of its proceedings.

At all meetings of the Executive Committee the presence of persons and members constituting a majority of the membership of the whole Executive Committee shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the By-laws, the act of a majority of the members present shall be the act of the Executive Committee.

Section 4. Vacancies. If any vacancy should occur in the Executive Committee, the vacancy may be filled by the members at any annual or special meeting of the Board of Directors by resolution passed by a majority of the whole Board.

Section 5. Removal. Any member of the Executive Committee may be removed at any time, with or without cause and with or without notice by a vote of a majority of the Members of the Corporation at any annual or special meeting or by a vote of the majority of the Board of Directors then in office passed at any meeting of the Board of Directors.

ARTICLE V – OFFICERS

Section 1. Officers elected by Members. There shall be a President, one or more Vice Presidents, a Secretary and a Treasurer of the Corporation, all of whom shall be elected by the Members at the annual meeting for a term of one year or until their successors shall have been duly elected and qualified, except that the Board of Directors at its first meeting, shall elect officers to serve until their respective successors are elected at the first annual meeting of the Members and have

qualified. Any officer may be removed at any time, with or without cause and with or without notice, either at a meeting or by action in writing, by a majority of all the Members of the Corporation. A vacancy in any office by reason of death, resignation, removal, or any other cause may be filled by the Board of Directors at any meeting. The President shall be a director of the corporation, but no other officer need be a director of the Corporation and no officer need be a member of the Corporation. One person may hold any two of said offices except those of President and Vice President.

Section 2. Additional Officers. The Board of Directors at any regular or special meeting may by resolution appoint such additional officers, and such agents and employees, as it may deem advisable. All such additional officers, agents and employees shall hold office at the pleasure of the Board of Directors.

Section 3. President. The President shall exercise general supervision over the business of the Corporation, subject, however, to the control of the Board of Directors. He shall preside at all meetings of the Members and of the Board of Directors, and in general shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 4. Vice Presidents. The Vice Presidents shall perform such duties as are assigned to them from time to time by the Board of Directors or the President. At the request of the President, or in his absence or disability, the First Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 5. Secretary. The Secretary shall keep the minutes books and seal of the Corporation, record the minutes of the meetings of the Members and of the Board of Directors, and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the Board of Directors or the President.

Section 6. Treasurer. The Treasurer shall have custody of all property of the Corporation, and from time to time, as requested by the Board of Directors or the President, shall render reports to the Board of Directors or the President, and in general shall perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the Board of Directors or the President.

Section 7. Compensation. The elected officers shall serve without compensation, unless authorized by a concurrent vote of two-thirds of all the Members. The appointed officers, agents or employees shall receive such compensation, if any, as may be fixed by the Board of Directors or by the Executive Committee.

ARTICLE VI – EXECUTION OF INSTRUMENTS

All documents, instruments or writings of any nature shall be signed, executed sealed, verified, acknowledged and delivered by such officers, agents or employees of the Corporation, and in such manner, as from time to time may be determined by the Board of Directors.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall coincide with the calendar year.

ARTICLE VIII – PROHIBITIONS ON OFFICERS

No director or other officer of the Corporation shall (a) receive, directly or indirectly, and salary, compensation or emolument from the Corporation, either as such officer or director or in any capacity, unless authorized by the By-laws or by the concurring vote of two-thirds of all the Members, or (b) be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing supplies thereto, unless authorized by the By-laws or by the concurring vote of two-thirds of the directors.

ARTICLE IX – SEAL

The Corporate Seal shall be circular in form and shall bear the name of the Corporation and words and figures denoting its organization under the laws of the State of Connecticut and the year thereof, and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE X – CUSTODIAN

The directors may appoint a bank organized and existing under the laws of the State of Connecticut or the banking laws of the United States to act as Custodian of corporate assets, for such length of time as the directors may determine.

ARTICLE XI – AMENDMENTS

All By-laws of the Corporation shall be subject to alteration and repeal, and new By-laws may be made, either (a) by the affirmative vote of a majority of the Members of the Corporation entitled to vote given at any annual or special meeting, or (b) by the affirmative vote of at least a majority of the whole Board of Directors given at any meeting.

These By-laws were approved by an affirmative vote of a majority of the whole Board of Directors on May 18, 2013.

Brenna K. Flynn, Secretary of the Barnes Foundation



Brenna K. Flynn, Secretary of the Barnes Foundation

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
FIXED INCOME
ATTN: SALLY A. O'CONNOR
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 06-6037160
Account Number: 383 109535 246
Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN INTL GRP 7700 62DE18	CUSIP: 026874859	Symbol (Box 1d):						
	137,000	01/28/08	03/18/13	\$3,425.00	\$3,612.01	\$0.00	(\$187.01)	\$0.00
	500,000	01/28/08	03/18/13	\$12,500.00	\$13,182.50	\$0.00	(\$682.50)	\$0.00
	600,000	01/28/08	03/18/13	\$15,000.00	\$15,819.00	\$0.00	(\$819.00)	\$0.00
Security Subtotal	1,237,000			\$30,925.00	\$32,613.51	\$0.00	(\$1,688.51)	\$0.00
GOLDMAN SACHS 4750 13JL15	CUSIP: 38141GDK7	Symbol (Box 1d):						
	75,000,000	01/24/08	07/15/13	\$75,000.00	\$75,000.00	\$0.00	\$0.00	\$0.00
MCDONALD'S CORP 4300 13MH01	CUSIP: 58013MED2	Symbol (Box 1d):						
	50,000,000	06/23/09	03/01/13	\$50,000.00	\$50,000.00	\$0.00	\$0.00	\$0.00
MWD 5300 13MH01	CUSIP: 617446HR3	Symbol (Box 1d):						
	75,000,000	01/24/08	03/01/13	\$75,000.00	\$75,000.00	\$0.00	\$0.00	\$0.00
PITNEY BOWES INC 3875 13JN15	CUSIP: 72447VAN9	Symbol (Box 1d):						
	50,000,000	06/23/09	06/17/13	\$50,000.00	\$50,000.00	\$0.00	\$0.00	\$0.00
PITNEY BOWES INC 4875 14AU15	CUSIP: 72447VAU3	Symbol (Box 1d):						
	35,000,000	08/06/09	11/04/13	\$36,254.75	\$35,354.21	\$0.00	\$900.54	\$0.00

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement Tax Year 2013

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza

8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 06-6037160
Account Number: 383 109535 246

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
REYNOLDS AMERICAN 7625 16JN01	25,000 000	CUSIP: 761713AE6 08/11/09	Symbol (Box 1d): 10/17/13	\$29,268.68	\$25,846.00	\$0.00	\$3,422.68	\$0.00
Total Long Term Noncovered Securities					\$346,448.43	\$343,813.72	\$0.00	\$2,634.71
Form 1099-B Total Reportable Amounts					\$346,448.43			
Total Sales Price (Box 2a)					\$346,448.43			
Total Cost or Other Basis (Box 3)						\$0.00		
Total Wash Sale Loss Disallowed (Box 5)						\$0.00		
Total Fed Tax Withheld (Box 4)							\$0.00	

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC

1 New York Plaza

8th Floor

New York, NY 10004

Identification Number 26-4310632

Taxpayer ID Number 06-6037160

Account Number. 383 120555 246

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 8)	DATE ACQUIRED (Box 1e)	DATE OF SALE (Box 1b)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
CINCINNATI FINANCIAL OHIO	165.000	11/06/12	06/07/13	\$7,641.49	\$6,546.28	\$0.00	\$1,095.21	\$0.00
CULLEN FROST BANKERS INC	65.000	07/24/12	06/13/13	\$4,165.92	\$3,613.12	\$0.00	\$552.80	\$0.00
DU PONT EI DE NEMOURS & CO	115.000	02/05/13	06/13/13	\$6,194.45	\$5,488.95	\$0.00	\$705.50	\$0.00
Total Short Term Covered Securities				\$18,001.86	\$15,648.35	\$0.00	\$2,353.51	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

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1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 06-6037160
Account Number: 383 120555 246
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
OSRAM LICHT AG SALE PROCEEDS								
	175,000	02/05/13	07/26/13	\$526.05	\$648.46	\$0.00	(\$122.41)	\$0.00
	75,000	05/29/13	07/26/13	\$225.45	\$282.82	\$0.00	(\$57.37)	\$0.00
Security Subtotal	250,000			\$751.50	\$931.28	\$0.00	(\$179.78)	\$0.00
Total Short Term Noncovered Securities				\$751.50	\$931.28	\$0.00	(\$179.78)	\$0.00
Total Short Term Covered and Noncovered Securities				\$18,753.36	\$16,579.63	\$0.00	\$2,173.73	\$0.00

Morgan Stanley

Corporate Tax Statement Tax Year 2013

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THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number
26-4310632

Taxpayer ID Number
06-6037160
Account Number:
383 120555 246

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE OF ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
MC DONALDS CORP	75 000	07/24/12	11/15/13	\$7,233.21	\$6,597.56	\$0.00	\$635.65	\$0.00
Total Long Term Covered Securities				\$7,233.21	\$6,597.56	\$0.00	\$635.65	\$0.00

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number 06-6037160
Account Number 383 120555 246
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

OMB NO. 1545-0715

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBVIE INC COM	CUSIP: 00287Y109	Symbol (Box 1d): ABBV						
	7.000	03/16/07	05/29/13	\$311.06	\$193.03	\$0.00	\$118.03	\$0.00
	75.000	04/27/07	05/29/13	\$3,332.83	\$2,197.06	\$0.00	\$1,135.77	\$0.00
	43.000	04/30/07	05/29/13	\$1,910.82	\$1,266.95	\$0.00	\$643.87	\$0.00
	15.000	05/03/07	05/29/13	\$666.57	\$447.39	\$0.00	\$219.18	\$0.00
	55.000	06/04/07	05/29/13	\$2,444.07	\$1,589.39	\$0.00	\$854.68	\$0.00
	5.000	06/04/07	07/10/13	\$218.66	\$144.49	\$0.00	\$74.17	\$0.00
	9.000	06/13/07	07/10/13	\$393.58	\$250.33	\$0.00	\$143.25	\$0.00
	54.000	10/08/07	07/10/13	\$2,361.49	\$1,540.39	\$0.00	\$821.10	\$0.00
	21.000	12/31/07	07/10/13	\$918.36	\$613.27	\$0.00	\$305.09	\$0.00
	95.000	02/26/09	07/10/13	\$4,154.77	\$2,632.31	\$0.00	\$1,522.16	\$0.00
	60.000	03/16/09	07/10/13	\$2,623.87	\$1,494.89	\$0.00	\$1,128.98	\$0.00
	90.000	05/06/09	07/10/13	\$3,935.81	\$2,044.27	\$0.00	\$1,891.54	\$0.00
	105.000	01/25/11	07/10/13	\$4,591.77	\$2,616.05	\$0.00	\$1,975.72	\$0.00
	634.000			\$27,863.36	\$17,029.82	\$0.00	\$10,833.54	\$0.00
CINCINNATI FINANCIAL OHIO	CUSIP: 172062101	Symbol (Box 1d): CINF						
	750.000	02/04/11	06/07/13	\$34,734.07	\$24,794.85	\$0.00	\$9,939.22	\$0.00
CULLEN FROST BANKERS INC	CUSIP: 229899109	Symbol (Box 1d): CFFR						
	260.000	09/17/10	06/13/13	\$16,663.71	\$13,943.72	\$0.00	\$2,719.99	\$0.00
	125.000	05/25/11	06/13/13	\$8,011.40	\$7,086.75	\$0.00	\$924.65	\$0.00
	175.000	09/06/11	06/13/13	\$11,215.96	\$8,295.00	\$0.00	\$2,920.96	\$0.00
	560.000			\$35,891.07	\$29,325.47	\$0.00	\$6,565.60	\$0.00
DU PONT E.I. DE NEMOURS & CO	CUSIP: 263534109	Symbol (Box 1d): DD						
	445.000	07/11/11	06/13/13	\$23,969.82	\$24,310.48	\$0.00	(\$340.66)	\$0.00
	185.000	01/17/12	06/13/13	\$9,964.98	\$8,970.47	\$0.00	\$994.51	\$0.00

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number: 264310632

Taxpayer ID Number: 06-6037160
Account Number: 383 120555 246

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
Security Subtotal	630,000			\$33,934.80	\$33,280.95	\$0.00	\$653.85	\$0.00
KINDER MORGAN MGMT LLC	CUSIP: 49455U100	Symbol (Box 1d): KMR						
	0.343	03/06/09	02/14/13	\$28.12	\$9.35	\$0.00	\$16.77	\$0.00
	0.110	03/06/09	05/15/13	\$9.48	\$2.96	\$0.00	\$6.52	\$0.00
	0.511	03/06/09	08/14/13	\$40.51	\$13.59	\$0.00	\$26.92	\$0.00
	184.867	03/06/09	09/12/13	\$13,906.71	\$4,925.97	\$0.00	\$8,980.74	\$0.00
	171.133	03/13/09	09/12/13	\$12,873.56	\$4,936.02	\$0.00	\$7,937.54	\$0.00
Security Subtotal	356.964			\$26,858.38	\$9,887.89	\$0.00	\$16,970.49	\$0.00
MC DONALDS CORP	CUSIP: 580135101	Symbol (Box 1d): MCD						
	145,000	02/19/09	11/15/13	\$13,984.22	\$8,183.66	\$0.00	\$5,800.56	\$0.00
	95,000	02/26/09	11/15/13	\$9,162.08	\$5,113.85	\$0.00	\$4,048.23	\$0.00
	75,000	05/06/09	11/15/13	\$7,233.22	\$4,044.75	\$0.00	\$3,188.47	\$0.00
Security Subtotal	315,000			\$39,379.52	\$17,342.26	\$0.00	\$13,037.26	\$0.00
NORTHERN TRUST CORP	CUSIP: 666859104	Symbol (Box 1d): NTRS						
	195,000	05/21/09	09/13/13	\$10,705.64	\$9,995.12	\$0.00	\$710.52	\$0.00
	190,000	07/01/09	09/13/13	\$10,431.14	\$10,168.52	\$0.00	\$262.62	\$0.00
	200,000	11/06/09	09/13/13	\$10,980.15	\$9,903.70	\$0.00	\$1,076.45	\$0.00
Security Subtotal	585,000			\$32,116.93	\$30,067.34	\$0.00	\$2,049.59	\$0.00
OSRAM LICHT AG SALE PROCEEDS	CUSIP: D596999989	Symbol (Box 1d):						
	170,000	05/20/11	07/26/13	\$511.02	\$779.19	\$0.00	(\$268.17)	\$0.00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor

New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 06-6037160
Account Number 383 120555 246

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
PARKER HANNIFIN CORP	90,000	01/29/09	03/11/13	\$8,737.55	\$3,647.48	\$0.00	\$5,140.07	\$0.00
	130,000	02/03/09	03/11/13	\$12,693.12	\$4,922.58	\$0.00	\$7,770.54	\$0.00
	140,000	02/26/09	03/11/13	\$13,669.32	\$4,996.18	\$0.00	\$8,673.34	\$0.00
PPG INDUSTRIES INC	360,000	CUSIP: 693506107	Symbol (Box 1d): PPG	\$35,150.19	\$13,566.24	\$0.00	\$21,583.95	\$0.00
Security Subtotal	40,000	02/09/09	01/16/13	\$6,525.48	\$1,570.36	\$0.00	\$3,955.12	\$0.00
	5,000	03/13/09	01/16/13	\$650.68	\$165.29	\$0.00	\$525.39	\$0.00
SYSSCO CORP	45,000	CUSIP: 871829107	Symbol (Box 1d): SYY	\$6,216.16	\$1,735.65	\$0.00	\$4,480.51	\$0.00
Security Subtotal	210,000	02/03/09	12/09/13	\$8,047.31	\$4,980.99	\$0.00	\$3,066.32	\$0.00
	210,000	02/05/09	12/09/13	\$8,047.31	\$4,983.09	\$0.00	\$3,064.22	\$0.00
	250,000	03/06/09	12/09/13	\$9,560.13	\$5,042.25	\$0.00	\$4,537.88	\$0.00
	240,000	03/13/09	12/09/13	\$9,196.93	\$5,013.12	\$0.00	\$4,183.81	\$0.00
	310,000	04/25/12	12/09/13	\$11,879.36	\$8,923.97	\$0.00	\$2,955.39	\$0.00
	1,220,000			\$46,751.04	\$28,943.42	\$0.00	\$17,807.62	\$0.00

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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
THOMASPARTNERS ACCOUNT
P.O. BOX 288
EAST HARTLAND CT 06027-0288

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 06-6037160
Account Number 383 120555 246
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
UNITED PARCEL SERVICE INC CL-B		CUSIP: 9111312106	Symbol (Box 1d): UPS					
	245,000	02/27/09	11/15/13	\$24,673.86	\$9,929.36	\$0.00	\$14,744.50	\$0.00
	125,000	03/06/09	11/15/13	\$12,588.70	\$4,988.50	\$0.00	\$7,600.20	\$0.00
	110,000	03/16/09	11/15/13	\$11,078.06	\$4,932.29	\$0.00	\$6,145.77	\$0.00
Security Subtotal	480,000			\$48,340.62	\$19,850.15	\$0.00	\$28,490.47	\$0.00
Total Long Term Noncovered Securities			\$358,747.16		\$226,603.23	\$0.00	\$132,143.93	\$0.00
Total Long Term Covered and Noncovered Securities			\$365,980.37		\$233,200.79	\$0.00	\$132,779.58	\$0.00
Total Short and Long Term, Covered and Noncovered Securities			\$384,733.73		\$249,780.42	\$0.00	\$134,953.31	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)			\$384,733.73					
Total Cost or Other Basis (Box 3)							\$22,245.91	
Total Wash Sale Loss Disallowed (Box 5)							\$0.00	
Total Fed Tax Withheld (Box 4)								\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS



Morgan Stanley

Corporate Tax Statement Tax Year 2013

THE BARNES FOUNDATION
ADVISOR ACCOUNT
P. O. BOX 288
EAST HARTLAND CT 06027-0

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza

New York, NY 10004
Identification Number: 26-4310632
Taxpayer ID Number: 06-6037160
Account Number: 383 120562 246

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Non-Term Noncovered Securities # 121 P 30

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 3)	QUANTITY (Box 1e)	ACQUIRED DATE (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BARNES GROUP INCORPORATED	CUSIP: 067806109	Symbol (Box 1d): B						
	11,500,000	03/09/92	01/03/13	\$264,523.97	\$1,092.50	\$0.00	\$263,431.47	\$0.00
	11,500,000	03/09/92	01/23/13	\$266,851.52	\$1,092.50	\$0.00	\$265,759.02	\$0.00
	21,000,000	03/09/92	05/21/13	\$638,843.48	\$1,995.00	\$0.00	\$636,848.48	\$0.00
Security Subtotal	44,000,000			\$1,170,218.97	\$4,180.00	\$0.00	\$1,166,038.97	\$0.00
Total Long Term Noncovered Securities				\$1,170,218.97	\$4,180.00	\$0.00	\$1,166,038.97	\$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)

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Total Cost or Other Basis (Box 3)

Total Wash Sale Loss Disallowed (Box 5)

Total Fed Tax Withheld (Box 4)

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Noncovered securities are not subject to the IRS co

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

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 LONG TERM SALES PER ATTACHED SCHEDULE - ACCT. 109	P		
b SHORT TERM SALES PER ATTACHED SCHEDULE - ACCT. 12	P		
c LONG TERM SALES PER ATTACHED SCHEDULE - ACCT. 120	P		
d LONG TERM SALES PER ATTACHED SCHEDULE - ACCT. 120	P		
e CAPITAL GAINS DIVIDENDS			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 346,449.		343,814.	2,635.
b 18,754.		16,580.	2,174.
c 365,980.		233,201.	132,779.
d 1,170,219.		4,180.	1,166,039.
e 7,527.			7,527.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,635.
b			2,174.
c			132,779.
d			1,166,039.
e			7,527.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,311,154.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGANSTANLEY - DIVIDENDS	149,128.	7,527.	141,601.	141,601.	
MORGANSTANLEY - INTEREST	90,020.	0.	90,020.	90,020.	
TO PART I, LINE 4	239,148.	7,527.	231,621.	231,621.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPM ALERIAN MLP	1,215.	1,215.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,215.	1,215.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & PROFESSIONAL FEES	6,750.	0.		6,750.
TO FORM 990-PF, PG 1, LN 16B	6,750.	0.		6,750.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADVISORY FEES	46,028.	46,028.		0.
TO FORM 990-PF, PG 1, LN 16C	46,028.	46,028.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,415.	0.		4,415.
FEDERAL EXCISE TAX	29,895.	0.		0.
FOREIGN TAXES	3,206.	3,206.		0.
TO FORM 990-PF, PG 1, LN 18	37,516.	3,206.		4,415.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLICATIONS/SUBSCRIPTIONS	293.	0.		293.
MEMBERSHIP FEES	2,825.	0.		2,825.
OFFICE EXPENSES	2,212.	0.		2,212.
ANNUAL REPORT	350.	0.		350.
MISCELLANEOUS EXPENSES	50.	0.		48.
TO FORM 990-PF, PG 1, LN 23	5,730.	0.		5,728.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,994,027.	2,994,027.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,994,027.	2,994,027.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,765,333.	1,765,333.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,765,333.	1,765,333.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	43,590.	43,590.
CERTIFICATES OF DEPOSIT	FMV	95,042.	95,042.
MUTUAL AND CLOSED END FUNDS	FMV	4,475,671.	4,475,671.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,614,303.	4,614,303.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COPY MACHINE	2,580.	2,580.	0.
COMPUTER SCREEN	265.	265.	0.
COMPUTER	1,003.	1,003.	0.
LAPTOP	611.	318.	293.
TOTAL TO FM 990-PF, PART II, LN 14	4,459.	4,166.	293.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	5,164.	8,606.	8,606.
INTEREST RECEIVABLE	0.	22,403.	22,403.
TO FORM 990-PF, PART II, LINE 15	5,164.	31,009.	31,009.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LOUISE B. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
JOAN W. BARNES P.O. BOX 288 EAST HARTLAND, CT 06027	PRESIDENT 1.00	0.	0.	0.
SALLY A. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	V/P EXEC DIR 30.00	50,000.	10,744.	0.
ELLIOTT B. BRISTOW P.O. BOX 288 EAST HARTLAND, CT 06027	TREASURER 1.00	0.	0.	0.
GAIL I. BRISTOW P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
TIMOTHY J. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
BRENNNA K. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	SECRETARY 1.00	0.	0.	0.

THE BARNES FOUNDATION INC. C/O SALLY A.

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HEATHER B. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
PATRICIA HAMON P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
LYNNE B. LEAHY P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
EDWARD THOMAS ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
WENDY E. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
COREY W. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
BROOKE L. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,000.	10,744.	0.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

860-653-0462

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

SUBMISSIONS SHOULD BE MADE SIX TO TWELVE MONTHS IN ADVANCE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	Date Acquired	Method	Life	C on Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	* Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COPY MACHINE	07/27/98	2000DB	5.00	HY16	2,580.				2,580.		0.	2,580.	
4	COMPUTER SCREEN	05/15/06	2000DB	5.00	HY17	265.				265.		0.	265.	
5	COMPUTER	06/01/06	2000DB	5.00	HY17	1,003.				1,003.		0.	1,003.	
16	LAPTOP	05/07/12	2000DB	5.00	HY17	611.				611.		196.	196.	318.
* TOTAL 990-PF PG 1 DEPR						4,459.				4,459.		3,970.	196.	4,166.

Form 4562

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

OMB No 1545-0172

2013

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

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE BARNES FOUNDATION INC.

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

FORM 990-PF PAGE 1

06-6037160

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

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	196.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	► <input type="checkbox"/>	

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	196.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

316251
12-19-13 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2013)

THE BARNES FOUNDATION INC.

Form 4562 (2013)

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

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Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

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

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

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

		%						
		%						
		%						

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

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

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

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

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

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

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

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

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

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

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

42 Amortization of costs that begins during your 2013 tax year:

43 Amortization of costs that began before your 2013 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44