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

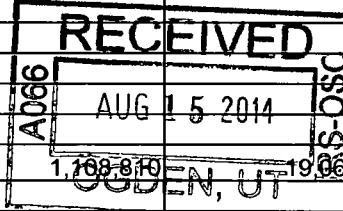
2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation Barnes Group Foundation Inc.		A Employer identification number 23-7339727	
		B Telephone number (see instructions) (860) 583-7070	
Number and street (or P O box number if mail is not delivered to street address) 123 Main Street		Room/suite	
City or town Bristol		State CT	ZIP code 06010
Foreign country name		Foreign province/state/county	Foreign postal code
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,508,038	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,100,000	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		
	3 Interest on savings and temporary cash investments	19,054	19,054
	4 Dividends and interest from securities	15	15
	5a Gross rents		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10	-10,259	
	b Gross sales price for all assets on line 6a		
	7 Capital gain net income (from Part IV, line 2)		
	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) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc		
	14 Other employee salaries and wages		
	15 Pension plans, employee benefits		
	16a Legal fees (attach schedule)		
	b Accounting fees (attach schedule)		
	c Other professional fees (attach schedule)		
	17 Interest		
	18 Taxes (attach schedule) (see instructions)	112	
	19 Depreciation (attach schedule) and depletion		
	20 Occupancy		
	21 Travel, conferences, and meetings		
	22 Printing and publications		
	23 Other expenses (attach schedule)	5,575	
	24 Total operating and administrative expenses.		
Add lines 13 through 23	5,687	0	0
25 Contributions, gifts, grants paid	1,210,440		1,210,440
26 Total expenses and disbursements. Add lines 24 and 25	1,216,127	0	0
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-107,317		
b Net investment income (if negative, enter -0-)		19,069	
c Adjusted net income (if negative, enter -0-)			0



Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing		1,123,734	1,056,676	1,056,676
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)		485,343	446,095	446,095
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► Interest Receivable)		6,278	5,267	5,267
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,615,355	1,508,038	1,508,038
	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 (attach schedule)				
	22 Other liabilities (describe ►)		0	0	
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		1,615,355	1,508,038	
	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 (see instructions)		1,615,355	1,508,038	
	31 Total liabilities and net assets/fund balances (see instructions)		1,615,355	1,508,038	

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	1,615,355
2 Enter amount from Part I, line 27a	2	-107,317
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,508,038
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,508,038

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					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
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		0
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) (see instructions) If (loss), enter -0- in Part I, line 8			3		0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,048,966	1,201,983	0.872696
2011	1,012,503	408,734	2.477169
2010	1,104,796	77,004	14.347255
2009	1,020,437	360,309	2.832116
2008	1,019,515	285,627	3.569393

- 2 Total of line 1, column (d) 2 24,098,629
- 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 4,819,726
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 1,538,277
- 5 Multiply line 4 by line 3 5 7,414,074
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 191
- 7 Add lines 5 and 6 7 7,414,265
- 8 Enter qualifying distributions from Part XII, line 4 8 1,210,440

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► 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

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► Refunded ►

1	381
2	0
3	381
4	
5	381
6a	
6b	
6c	400
6d	
7	400
8	
9	0
10	19
11	19

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ► Yes No
1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.
(1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

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

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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

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

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

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*

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

1b	X
1c	X
2	X
3	X
4a	X
4b	N/A
5	X
6	X
7	X
8b	X
9	X
10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► http://www.barnesgroupinc.com/about-bgi/barnes-group-foundation.aspx	13	X	
14	The books are in care of ► Thomas O. Barnes Located at ► 123 Main Street, Bristol, CT	Telephone no. ► (860) 583-7070 ZIP+4 ► 06010		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		► <input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 20____, 20____, 20____, 20____			
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
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	N/A	
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

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)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	X
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached	.25	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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 ►

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). 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 ►		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A.....	
.....	
2	
.....	
3	
.....	
4	
.....	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 N/A.....	
.....	
2	
.....	

All other program-related investments. See instructions

3	
.....	

Total. Add lines 1 through 3 ► 0

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	465,719
b	Average of monthly cash balances	1b	1,090,211
c	Fair market value of all other assets (see instructions)	1c	5,773
d	Total (add lines 1a, b, and c)	1d	1,561,703
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,561,703
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	23,426
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,538,277
6	Minimum investment return. Enter 5% of line 5	6	76,914

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	76,914
2a	Tax on investment income for 2013 from Part VI, line 5	2a	381
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	381
3	Distributable amount before adjustments Subtract line 2c from line 1	3	76,533
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	76,533
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	76,533

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,210,440
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,210,440
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 (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,210,440

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				76,533
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 1,005,236				
b From 2009 1,020,437				
c From 2010 1,100,947				
d From 2011 992,067				
e From 2012 1,048,966				
f Total of lines 3a through e	5,167,653			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,210,440				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				76,533
e Remaining amount distributed out of corpus	1,133,907			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	6,301,560			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5			0	
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,005,236			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,296,324			
10 Analysis of line 9				
a Excess from 2009 1,020,437				
b Excess from 2010 1,100,947				
c Excess from 2011 992,067				
d Excess from 2012 1,048,966				
e Excess from 2013 1,133,907				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .				
b 85% of line 2a . . .				
c Qualifying distributions from Part XII, line 4 for each year listed . . .				
d Amounts included in line 2c not used directly for active conduct of exempt activities . . .				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .				
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .				
(3) Largest amount of support from an exempt organization . . .				
(4) Gross investment income . . .				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

Citizen Scholarship Foundation of A 1505 Riverview Road St Peter, MN 56082 (603) 627-3870

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

Application forms provided by operating divisions of Barnes Group Inc

c Any submission deadlines

March 1st of each year

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

See Attached

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached			Contributions Gifts and Grants	1,210,440
Total				► 3a 1,210,440
b Approved for future payment				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****5 Net rental income or (loss) from real estate**

- a Debt-financed property
- b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue: a Change in Value of Investments**

- b _____
- c _____
- d _____
- e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
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	1a(1) 1a(2)	X X
b	Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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

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

**Sign
Here**

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 instructions)? Yes No

Signature of officer or trustee			Date	Title	(see instructions)?	
Paid Preparer Use Only		Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►					Firm's EIN ►	
Firm's address ►					Phone no	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Barnes Group Foundation Inc

Employer identification number

23-7339727

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year.

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Barnes Group Foundation Inc.	Employer identification number 23-7339727
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Barnes Group Inc. 123 Main Street Bristol CT 06010 Foreign State or Province Foreign Country	\$ 1,100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization Barnes Group Foundation Inc.	Employer identification number 23-7339727
--	--

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

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

Name of organization Barnes Group Foundation Inc			Employer identification number 23-7339727
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0 Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
For Prov	Country		

BARNES GROUP FOUNDATION, INC.
STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<u>Assets</u>		
Cash	1,056,676	1,123,734
Other Current Assets		
Federal Excise Tax Receivable	0	0
Interest and Other Income Receivable	5,267	6,278
Dividends Receivable	0	0
Investments at Market Value	0	0
Receivable BGI	0	0
Bonds	446,095	485,343
Total Assets	<u>1,508,038</u>	<u>1,615,355</u>
 <u>Liabilities and Unrestricted Net Assets</u>		
Liabilities		
Payable	0	0
Federal Excise Tax Payable	0	0
Deferred Excise Tax Liabilities	0	0
Total Liabilities	<u>0</u>	<u>0</u>
Unrestricted Net Assets		
Net Assets	<u>1,508,038</u>	<u>1,615,355</u>
Total Liabilities and Net Assets	<u>1,508,038</u>	<u>1,615,355</u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF ACTIVITY
FOR THE YEARS ENDED DECEMBER 31, 2013 and 2012

	2013	2012
<u>Investment Income</u>		
Interest and Other Income	19,054	5,579
Dividends	15	0
Net Loss on Sale of Investments	0	0
Change in Value of Investments	(10,259)	0
Gain/Loss	0	(488)
Total investment income	<u>8,810</u>	<u>5,091</u>
<u>Expenses</u>		
Trustee Fees	3,210	15,975
Federal Excise and State Fees	112	1
State Fees	0	0
Foreign Withholding Taxes	0	0
Other Expenses	0	0
Printing	2,065	0
Bank Fees	300	0
Total expenses	<u>5,687</u>	<u>15,976</u>
Excess/(Decrease) of Investment Income over Expenses	3,123	(10,885)
Contribution, Received	1,100,000	1,850,000
Contributions, Distributed	<u>(1,210,440)</u>	<u>(1,048,966)</u>
(Decrease)/Increase in Net Assets	(107,317)	790,149
Net Assets - beginning of year	<u>1,615,355</u>	<u>825,206</u>
Net Assets - end of year	<u>1,508,038</u>	<u>1,615,355</u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Operating Activities		
(Decrease)/Increase in Net Assets	(107,317)	790,149
Adjustments to reconcile (decrease)/increase in net assets to net cash provided by (used in) operating activities:		
Principal account cash reclassified from invest. acct.	0	0
Cash contributions receivable	0	0
Interest and dividends receivable	1,011	0
Federal excise tax receivable	0	0
Deferred excise tax receivable	0	0
Distributions payable	0	0
Federal excise tax payable	0	0
Deferred excise tax payable	0	0
Net realized and unrealized gains on investments	9,248	0
Cash used in operating activities	<u>(97,058)</u>	<u>790,149</u>
Investing Activities:		
Purchase of investments	0	0
Maturity of investments	<u>30,000</u>	<u>0</u>
Cash provided by investing activities	30,000	0
Financing Activities:		
Cash provided by financing activities	0	0
Net increase (decrease) in cash and cash equivalents	(67,058)	790,149
 Cash and cash equivalents - beginning of year	 <u>1,615,355</u>	 <u>825,206</u>
Cash and cash equivalents - end of year	<u>1,548,297</u>	<u>1,615,355</u>

BARNES GROUP FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 and 2012

1. Summary of Significant Accounting Policies

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

During 2013, the Foundation operated on contributions provided by Barnes Group Inc. (BGI) and a private donor. In addition, the Foundation operated on income realized from investment of those contributions. In 2013 BGI contributed \$1,100,000 to the Foundation. In 2012 BGI contributed \$1,100,000 to the Foundation. In 2012, Mr. Edmund Carpenter, a private donor, contributed \$750,000.

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

Income and expenses are recorded on an accrual basis.

2. Investments

Investments at December 31, 2013 and 2012 consist of the following:

	2013		2012	
	Market Value	Cost	Market Value	Cost
Common stock	-0-	-0-	-0-	-0-
Other investments	446,095	446,919	485,343	485,220
Total Investments	446,095	446,919	485,343	485,220

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule I

Date	Check Number	Description	Amount
Civic & Youth			
03/07/2013	10895	Christian Fellowship Center	400.00
04/30/2013	10974	Boys And Girls Club	1,000.00
05/08/2013	10983	Bristol Boys & Girls Club	10,000.00
05/13/2013	11024	Andover Hebron Marlboro Youth Services	100.00
05/28/2013	11052	Bristol Police Explorers	500.00
06/17/2013	11074	Bristol Sports Hall Of Fame And Museum	1,000.00
06/24/2013	11080	Kiwanis Club of Glastonbury	70.00
07/08/2013	11095	YMCA Of Greater Hartford	5,000.00
09/23/2013	11176	Bristol Boys & Girls Club	1,000.00
09/27/2013	11191	CT Rivers Council, BSA	3,000.00
10/23/2013	11210	Bristol Boys & Girls Club	50,000.00
10/23/2013	11213	Girl Scouts of Connecticut	2,500.00
			<u>74,570.00</u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule 1

Date	Check Number	Description	Amount
Cultural & Arts			
02/07/2013	10845	New Britain Museum of American Art	5,000.00
02/07/2013	10847	CT Historical Society	1,000.00
02/07/2013	10848	Nutmeg Symphony Orchestra, Inc.	2,500.00
02/07/2013	10850	New England Air Museum	1,000.00
02/07/2013	10851	CT Public Broadcasting	10,000.00
02/07/2013	10861	Greater Hartford Arts Center	200.00
02/11/2013	10862	Bushnell	9,120.00
02/14/2013	10883	MATC Foundation - MPTV Fund	200.00
03/07/2013	10896	Hill-Stead Museum	1,000.00
04/03/2013	10901	New England Carousel Museum	400.00
04/03/2013	10905	Hartford Stage Company	1,000.00
04/04/2013	10936	Eatonton-Putnam Arts Foundation	2,000.00
04/04/2013	10962	Children's Museum	1,500.00
04/30/2013	10970	CT Forum, Inc.	6,500.00
04/30/2013	10972	Amistad Center for Art & Culture	4,440.00
05/08/2013	10978	Harriet Beecher Stowe	1,000.00
05/08/2013	10980	Wadsworth Atheneum	1,000.00
05/08/2013	10982	Mark Twain House & Museum	2,500.00
05/13/2013	10996	Bushnell	4,000.00
05/13/2013	11031	Cleveland Zoological Society	100.00
05/13/2013	11044	Colonial Williamsburg Foundation	100.00
05/17/2013	11048	New England Carousel Museum	1,000.00
05/29/2013	11053	Vero Beach Museum of Art	1,000.00
06/24/2013	11088	Musical Arts Association - Cleveland	50.00
06/24/2013	11090	WVIZ/PBS Public TV	100.00
07/08/2013	11097	Amistad Center for Art & Culture	5,000.00
07/08/2013	11100	Greater Hartford Arts Center	12,000.00
07/08/2013	11101	Greater Hartford Arts Center	2,000.00
07/18/2013	11115	Eatonton-Putnam Arts Foundation	2,000.00
07/26/2013	11125	New Britain Museum of American Art	2,500.00
07/26/2013	11127	Hill-Stead Museum	1,000.00
09/05/2013	11169	RE-CREATION USA, Inc.	360.00
09/23/2013	11173	Hartford Stage Company	4,000.00
09/23/2013	11178	American Clock and Watch Museum	1,000.00
09/26/2013	11181	Greater Hartford Arts Center	5,628.00
09/26/2013	11182	Greater Hartford Arts Center	4,620.00
09/26/2013	11183	Greater Hartford Arts Center	14,476.00
09/27/2013	11188	Palace Theater Group	500.00
10/03/2013	11196	Public Broadcasting Of NW PA, Inc.	100.00

**BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013**

Schedule 1

10/03/2013	11198	Richmond Memorial Library	100.00
10/23/2013	11212	New England Carousel Museum	2,500.00
11/21/2013	11241	RE-CREATION USA, Inc.	360.00
12/16/2013	11250	New England Air Museum	800.00
12/16/2013	11257	Cavaliers Drum & Bugle Corps	120.00
12/16/2013	11261	RE-CREATION USA, Inc.	360.00
			<hr/>
			116,134.00
			<hr/>
			116,134.00
			<hr/>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule 1

Date	Check Number	Description	Amount
Education			
02/07/2013	10846	Jr. Achievement Of Southwest New England	6,500.00
02/07/2013	10853	Bristol School/Business Partnership	250.00
02/07/2013	10856	Bristol Central High School	300.00
02/07/2013	10857	Bristol Eastern High School	300.00
02/07/2013	10858	St. Paul's Catholic High School	300.00
02/07/2013	10859	Terryville High School	300.00
02/12/2013	10864	Main Street Community Foundation	5,500.00
02/14/2013	10872	University of Vermont	1,000.00
02/14/2013	10875	Welles Turner Memorial Library	100.00
02/14/2013	10878	Pennsylvania State University	100.00
02/14/2013	10879	Pennsylvania State University	50.00
02/14/2013	10880	University of South Carolina Fnd.	88.00
02/14/2013	10892	Big Green Scholarship Foundation	1,000.00
02/27/2013	10893	CT Science Fair Association, Inc.	5,000.00
03/07/2013	10894	Jr. Achievement Of Southwest New England	4,000.00
03/29/2013	10900	United Negro College Fund	2,500.00
04/03/2013	10903	Bristol School/Business Partnership	2,500.00
04/03/2013	10904	Environmental Learning Center of CT	1,500.00
04/04/2013	10913	St. Gerard School	2,094.00
04/04/2013	10918	Clemson University	4,000.00
04/04/2013	10921	St. Charles Borromeo Parish School	50.00
04/04/2013	10922	St. Charles Borromeo Parish School	50.00
04/04/2013	10923	St. Charles Borromeo Parish School	140.00
04/04/2013	10924	St. Rita School for the Deaf	100.00
04/04/2013	10930	Main Street Community Foundation	200.00
04/04/2013	10933	Blue Grass Baptist School	600.00
04/04/2013	10935	Covenant Christian School	2,000.00
04/04/2013	10937	St. Martha RC Church and School	3,000.00
04/04/2013	10939	Natural Resoures Defense Council	100.00
04/04/2013	10943	Nature Conservancy of MN	300.00
04/04/2013	10946	Wisconsin Public Radio Assoc.	240.00
04/04/2013	10951	Flat Rock Middle School	600.00
04/04/2013	10960	Big Green Scholartship Foundation	2,400.00
04/11/2013	10963	Center for Children's Advocacy	250.00
04/11/2013	10964	Main Street Community Foundation	605.00
04/30/2013	10967	CT Center for Science & Exploration Inc.	10,000.00
04/30/2013	10971	Main Street Community Foundation	5,000.00
04/30/2013	10973	Environmental Learning Center of CT	2,000.00
04/30/2013	10976	Bristol Business Education Foundation	1,000.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule I

04/30/2013	10977	Our Piece of the Pie	1,500.00
05/08/2013	10981	W A L K S Foundation, Inc.	1,000.00
05/09/2013	10986	Tunxis Community College Foundation	1,500.00
05/09/2013	10987	Bristol School/Business Partnership	400.00
05/13/2013	10998	Trinity College	300.00
05/13/2013	10999	Central CT State University	100.00
05/13/2013	11002	World Wildlife Fund Inc.	50.00
05/13/2013	11003	St. Pius V School	50.00
05/13/2013	11007	St. Charles Borromeo Parish School	50.00
05/13/2013	11009	Constellation Schools	50.00
05/13/2013	11012	Georgia Tech Foundation, Inc.	200.00
05/13/2013	11016	Blue Grass Baptist School	250.00
05/13/2013	11017	New Manchester Elem. School	1,000.00
05/13/2013	11018	St. Norbert College	300.00
05/13/2013	11028	Carnegie Mellon University	200.00
05/13/2013	11030	Sigma Chi Foundation	200.00
05/13/2013	11033	Kent State University Foundation	400.00
05/13/2013	11034	Denison University	500.00
05/13/2013	11040	University Of Notre Dame	400.00
05/13/2013	11042	Fairfield University	2,000.00
05/17/2013	11049	Bristol Business Education Foundation	2,500.00
05/28/2013	11051	Main Street Community Foundation	10,000.00
05/29/2013	11060	Georgia Tech Foundation, Inc.	784.00
05/29/2013	11061	Georgia Tech Foundation, Inc.	200.00
05/29/2013	11063	Piux XI High School	500.00
05/29/2013	11066	Wesleyan University	100.00
05/29/2013	11073	University of Connecticut Foundation	134.00
06/24/2013	11081	St. Paul's Catholic High School	50.00
06/24/2013	11085	Urban League of Greater Hartford	2,000.00
07/08/2013	11094	Environmental Learning Center of CT	10,000.00
07/08/2013	11098	Scholarship America, Inc.	183,500.00
07/09/2013	11102	Urban League of Greater Hartford	1,000.00
07/09/2013	11103	Main Street Community Foundation	1,000.00
07/18/2013	11106	Western New England University	100.00
07/18/2013	11111	Western New England University	100.00
07/18/2013	11117	Fairfield College Preparatory School	200.00
07/18/2013	11121	University of St. Joseph	50.00
07/26/2013	11128	Bristol Business Education Foundation	1,000.00
08/15/2013	11132	Tunxis Community College Foundation	2,500.00
08/21/2013	11138	CT Center for Science & Exploration Inc.	300.00
08/21/2013	11139	University of Hartford Development Office	0.00
08/22/2013	11140	Corry Elementary School PTO	1,000.00
08/22/2013	11142	West Allis Central High School	1,000.00
09/05/2013	11144	Tunxis Community College Foundation	150.00

BARNES GROUP FOUNDATION, INC.
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Schedule 1

09/05/2013	11152	Islamic Center Am/Muslim Am Youth Acadmy	4,000.00
09/05/2013	11156	Detroit Educational TV Foundation	610.00
09/05/2013	11163	Villanova University	500.00
09/05/2013	11166	King's College	700.00
09/05/2013	11167	Pennsylvania State University	300.00
09/23/2013	11177	CPEP, Inc.	1,000.00
09/27/2013	11190	Ridgewood Elementary School	1,180.00
09/30/2013	11192	Urban League of Greater Hartford	4,400.00
10/03/2013	11199	Ekal Vidyalaya Foundation 02 USA	730.00
10/03/2013	11200	Wesley Woods Inc.	500.00
10/18/2013	11209	University of Hartford Development Office	1,000.00
10/23/2013	11215	Perrsburg HS Athletic Boosters	100.00
10/23/2013	11217	South Side School PTA	200.00
11/05/2013	11221	Scholarship America, Inc.	183,500.00
11/07/2013	11224	Hartford Foundation for Public Giving	10,000.00
11/21/2013	11226	University of Hartford Development Office	2,000.00
11/21/2013	11234	University of Vermont	200.00
11/26/2013	11242	Square One Education Network	1,000.00
12/16/2013	11245	Edgewood School	2,000.00
12/16/2013	11246	Bristol Business Education Foundation	2,500.00
12/16/2013	11247	Bristol School/Business Partnership	3,480.00
12/16/2013	11248	Mount Pisgah Christian School	4,000.00
12/16/2013	11251	Main Street Community Foundation	100.00
12/16/2013	11253	Grace Youth and Family Foundation	4,000.00
12/16/2013	11262	Boston College	50.00
12/31/2013	11265	Scholarship America, Inc.	8,700.00
12/31/2013	11267	Amherst College	3,000.00
12/31/2013	11269	ORT America/Bramson ORT College	2,000.00
12/31/2013	11279	University of Dublin Fund	100.00
12/31/2013	11285	Wisconsin Public Radio Assoc.	240.00
12/31/2013	11289	Fellowship Christian Center	200.00
12/31/2013	11293	Catherine Violet Hubbard Foundation	50.00
12/31/2013	11296	Wesley Woods Christain Educational Cente	400.00
12/31/2013	11297	St. Paul's Catholic High School	1,000.00
12/31/2013	11301	Charter Oak State College Fnd.	50.00
			<hr/> 538,425.00
			<hr/> 538,425.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule 1

Date	Check Number	Description	Amount
Health & Welfare			
02/07/2013	10849	North Star Foundation	500.00
02/07/2013	10854	Village For Families And Children	500.00
02/07/2013	10855	United Way West Central CT	1,000.00
02/07/2013	10860	Easter Seals Rehabilitation Center	1,000.00
02/11/2013	10863	United Way West Central CT	96,929.62
02/12/2013	10866	Bristol Hospital Development Foundation	1,000.00
02/14/2013	10867	American Cancer society of MA	70.00
02/14/2013	10868	American Red Cross National Hdqtrs	150.00
02/14/2013	10869	City Mission	60.00
02/14/2013	10870	Cleveland Foodbank, Inc.	60.00
02/14/2013	10871	American Red Cross National Hdqtrs	50.00
02/14/2013	10873	Run Vermont	500.00
02/14/2013	10874	Family & Children's Agency, Inc.	100.00
02/14/2013	10876	Connecticut Hospice, Inc.	50.00
02/14/2013	10877	Hole In The Wall Gang Camp	50.00
02/14/2013	10881	Wounded Warrior Project	100.00
02/14/2013	10882	Sojourner Family Peace Center	200.00
02/14/2013	10884	Goodwill of Western & Northern CT	500.00
02/14/2013	10885	Alzheimer's Association IL Chapter	100.00
02/14/2013	10886	Disablet Am. Veterans Charitable	200.00
02/14/2013	10887	AMVETS National Service Fnd.	200.00
02/14/2013	10888	American Cancer Society of MI	100.00
02/14/2013	10889	Children's Tumor Foundation	100.00
02/14/2013	10890	American Diabetes Association of VA	50.00
02/14/2013	10891	Leukemia & Lymphoma Society of MA	100.00
03/07/2013	10897	YWCA of New Britain	5,000.00
03/07/2013	10898	CT Children's Medical Center Fnd	4,397.00
03/08/2013	10899	Juvenile Diabetes Research Foundation	3,000.00
04/03/2013	10906	Shelter for the Homeless, Inc.	5,000.00
04/03/2013	10907	United Way West Central CT	2,500.00
04/04/2013	10908	Erie City Mission	400.00
04/04/2013	10909	Erie City Mission	400.00
04/04/2013	10910	Smile Train	60.00
04/04/2013	10911	Special Olympics Ohio	60.00
04/04/2013	10912	Cleveland Animal Protective League	60.00
04/04/2013	10914	Kelly Brush Foundation	1,000.00
04/04/2013	10915	American Diabetes Association of VA	50.00
04/04/2013	10916	American Institute for Cancer Research	50.00
04/04/2013	10917	Habitant for Humanity International	50.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule 1

04/04/2013	10919	Leukemia & Lymphoma Society of Pittsfield	50.00
04/04/2013	10920	March Of Dimes of NY	50.00
04/04/2013	10925	Catholic Charities of SW Ohio	200.00
04/04/2013	10926	Catholic Social Services of OH	100.00
04/04/2013	10927	Georgia Humane Society	4,000.00
04/04/2013	10928	Family Centers	50.00
04/04/2013	10929	Maine Cancer Foundation - Tri for a Cure	50.00
04/04/2013	10931	Bristol Preschool Child Care Center, Inc.	80.00
04/04/2013	10932	St. Francis Hospital Foundation	50.00
04/04/2013	10934	Salvation Army Hartford Chapter	1,200.00
04/04/2013	10938	Habitant for Humanity International	100.00
04/04/2013	10940	Milwaukee Rescue Mission	300.00
04/04/2013	10941	National Multiple Sclerosis Society of CO	150.00
04/04/2013	10942	American Red Cross National Hdqtrs	300.00
04/04/2013	10944	National Alliance for Mental Illness	300.00
04/04/2013	10945	Community Project Committee, Inc.	100.00
04/04/2013	10947	Planned Parenthood of NY	100.00
04/04/2013	10948	National Federation Blind of CT	50.00
04/04/2013	10949	American Cancer Society	2,000.00
04/04/2013	10950	Wolcott Volunteer Ambulance Association	50.00
04/04/2013	10952	Humane Society of Gr. Akron	50.00
04/04/2013	10953	Upper Room Ministries	200.00
04/04/2013	10954	Catholic Relief Services	200.00
04/04/2013	10955	Georgia Humane Society	4,000.00
04/04/2013	10956	St. Baldrick's Foundation	100.00
04/04/2013	10957	American Red Cross National Hdqtrs	100.00
04/04/2013	10958	Humane Society of Gr. Akron	50.00
04/04/2013	10959	Tenth Life	50.00
04/22/2013	10966	Navy Seal Foundation	2,500.00
04/30/2013	10968	United Way West Central CT	500.00
04/30/2013	10975	Windsor Recovery Club	100.00
05/08/2013	10979	CT Children's Medical Center Fnd	20,000.00
05/09/2013	10984	Bristol Hospital Development Foundation	700.00
05/09/2013	10985	Wheeler Clinic	900.00
05/10/2013	10988	American Cancer Society	2,500.00
05/13/2013	10989	Friends of Titan Rowing	2,000.00
05/13/2013	10990	American Heart Association	100.00
05/13/2013	10991	Erie City Mission	400.00
05/13/2013	10992	Erie City Mission	400.00
05/13/2013	10993	Special Olympics Connecticut	50.00
05/13/2013	10994	Muscular Dystrophy Association of NY	50.00
05/13/2013	10995	Crossroads	200.00
05/13/2013	10997	Archbishop Catholic Appeal of Boston	300.00
05/13/2013	11000	Georgia Humane Society	4,000.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
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Schedule 1

05/13/2013	11001	Humane Society of the US	50.00
05/13/2013	11004	Special Olympics Connecticut	50.00
05/13/2013	11005	Plymouth Community Food Bank	200.00
05/13/2013	11006	American Red Cross of MA	50.00
05/13/2013	11008	St. Baldrick's Foundation	100.00
05/13/2013	11010	Little Sisters of the Poor	100.00
05/13/2013	11011	YMCA Of Metropolitan Hartford	100.00
05/13/2013	11013	Bristol Hospital Development Foundation	100.00
05/13/2013	11014	Cystic Fibrosis Foundation of WI	100.00
05/13/2013	11015	American Heart Association of KS	50.00
05/13/2013	11019	Special Olympics Connecticut	60.00
05/13/2013	11020	Special Olympics Connecticut	60.00
05/13/2013	11021	Special Olympics Connecticut	140.00
05/13/2013	11022	American Cancer Society of Atlanta, GA	100.00
05/13/2013	11023	National Kidney Foundation of NY	100.00
05/13/2013	11025	American Cancer Society	200.00
05/13/2013	11026	Georgia Humane Society	4,000.00
05/13/2013	11027	Colorado Org. for Victim Assistance	4,000.00
05/13/2013	11029	American Cancer Society	200.00
05/13/2013	11032	Habitant for Humanity International	200.00
05/13/2013	11035	Salvation Army of Cleveland OH	100.00
05/13/2013	11036	Special Olympics Connecticut	120.00
05/13/2013	11037	Alzheimer's Association IL Chapter	100.00
05/13/2013	11038	Humane Society of the US	200.00
05/13/2013	11039	St. Jude's Children's Research Hospital	50.00
05/13/2013	11041	American Heart Association of Ohio	50.00
05/13/2013	11043	Carpenters for Christ	300.00
05/13/2013	11045	Special Olympics Connecticut	60.00
05/13/2013	11046	Special Olympics Connecticut	100.00
05/17/2013	11050	Network Against Domestic Abuse	2,500.00
05/29/2013	11054	March of Dimes of WI	50.00
05/29/2013	11055	Archbishop Catholic Appeal of Boston	200.00
05/29/2013	11056	CT Breast Health Initiative, Inc.	80.00
05/29/2013	11057	American Heart Association	60.00
05/29/2013	11058	St. Jude's Children's Research Hospital	50.00
05/29/2013	11059	American Heart Association of KS	80.00
05/29/2013	11062	American Red Cross of MA	400.00
05/29/2013	11064	Cystic Fibrosis Foundation	500.00
05/29/2013	11065	Juvenile Diabetes Research Fnd of CT	100.00
05/29/2013	11067	Pan-Mass Challenge	100.00
05/29/2013	11068	National Multiple Sclerosis Society of CT	130.00
05/29/2013	11069	US Catholic Conference - Annual Appeal	80.00
05/29/2013	11070	Crohn's and Colitis Foundation of CT	50.00
05/29/2013	11071	International Myeloma Foundation	400.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule 1

05/29/2013	11072	Cleveland Foodbank, Inc.	200.00
06/24/2013	11075	Bristol Hospital Development Foundation	200.00
06/24/2013	11076	American Cancer Society of Atlanta, GA	50.00
06/24/2013	11077	American Cancer Society of Atlanta, GA	200.00
06/24/2013	11078	American Cancer Society of Atlanta, GA	220.00
06/24/2013	11079	American Cancer Society of Atlanta, GA	100.00
06/24/2013	11082	American Cancer Society of Atlanta, GA	100.00
06/24/2013	11083	American Cancer Society of Atlanta, GA	100.00
06/24/2013	11084	American Cancer society of MA	70.00
06/24/2013	11086	Diocesan of Palm Beach	2,000.00
06/24/2013	11087	Catales, Inc.	200.00
06/24/2013	11089	Habitant for Humanity International	70.00
06/24/2013	11091	American Cancer Society of MI	100.00
06/24/2013	11092	American Cancer Society of Atlanta, GA	1,000.00
06/24/2013	11093	Elk's National Foundation	100.00
07/08/2013	11096	Yale Cancer Center - Smilow Campaign	10,000.00
07/08/2013	11099	United Way West Central CT	500.00
07/09/2013	11104	CT Children's Medical Center Auxiliary	10,000.00
07/17/2013	11105	Wheeler Clinic	1,000.00
07/18/2013	11107	My Brothers Table	50.00
07/18/2013	11108	Habitant for Humanity International	60.00
07/18/2013	11109	Cystic Fibrosis Foundation of MD	60.00
07/18/2013	11110	Passionist Volunteers International	1,500.00
07/18/2013	11112	American Cancer Society of WI	50.00
07/18/2013	11113	Feeding America	100.00
07/18/2013	11114	American Cancer Society of PA	300.00
07/18/2013	11116	Northeast Animal Shelter	150.00
07/18/2013	11118	Humane Society of Gr. Akron	50.00
07/18/2013	11119	National Lung Cancer Partnership	200.00
07/18/2013	11120	FOODSHARE	100.00
07/18/2013	11122	American Cancer Society of WI	250.00
07/23/2013	11123	American Cancer society of MA	7,360.00
07/26/2013	11124	Discovery League Fund	1,500.00
07/26/2013	11126	CT Cycling Advancement Program	2,500.00
07/31/2013	11130	United Way West Central CT	143,302.69
07/31/2013	11131	St. Vincent DePaul Society	1,000.00
08/15/2013	11133	St. Francis Hospital Foundation	5,500.00
08/15/2013	11134	Fidelco Guide Dog Foundation	3,000.00
08/21/2013	11135	Bristol Hospital Development Foundation	4,000.00
08/21/2013	11136	Aurora Foundation	1,250.00
08/21/2013	11137	Special Olympics Connecticut	2,500.00
08/22/2013	11141	Bristol Preschool Child Care Center, Inc.	2,000.00
08/29/2013	11143	Easter Seals of Wbty, CT	200.00
09/05/2013	11145	Erie City Mission	400.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013

Schedule 1

09/05/2013	11146	Erie City Mission	400.00
09/05/2013	11147	Erie City Mission	400.00
09/05/2013	11148	Pan-Mass Challenge	100.00
09/05/2013	11149	National Multiple Sclerosis Society of UT	400.00
09/05/2013	11150	National Multiple Sclerosis Society of UT	170.00
09/05/2013	11151	American Heart Association of CA	50.00
09/05/2013	11153	Susan G. Komen Foundation of IL	70.00
09/05/2013	11154	Roman Catholic Archbishop of Boston	160.00
09/05/2013	11155	National Audubon Society	50.00
09/05/2013	11157	Farmington Valley VNA	50.00
09/05/2013	11158	Bristol Hospital Development Foundation	50.00
09/05/2013	11159	World Vision	700.00
09/05/2013	11160	National Multiple Sclerosis Society of UT	180.00
09/05/2013	11161	National Multiple Sclerosis Society of UT	250.00
09/05/2013	11162	National Multiple Sclerosis Society of MA	70.00
09/05/2013	11164	Michael J. Fox Foundation	50.00
09/05/2013	11165	Cleveland Eye Bank	100.00
09/05/2013	11168	VFW National Home for Children	300.00
09/05/2013	11170	American Diabetes Association of VA	100.00
09/06/2013	11171	Susan G. Komen Foundation of IL	1,454.00
09/06/2013	11172	Susan G. Komen Foundation of IL	4,000.00
09/23/2013	11174	Governor's Prevention Partnership	5,000.00
09/23/2013	11175	United Way West Central CT	1,000.00
09/23/2013	11179	End Violent Encounters	1,000.00
09/27/2013	11184	American Cancer Society of OK	70.00
09/27/2013	11185	Erie City Mission	400.00
09/27/2013	11186	Erie City Mission	400.00
09/27/2013	11187	Dana Farber Cancer Inst.	50.00
09/27/2013	11189	American Red Cross National Hdqtrs	200.00
10/03/2013	11193	Nutmeg Big Brothers - Big Sisters	1,000.00
10/03/2013	11194	American Red Cross National Hdqtrs	200.00
10/03/2013	11195	Down Syndrome Association of WI	100.00
10/03/2013	11197	American Diabetes Association of VA	200.00
10/03/2013	11201	Down Syndrome Association of WI	50.00
10/03/2013	11202	Down Syndrome Association of WI	50.00
10/07/2013	11203	HARC, Inc.	0.00
10/07/2013	11204	HARC, Inc.	500.00
10/08/2013	11205	Food for the Poor, Inc.	50.00
10/08/2013	11206	Leukemia & Lymphoma Society of CT	100.00
10/08/2013	11207	Bone Marrow Foundation	200.00
10/08/2013	11208	Catales, Inc.	200.00
10/23/2013	11211	Mercy Housing and Shelter Corporation	1,000.00
10/23/2013	11214	Erie City Mission	400.00
10/23/2013	11216	Habitant for Humanity International	50.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
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Schedule 1

10/23/2013	11218	American Red Cross National Hdqtrs	200.00
10/23/2013	11219	American Fnd. for Suicide Prevention	200.00
10/23/2013	11220	Tidewell Hospice and Palliative Care	100.00
11/06/2013	11222	FOODSHARE	0.00
11/06/2013	11223	FOODSHARE	5,000.00
11/21/2013	11225	Alzheimer's Disease Research of MA	100.00
11/21/2013	11227	Juvenile Diabetes Research Fnd of NY	200.00
11/21/2013	11228	American Red Cross National Hdqtrs	100.00
11/21/2013	11229	Humane Society of the US	50.00
11/21/2013	11230	American Red Cross National Hdqtrs	60.00
11/21/2013	11231	Dana Farber Cancer Inst.	50.00
11/21/2013	11232	American Red Cross National Hdqtrs	2,000.00
11/21/2013	11233	PKD Foundation	50.00
11/21/2013	11235	Juvenile Diabetes Research Fnd. of UT	3,380.00
11/21/2013	11236	American Red Cross National Hdqtrs	100.00
11/21/2013	11237	St. Jude's Children's Research Hospital	400.00
11/21/2013	11238	Leukemia & Lymphoma Society of Meriden	60.00
11/21/2013	11239	Alzheimer's Association IL Chapter	100.00
11/21/2013	11240	Kanzius Cancer Research Foundation	120.00
11/26/2013	11243	Bristol Preschool Child Care Center, Inc.	1,000.00
12/16/2013	11244	Habitant for Humanity	10,000.00
12/16/2013	11249	West Side Community House	1,000.00
12/16/2013	11252	American Red Cross National Hdqtrs	500.00
12/16/2013	11254	Doctors Without Borders USA	100.00
12/16/2013	11255	Shelter Box USA	100.00
12/16/2013	11256	Heifer Project International	680.00
12/16/2013	11258	American Cancer Society of OK	70.00
12/16/2013	11259	Movember Inc.	100.00
12/16/2013	11260	Mercy Housing and Shelter Corporation	100.00
12/16/2013	11263	Elk's National Foundation	400.00
12/16/2013	11264	National Ability Center	500.00
12/31/2013	11266	Catholic Charities of CT	150.00
12/31/2013	11268	Bristol Hospital Development Foundation	60.00
12/31/2013	11270	Cleveland Police Foundation	2,000.00
12/31/2013	11271	St. Philip House	600.00
12/31/2013	11272	Roman Catholic Archbishop of Boston	50.00
12/31/2013	11273	Boston Rescue Mission	50.00
12/31/2013	11274	Saline Area Social Service	100.00
12/31/2013	11275	Bay View Community Center	100.00
12/31/2013	11276	National Federation Blind of CT	100.00
12/31/2013	11277	Nazareth Housing	100.00
12/31/2013	11278	Family & Children's Agency, Inc.	100.00
12/31/2013	11280	Bay View Community Center	200.00
12/31/2013	11281	Evangelical Child & Family Agency	200.00

**BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013**

Schedule 1

12/31/2013	11282	FOODSHARE	100.00
12/31/2013	11283	Clean Wisconsin, Inc.	200.00
12/31/2013	11284	Disablet Am. Veterans Charitable	100.00
12/31/2013	11286	Sojourner Family Peace Center	200.00
12/31/2013	11287	Bay View Community Center	200.00
12/31/2013	11288	Community Project Committee, Inc.	100.00
12/31/2013	11290	St. Jude's Children's Research Hospital	1,250.00
12/31/2013	11291	Salvation of Hartford CT	50.00
12/31/2013	11292	Doug Flutie Jr Fnd for Autism	50.00
12/31/2013	11294	St. Mary's Home for Children	400.00
12/31/2013	11295	VFW National Home for Children	300.00
12/31/2013	11298	World Vision	1,124.00
12/31/2013	11299	Wilderness Society	200.00
12/31/2013	11300	Milwaukee Rescue Mission	200.00
12/31/2013	11302	American Red Cross National Hdqtrs	9,000.00
			<hr/> 459,267.31
			<hr/> 459,267.31

**BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2013**

Schedule 1

Date	Check Number	Description	Amount
Other Areas			
02/07/2013	10852	Veterans of Foreign Wars of the US	250.00
04/03/2013	10902	National Conference For Comm. & Justice	4,544.00
04/04/2013	10961	Bristol Chrysanthemum Festival, Inc.	2,000.00
04/30/2013	10969	Bristol Rotary Club	5,000.00
07/26/2013	11129	CT Women's Hall Of Fame	10,000.00
09/23/2013	11180	Riverfront Recapture, Inc.	250.00
			<u>22,044.00</u>
			<u>22,044.00</u>

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2013

#23-7339727

Part XV, Question 2(d)

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

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2013

#23-7339727

Part VIII Officers as Directors

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

*Director

Part I, Line 18 (990-PF) - Taxes

		112	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Tax on Investment Income	112			

Part I, Line 23 (990-PF) - Other Expenses

		5,575	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Scholarship Grant Administration	3,210			
2	Printing	2,065			
3	Bank Fees	300			

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Bonds			485,343	446,095	0	446,095
				485,343	446,095	0	446,095

Part II, Line 15 (990-PF) - Other Assets

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year	
1	Interest Receivable	6,278	5,267	5,267	5,267

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
See Attached 1	X							0.25	0	0	0

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only ►

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

Enter filer's identifying number, see instructions

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

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

04

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

- The books are in the care of ► **THOMAS O. BARNES**

Telephone No. ► **(860) 583-7070**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is

for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2013 or

► tax year beginning and ending

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	400
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	400

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

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

Form 8868 (Rev. 1-2014)

HTA



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

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

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

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

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

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

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

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

Signature and Verification must be completed for Part II only.

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

Signature ► Thomas J. Barnes

Title ► President

Date ► 4/17/14

Form 8868 (Rev. 1-2014)