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EXTENDED TO AUGUST 17, 2015
Return of Private Foundation

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

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Form 990-PF

Department of the Treasury
Internal Revenue Service► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

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

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

A Employer identification number

P.O. BOX 288

06-6037160

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 **\$ 9,358,843.** (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

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	220,593.	220,593.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	504,056.			
b	Gross sales price for all assets on line 6a	1,636,186.			
7	Capital gain net income (from Part IV, line 2)		504,056.		
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	2,474.	2,474.		STATEMENT 2
12	Total. Add lines 1 through 11	727,123.	727,123.		
13	Compensation of officers, directors, trustees, etc	50,000.	0.	50,000.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits	9,881.	0.	9,881.	
16a	Legal fees				
b	Accounting fees	STMT 3	6,890.	0.	6,890.
c	Other professional fees	STMT 4	57,818.	57,818.	0.
17	Interest		9.	0.	9.
18	Taxes	STMT 5	13,126.	2,332.	4,124.
19	Depreciation and depletion		117.	0.	
20	Occupancy				
21	Travel, conferences, and meetings		5,431.	0.	5,431.
22	Printing and publications				
23	Other expenses	STMT 6	6,468.	0.	6,210.
24	Total operating and administrative expenses. Add lines 13 through 23		149,740.	60,150.	82,545.
25	Contributions, gifts, grants paid		315,750.		315,750.
26	Total expenses and disbursements. Add lines 24 and 25		465,490.	60,150.	398,295.
27	Subtract line 26 from line 12:		261,633.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		666,973.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Assets	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		4,213.	31,264.	31,264.
3	Accounts receivable ► 211.				
	Less: allowance for doubtful accounts ►			211.	211.
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock STMT 8		2,994,027.	3,222,711.	3,222,711.
c	Investments - corporate bonds STMT 9		1,765,333.	1,640,425.	1,640,425.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other STMT 10		4,614,303.	4,410,450.	4,410,450.
14	Land, buildings, and equipment basis ► 1,879.				
	Less accumulated depreciation STMT 11 ► 1,703.		293.	176.	176.
15	Other assets (describe ► STATEMENT 12)		31,009.	53,606.	53,606.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,409,178.	9,358,843.	9,358,843.
17	Accounts payable and accrued expenses			156.	
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 ► EXCISE TAX PAYABLE)		9,655.	0.	
23	Total liabilities (add lines 17 through 22)		9,655.	156.	
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	9,399,523.	9,358,687.	
	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		9,399,523.	9,358,687.	
31	Total liabilities and net assets/fund balances		9,409,178.	9,358,843.	

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	9,399,523.
2	Enter amount from Part I, line 27a	2	261,633.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	9,661,156.
5	Decreases not included in line 2 (itemize) ► UNREALIZED LOSS ON INVESTMENTS	5	302,469.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,358,687.

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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	1,636,186.	1,132,130.			504,056.
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			
a					
b					
c					
d					
e					504,056.
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		504,056.
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	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3		N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	407,485.	8,889,830.	.045837
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

2 Total of line 1, column (d)

2 .207222

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 .041444

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 9,273,203.

5 Multiply line 4 by line 3

5 384,319.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 6,670.

7 Add lines 5 and 6

7 390,989.

8 Enter qualifying distributions from Part XII, line 4

8 398,295.

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 2014 estimated tax payments and 2013 overpayment credited to 2014

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

6a 29,920.

6b

6c

6d

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 attached9 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 2015 estimated tax ►

6,670. | Refunded ►

7 29,920.

8

9

10 23,250.

11 16,580.

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)?

1b 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

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

2 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*

3 X

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

4a X

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

4b

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

5 X

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:

N/A

• By language in the governing instrument, or

6 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?

7 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) ►

N/A

CT

8b X

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 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 X

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

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 At any time during calendar year 2014, 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? 16 **Yes** **No**
X

See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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

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):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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.) Yes No

1b 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 ►

1c 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 2014? 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)): 1b **X**

a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No

If "Yes," list the years ► **2013**, _____, _____, _____, _____

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 **X**

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? Yes No

b If "Yes," did it have excess business holdings in 2014 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 2014.) 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 2014? 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 4945(d)(4)(A)? (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?

 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

6b

X

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

 Yes No

7b



If "Yes," file Form 8870

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

 Yes No

N/A

7b

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

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 13		50,000.	9,881.	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.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3

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
- b Average of monthly cash balances
- c Fair market value of all other assets
- d Total (add lines 1a, b, and c)
- e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)

1e 0.

1a	9,340,271.
1b	31,500.
1c	42,648.
1d	9,414,419.
2	0.
3	9,414,419.
4	141,216.
5	9,273,203.
6	463,660.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

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	463,660.
2a	6,670.
2b	
2c	6,670.
3	456,990.
4	0.
5	456,990.
6	0.
7	456,990.

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
- b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

- a Suitability test (prior IRS approval required)
- b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b

6 Adjusted qualifying distributions. Subtract line 5 from line 4

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

1a	398,295.
1b	0.
2	
3a	
3b	
4	398,295.
5	6,670.
6	391,625.

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423571
11-24-14

10290513 759443 3225

8 2014.03040 THE BARNES FOUNDATION INC. 3225 1

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				456,990.
2 Undistributed income, if any, as of the end of 2014			401,710.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 398,295.			398,295.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			3,415.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				456,990.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

THE BARNES FOUNDATION INC.

Form 990-PF (2014)

C/O SALLY A. O'CONNOR

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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 SCHEDULE				315,750.
Total				► 3a 315,750.
b Approved for future payment				
NONE				
Total				► 3b 0.

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

Form 990-PF (2014)

C/O SALLY A. O'CONNOR

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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		
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	220,593.
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	2,474.
8 Gain or (loss) from sales of assets other than inventory			18	504,056.
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.	727,123.	0.
13 Total Add line 12, columns (b), (d), and (e) (See worksheet in line 12 instructions to verify calculations.)		13	727,123.	

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

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	LT SALES PER ATTACHED SCHEDULE - ACCT. 109535	P			
b	ST SALES PER ATTACHED SCHEDULE - ACCT. 120555	P			
c	LT SALES PER ATTACHED SCHEDULE - ACCT. 120555	P			
d	ST SALES PER ATTACHED SCHEDULE - ACCT. 120562	P			
e	LT SALES PER ATTACHED SCHEDULE - ACCT. 120562	P			
f	CAPITAL GAINS DIVIDENDS				
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	216,708.		216,087.	621.	
b	22,121.		24,276.	-2,155.	
c	303,788.		190,029.	113,759.	
d	20,000.		21,795.	-1,795.	
e	1,033,569.		679,943.	353,626.	
f	40,000.			40,000.	
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				621.	
b				-2,155.	
c				113,759.	
d				-1,795.	
e				353,626.	
f				40,000.	
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	504,056.
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

Morgan Stanley

Corporate Tax Statement Tax Year 2014

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

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BEAR STEARNS CO 5700 14NV15	95,000 000	CUSIP: 07385TAJ5	Symbol (Box 1d): 01/07/10 11/17/14	\$95,000 00	\$95,000 00		\$0 00	\$0 00
FPL GROUP CAPITAL 7875 15DE15	25,000 000	CUSIP: 302570BC9	Symbol (Box 1d): 01/07/10 12/30/14	\$26,707 75	\$26,387 30		\$0 00	\$620 45
MIDFIRST BANK CD 2500 14JA13	95,000,000	CUSIP: 59740JKV0	Symbol (Box 1d): 01/07/10 01/13/14	\$95,000 00	\$95,000 00		\$0 00	\$0 00
Total Long Term Noncovered Securities				\$216,707.75	\$216,087.30		\$0.00	\$620.45
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								\$0.00
Total IRS Reportable Proceeds (Box 1d)					\$216,707.75			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$0.00			
Total IRS Reportable Adjustments (Box 1g)							\$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 adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations Please consult your tax advisor regarding any adjustments to your original cost basis.

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

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: XX-XXX7160
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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities

(Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MC CORMICK AND CO NON VOTING	350 000	01/13/14	02/07/14	\$22,121.29	\$24,275.55	\$0.00	(\$2,154.26)	\$0.00
Total Short Term Covered Securities				\$22,121.29	\$24,275.55	\$0.00	(\$2,154.26)	\$0.00

OMB NO. 1545-0715

Morgan Stanley

Corporate Tax Statement Tax Year 2014

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

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

New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX7160
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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities

(Consider Box 3 (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 1a)	QUANTITY (Box 1b)	DATE ACQUIRED (Box 1c)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT (Box 4)	FEDERAL INCOME TAX WITHHELD (Box 4)
COACH INC		CUSIP: 189754104	Symbol: COH					
	815.000	01/30/13	06/23/14	\$27,718.35	\$42,120.10		\$0.00	(\$14,401.75)
GENL DYNAMICS CORP		CUSIP: 369550108	Symbol: GD					
	90.000	01/30/13	10/03/14	\$11,090.34	\$6,215.40		\$0.00	\$4,874.94
STAPLES INC		CUSIP: 855030102	Symbol: SPLS					
	115.000	09/27/12	03/07/14	\$1,315.88	\$1,329.87		\$0.00	(\$13.99)
	290.000	01/16/13	03/07/14	\$3,318.29	\$3,634.34		\$0.00	(\$316.05)
Security Subtotal	405.000			\$4,634.17	\$4,964.21		\$0.00	(\$330.04)
Total Long Term Covered Securities				\$43,442.86	\$53,299.71		\$0.00	(\$9,856.85)
								\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

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: XX-XXX7160
Account Number: 383 1205555 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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions
Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALTRIA GROUP INC		CUSIP: 02209S103	Symbol (Box 1d): MO					
	294,000	02/05/09	12/01/14	\$14,796.25	\$4,874.28		\$0.00	\$9,921.97
	306,000	02/05/09	12/03/14	\$15,524.90	\$5,073.24		\$0.00	\$10,451.66
	320,000	02/26/09	12/03/14	\$16,235.19	\$4,969.28		\$0.00	\$11,265.91
	315,000	03/05/09	12/03/14	\$15,981.52	\$4,948.34		\$0.00	\$11,033.18
	235,000	05/06/09	12/03/14	\$11,922.72	\$3,916.98		\$0.00	\$8,005.74
Security Subtotal	1,470,000			\$74,460.58	\$23,782.12		\$0.00	\$50,678.46
GEN DYNAMICS CORP		CUSIP: 369550108	Symbol (Box 1d): GD					
	105,000	01/30/09	09/17/14	\$13,431.22	\$5,972.09		\$0.00	\$7,459.13
	90,000	01/30/09	10/02/14	\$10,929.00	\$5,118.93		\$0.00	\$5,810.07
	90,000	02/05/09	10/02/14	\$10,929.00	\$4,985.60		\$0.00	\$5,993.40
	110,000	02/27/09	10/02/14	\$13,357.66	\$4,906.77		\$0.00	\$8,450.89
	15,000	03/19/09	10/02/14	\$1,821.50	\$569.07		\$0.00	\$1,252.43
	115,000	03/19/09	10/03/14	\$14,171.00	\$4,362.87		\$0.00	\$9,808.13
Security Subtotal	525,000			\$64,639.38	\$25,855.33		\$0.00	\$38,774.05
JANUS CAPITAL GROUP INC		CUSIP: 47102X105	Symbol (Box 1d): JNS					
	1,460,000	01/17/12	01/06/14	\$17,519.69	\$9,983.48		\$0.00	\$7,536.21
	1,330,000	01/24/12	01/06/14	\$15,959.72	\$9,942.55		\$0.00	\$6,017.17
	155,000	04/25/12	01/06/14	\$6,179.89	\$3,948.51		\$0.00	\$2,221.38
Security Subtotal	3,305,000			\$39,659.30	\$23,874.54		\$0.00	\$15,784.76
PAYCHEX INC		CUSIP: 704326107	Symbol (Box 1d): PAYX					
	450,000	01/30/09	01/15/14	\$19,712.81	\$11,038.50		\$0.00	\$8,674.31
	220,000	03/13/09	01/15/14	\$9,637.37	\$5,002.58		\$0.00	\$4,634.79
	220,000	03/16/09	01/15/14	\$9,637.37	\$4,976.18		\$0.00	\$4,661.19

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

THE BARNES FOUNDATION
THOMASPARTNERS ACCOUNT
PO 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 XX-XXXX7160
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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	OTHER BASIS (Box 1e)	COST OR ADJUSTMENTS/CODE (Box 1g)/Box 1f	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PAYCHEX INC (Cont)	275.00	09/06/11	01/15/14	\$12,046.72	\$7,055.59	\$0.00	\$4,991.13	\$0.00
Security Subtotal	1,165.00			\$51,034.27	\$28,072.85	\$0.00	\$22,961.42	\$0.00
STAPLES INC		CUSIP: 8555030102	Symbol (Box 1d): SPLS					
	1,340.000	05/21/12	03/07/14	\$15,332.82	\$17,847.19	\$0.00	(\$2,514.37)	\$0.00
	1,330.000	07/02/12	03/07/14	\$15,218.39	\$17,287.34	\$0.00	(\$2,068.95)	\$0.00
Security Subtotal	2,670.000			\$30,551.21	\$35,134.53	\$0.00	(\$4,583.32)	\$0.00
Total Long Term Noncovered Securities				\$260,344.74	\$136,729.37	\$0.00	\$123,615.37	\$0.00
Total Long Term Covered and Noncovered Securities				\$303,787.60	\$190,029.08	\$0.00	\$113,758.52	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$325,908.89	\$214,304.63	\$0.00	\$111,604.26	\$0.00
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								
Total IRS Reportable Proceeds (Box 1d)				\$325,908.89				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$77,575.26			
Total IRS Reportable Adjustments (Box 1g)						\$0.00		
Total Fed Tax Withheld (Box 4)							\$0.00	

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

THE BARNES FOUNDATION
ADVISOR ACCOUNT
PO 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 XX-XXX7160
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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Short Term - Covered Securities

(Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	OTHER BASIS (Box 1e)	COST OR ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT (Box 1g)	FEDERAL INCOME TAX WITHHELD (Box 4)
TEMPLETON FOREIGN FUND ADV	2,600 780	05/20/14	10/28/14	\$20,000.00	\$21,794.54	\$0.00	(\$1,794.54)	\$0.00
Total Short Term Covered Securities				\$20,000.00	\$21,794.54	\$0.00	(\$1,794.54)	\$0.00

Morgan Stanley

Corporate Tax Statement Tax Year 2014

THE BARNES FOUNDATION
ADVISOR 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: XX-XXX7160
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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Long Term - Covered Securities

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DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
OPPENHEIMER DEVELOPING MKTS Y	CUSIP: 683974505	Symbol: ODVYX						
	914 794	01/28/13	05/20/14	\$35,000.00	\$32,731.33	\$0.00	\$2,268.67	\$0.00
	261 438	01/28/13	10/28/14	\$10,000.00	\$9,354.25	\$0.00	\$645.75	\$0.00
Security Subtotal	1,176.232			\$45,000.00	\$42,085.58	\$0.00	\$2,914.42	\$0.00
THORNBURG INTL VALUE I	CUSIP: 885215566	Symbol: TGIVX						
	3,599 589	01/28/13	05/20/14	\$109,319.52	\$104,999.98	\$0.00	\$4,319.54	\$0.00
Total Long Term Covered Securities				\$154,319.52	\$147,085.56	\$0.00	\$7,233.96	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

THE BARNES FOUNDATION
ADVISOR 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 XX-XXX7160
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Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES RUSSELL MIDCAP G ETF	CUSIP: 464287481	Symbol (Box 1d): IWP					
	1,326 000	01/29/09 05/13/14	\$13,135.26	\$41,352.11	\$0.00	\$71,783.15	\$0.00
ISHARES RUSSELL 1000 GRW ETF	CUSIP: 464287614	Symbol (Box 1d): IWF					
	2,300 000	06/08/06 05/13/14	\$201,476.92	\$114,333.00	\$0.00	\$87,143.92	\$0.00
ISHARES RUSSELL 1000 VALUE ETF	CUSIP: 464287598	Symbol (Box 1d): IWD					
	2,100 000	01/29/09 05/13/14	\$205,631.65	\$95,647.44	\$0.00	\$109,984.21	\$0.00
ISHARES SMALL CAP 600 G ETF	CUSIP: 464287887	Symbol (Box 1d): IJT					
	995.000	01/29/09 05/13/14	\$113,472.27	\$41,171.11	\$0.00	\$72,301.16	\$0.00
LAZARD EMERGING MKTS EQI	CUSIP: 52106N889	Symbol (Box 1d): LZEMX					
	1,787 538	07/13/10 05/20/14	\$35,000.00	\$33,230.33	\$0.00	\$1,769.67	\$0.00
	516 785	07/13/10 10/28/14	\$9,839.59	\$9,607.03	\$0.00	\$232.56	\$0.00
	8,425	08/12/10 10/28/14	\$160.41	\$165.21	\$0.00	(\$4.80)	\$0.00
Security Subtotal	2,312.748		\$45,000.00	\$43,002.57	\$0.00	\$1,997.43	\$0.00
MFS INTL GROWTH I	CUSIP: 55273E848	Symbol (Box 1d): MQGIX					
	676 819	07/13/10 10/28/14	\$20,000.00	\$15,236.77	\$0.00	\$4,763.23	\$0.00
THORNBURG INTL VALUE I	CUSIP: 885215566	Symbol (Box 1d): TGVIX					
	5,787 395	05/31/11 05/20/14	\$175,763.19	\$177,962.40	\$0.00	(\$2,199.21)	\$0.00
	80 020	06/24/11 05/20/14	\$2,430.21	\$2,313.38	\$0.00	\$116.83	\$0.00
	55 224	09/26/11 05/20/14	\$1,677.15	\$1,303.84	\$0.00	\$373.31	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

THE BARNES FOUNDATION
ADVISOR 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: XX-XXX7160
Account Number 383 120562 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 (continued)

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities [#] (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
THORNBURG INTL VALUE I (Cont.)		CUSIP: 885515566	Symbol (Box 1d): TGVIX					
Security Subtotal	5,944.455	21.816 12/23/11	05/20/14	\$662.55	\$534.71	\$0.00	\$127.84	\$0.00
				\$180,533.10	\$182,114.33	\$0.00	(\$1,581.23)	\$0.00
Total Long Term Noncovered Securities				\$879,249.20	\$532,857.33	\$0.00	\$346,391.87	\$0.00
Total Long Term Covered and Noncovered Securities				\$1,033,568.72	\$679,942.89	\$0.00	\$353,625.83	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$1,053,568.72	\$701,737.43	\$0.00	\$351,831.29	\$0.00
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								
Total IRS Reportable Proceeds (Box 1d)				\$1,053,568.72				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$168,880.10			
Total IRS Reportable Adjustments (Box 1g)						\$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 adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis

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	203,436.	40,000.	163,436.	163,436.	
MORGANSTANLEY - INTEREST	57,157.	0.	57,157.	57,157.	
TO PART I, LINE 4	260,593.	40,000.	220,593.	220,593.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPM ALERIAN MLP MISCELLANEOUS INCOME	1,292. 1,182.	1,292. 1,182.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,474.	2,474.	

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	6,890.	0.		6,890.
TO FORM 990-PF, PG 1, LN 16B	6,890.	0.		6,890.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADVISORY FEES	57,818.	57,818.		0.
TO FORM 990-PF, PG 1, LN 16C	57,818.	57,818.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,124.	0.		4,124.
FEDERAL EXCISE TAX	6,670.	0.		0.
FOREIGN TAXES	2,332.	2,332.		0.
TO FORM 990-PF, PG 1, LN 18	13,126.	2,332.		4,124.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLICATIONS/SUBSCRIPTIONS	96.	0.		96.
MEMBERSHIP FEES	2,875.	0.		2,875.
OFFICE EXPENSES	2,783.	0.		2,783.
ANNUAL REPORT	350.	0.		350.
MISCELLANEOUS EXPENSES	364.	0.		106.
TO FORM 990-PF, PG 1, LN 23	6,468.	0.		6,210.

FOOTNOTES

STATEMENT 7

THERE WAS UNDISTRIBUTED INCOME FROM 2013 THAT WAS NOT DISTRIBUTED DURING 2014 IN THE AMOUNT OF \$3,415. THIS AMOUNT WAS DISTRIBUTED IN JANUARY OF 2015.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	3,222,711.	3,222,711.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,222,711.	3,222,711.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,640,425.	1,640,425.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,640,425.	1,640,425.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	90,971.	90,971.
CERTIFICATES OF DEPOSIT	FMV	0.	0.
MUTUAL AND CLOSED END FUNDS	FMV	4,319,479.	4,319,479.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,410,450.	4,410,450.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER SCREEN	265.	265.	0.
COMPUTER	1,003.	1,003.	0.
LAPTOP	611.	435.	176.
TOTAL TO FM 990-PF, PART II, LN 14	1,879.	1,703.	176.

FORM 990-PF	OTHER ASSETS	STATEMENT 12	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	8,606.	9,008.	9,008.
INTEREST RECEIVABLE	22,403.	20,530.	20,530.
PAYROLL TAX RECEIVABLE	0.	818.	818.
EXCISE TAX RECEIVABLE	0.	23,250.	23,250.
TO FORM 990-PF, PART II, LINE 15	31,009.	53,606.	53,606.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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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.	9,881.	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.
BRENNA K. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	SECRETARY 1.00	0.	0.	0.

THE BARNES FOUNDATION INC. C/O SALLY A.

06-6037160

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.	9,881.	0.

FORM 990-PF

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

STATEMENT 14

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

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	Date Acquired	Method	Life	C 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	(D) COPY MACHINE	07/27/98	200DB	5.00	HY16	2,580.				2,580.	2,580.		0.	0.
4	COMPUTER SCREEN	05/15/06	200DB	5.00	HY17	265.				265.	265.		0.	265.
5	COMPUTER	06/01/06	200DB	5.00	HY17	1,003.				1,003.	1,003.		0.	1,003.
16	LAPTOP	05/07/12	200DB	5.00	HY17	611.				611.	318.		117.	435.
* TOTAL 990-PF PG 1 DEPR														
						4,459.				4,459.	4,166.		117.	1,703.

4562**Depreciation and Amortization**
(Including Information on Listed Property)

990-PF

OMB No 1545-0172

2014Attachment
Sequence No 179Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

THE BARNES FOUNDATION INC.
C/O SALLY A. O'CONNORBusiness or activity to which this form relates
FORM 990-PF PAGE 1Identifying number
06-6037160

► Attach to your tax return.

► Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

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 2013 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 2015 Add lines 9 and 10, less line 12 ► 13	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 2014	17	117.
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 2014 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		
i Nonresidential real property	/	27.5 yrs.	MM	S/L		
	/	39 yrs	MM	S/L		
	/		MM	S/L		

Section C - Assets Placed in Service During 2014 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	117.
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	

416251
01-08-15 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2014)

24

2014.03040 THE BARNES FOUNDATION INC. 3225 1

10290513 759443 3225

THE BARNES FOUNDATION INC.

C/O SALLY A. O'CONNOR

06-6037160 Page 2

Form 4562 (2014)

Part V

Listed Property (Include automobiles, certain other vehicles, certain aircraft, 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
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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	Yes	No	Yes	No	Yes	No	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?	Yes	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		
39 Do you treat all use of vehicles by employees as personal use?		
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?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

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 2014 tax year:							
43 Amortization of costs that began before your 2014 tax year							43
44 Total. Add amounts in column (f) See the instructions for where to report							44

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► 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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE BARNES FOUNDATION INC. C/O SALLY A. O'CONNOR	Employer identification number (EIN) or 06-6037160
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 288	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EAST HARTLAND, CT 06027-0288	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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

SALLY A. O'CONNOR

- The books are in the care of ► **P.O. BOX 288 - EAST HARTLAND, CT 06027**

Telephone No ► **860-653-0462**

Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 17, 2015, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2014** 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	\$ 6,670.
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	\$ 29,920.
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	\$ 0.

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.

BARNES FOUNDATION 2014 GRANTS
29 GRANTS TOTAL \$315,750

4-H Education Center at Auer Farm \$5,250
Bloomfield, CT

For support of the Early Childhood Education Program that will provide field trips for children from Hartford's neediest preschool programs to visit the farm for hands-on programs. Goals are to enhance their classroom learning especially in STEM subjects and to link gardening & outdoor nature activities to a healthy life style to help prevent childhood obesity.

Bridge Family Center Inc. **\$5,000**
West Hartford, CT

For continued support of the "Vantastic Voyages" program: an early literacy and field trip program for 50 kindergarteners at a severe needs school. Students will create a book about their trip and increase their vocabulary and other reading skills. Goal is to help Kindergarten students gain the verbal, reading and social skills they need to succeed in school and life.

Bristol Board of Education **\$6,000**
Bristol, CT

For support of developing a Bookmobile to provide access to books and literacy skill-building programming for five low-income neighborhoods & pre-school sites that lack transportation to the public library. Goals are to decrease summer learning loss, maintain literacy skills, provide positive reading experiences, and reading enrichment.

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

For support of the PARTNERS program that provides education programs using the arts for schools and students with the most need. Goals are to: increase student achievement, improve motivation and engagement, and to develop critical thinking, problem solving skills and social competencies.

**Children's Community School
Waterbury, CT**

\$15,000

For support of developing a stronger STEM Program with field trips to Environmental Learning Centers of CT that incorporate hands-on and experiential outdoor learning for the whole school (preK-5th grade). Goals are to strengthen and formalize the science curriculum and to give inner-city students more exposure to the outdoors and nature as part of the science program. This private school serves students with great need.

**Connecticut Pre-Engineering Program (CPEP)
Middletown, CT**

\$10,000

For continued support of the 5 week Intensive Mathematics Summer Camp for rising under-represented 7th and 8th graders from CT inner-cities. This innovative program engages students in learning math using video gaming and creative hands-on activities. Goal is to inspire and prepare students for future success in STEM careers. Students will make improvements in math, creative problem solving and teamwork abilities.

**Connecticut Storytelling Center
New London, CT**

\$7,500

For support of an early literacy program residency for pre-K, K and 1st grade students at Ivy Drive School in Bristol, CT. Goals are to improve literacy skills, cultural awareness, self esteem, interest in written literature and to provide teachers with innovative methods and techniques to meet curriculum requirements.

**ConnectiKids
Hartford, CT**

\$10,000

For continued support of the tutor/mentor, arts enrichment and summer programs for elementary students from high-needs Hartford schools. Goals are to improve study skills & attitude towards academics; to improve fundamental skills; to develop a meaningful relationship with an adult mentor; to foster self-esteem, self-confidence, and self-sufficiency; and to engage children in constructive programs and activities during the crucial after-school hours.

Consolidated Schools of New Britain **\$7,500**
New Britain, CT

For continued support of the Storytelling Program in each of the 10 elementary schools in New Britain. Goals are for students to improve listening & verbal skills; to be able to visualize and use their imaginations; to increase their awareness of different cultures and the oral tradition; to increase students' self-esteem; to aid teachers in meeting curriculum goals through storytelling; and to increase student interest in written language.

Discovery Center, Inc. **\$10,000**
Farmington, CT

For continued support of the residential educational enrichment and diversity program for 5th grade students from Hartford Public Schools at Camp Woodstock. This program pairs urban and suburban students for a week of innovative physical, educational and diversity activities. Goals are to promote multicultural understanding and appreciation; reduce racial, ethnic, and economic isolation; and to increase student achievement in math, science and language arts.

Environmental Learning Centers of CT, Inc. **\$50,000**
Bristol, CT

For support of a 3-year capacity building grant. Goal is to hire a professional volunteer coordinator to create, develop, manage, schedule and grow a sustainable volunteer program to support all aspects of the organization. Another goal is to increase the corps of volunteers to 200 by 2017. Funding is primarily for salary, but could also include travel, office set-up, creating and overseeing volunteer orientation, training, retention and organizing volunteer appreciation events. Such a program will increase the human resource capacity of the organization. The 2nd & 3rd year funding will depend on the outcomes of this initial grant.

Hartford Stage **\$5,000**
Hartford, CT

For continued support of the Inter-Act Program: An engaging program in theater arts for under-served high school students in high poverty schools in Greater Hartford. The program includes attendance at 3 plays with Talk-Back sessions with the actors, plus pre and post-show discussions, role playing and script analysis. Goals are for students to develop an appreciation and understanding of theater; develop critical skills related to drama, language arts, and life-to-work; to foster teamwork and creativity; and to strengthen the connection between students and live theater by making it accessible to those who could not otherwise attend.

**Haynes Elementary School
Niantic, CT**

\$8,000

For continued support of the Arts Enrichment Program with three teaching artists working with children in each grade (K-5). This program uses the arts as a teaching tool to teach the required curriculum. Created by Master Teacher, Carol Glynn, this innovative program also provides a forum to celebrate the creative and academic achievements of students and exposes all teachers to multiple intelligences activities that will help them bring out the best in each student.

**Historic New England (SPNEA)
Boston, MA**

\$8,000

For continued support of the Roseland Cottage educational programs in underserved schools in eastern CT by bringing live history programs to these schools or to Roseland Cottage. Goal is to increase student's understanding of early American history through hands-on experiences.

**Hopkins School – Breakthrough-New Haven
New Haven, CT**

\$8,000

For continued support of the Summer Program for motivated inner-city middle school students (6-8th grade) in a rigorous academic enrichment curriculum. The grant will be used to compensate instructional staff (Teaching Fellows & Instructional Coaches). Teaching Fellows are high school & college students who plan to become teachers and the Coaches are professional teachers who supervise the Teaching Fellows. Many of the students go on to enroll in college preparatory schools. Most of the Teaching Fellows go on to become teachers. Goals of the program are to provide educational enrichment to New Haven middle school students; enroll those students into college prep high schools; and to provide intensive teacher training to academically successful high school and college students.

**Jackter Intermediate School
Colchester, CT**

\$8,000

For continued support of the Artist-in-Residence Program with Master Teacher, Carol Glynn, for all 221 5th grade students in which the dramatic and creative arts are used to enhance their learning in all aspects of the curriculum. Emphasis is on developing creative writing skills as the productions are all written and produced by the students. Goals are: teachers will learn new creative teaching methods; students will increase writing skills and produce a final dramatic production before an audience; students will become more confident, learn to work together as a team, and gain self esteem; and students will be inspired to use their own writing to create future dramatic productions.

Klingensteins Center at Teachers College, Columbia University \$10,000
New York, NY

For scholarship support of early childhood education scholars from CT enrolled in the Private School Leadership master's degree program. Goal is to increase the number of teachers with higher degrees in education thereby raising the quality of teaching and student achievement.

Lake Champlain Maritime Museum \$15,000
Vergennes, VT

For continued support and expansion of the Shipwreck Tours program in Burlington, VT. Funding will be used to purchase a submersible ROV so students can take a virtual tour of the shipwrecks. Goal is to engage students in the history and ecology of Lake Champlain through this unique experience.

LEAP (Leadership, Education, Athletics Partnership) \$9,000
New Haven, CT

For continued support of the Adventure Leadership Training Program using the ropes course. All children, counselors and program staff participate in this program at the beginning of summer. The goal is to build leadership and teamwork skills and sets the tone for LEAP's academic and experiential summer session.

Manchester Community College Foundation \$8,000
Manchester, CT

For support of a new after-school hands-on arts program for students at Bennet Academy Public School. Program to be held at MCC On Main, the new Arts & Education Center in downtown Manchester. Goal is to improve students' motivation, self-confidence, and academic performance through being engaged in the arts.

New England Carousel Museum, Inc. \$15,000
Bristol, CT

For a capacity building grant for one additional staff to allow the Museum to give tours of the Museum of Fire History. Goal is to increase programming and tours for the Fire Museum.

**New Haven Ecology Project – Common Ground High School \$10,000
New Haven, CT**

For continued support of the New Haven Urban Schoolyard Habitat Project in partnership with Audubon-CT. Goal is to complete the laboratory for outdoor learning at Common Ground High School and 3 K-8 schools that will engage 175 high school students & 5,000 elementary & middle school students in outdoor, science & environmental learning. Another goal is to improve the quality of environmental science programs by holding workshops and professional development programs and coaching for teachers.

**New London Public Schools \$7,500
New London, CT**

For continued support of the collaborative effort between the school district and the CT College Storytelling Center. The Storytelling residencies reach 450 students & 18 teachers in 3 elementary schools using the oral tradition as a vehicle to promote literacy skills. Storytellers do in-school and after-school programs as well as teacher workshops and an annual festival & conference with scholarships for teachers to attend. Program goals are for students to improve listening and verbal skills; develop critical & creative thinking skills and come up with many solutions to problems; students will learn to collaborate with peers, increase self-esteem and improve their writing skills; and teachers will learn new ways to meet curricular needs through storytelling.

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

For continued support of the Summer Enrichment Program: This program will be held in 3 inner-city Hartford schools for 5 weeks for 150 students in pre-K – 8th grades. The focus this summer is Hawaii and students will learn all about the history, culture, food, and music culminating in final presentations and fun competitions. Goals are: to broaden the interests, skills and experiences of the students; enhance academic learning and limit summer learning loss; enrich their lives; serve as an incentive to attend the morning academic program; provide a safe caring place; and foster positive relationships with caring adults and peers.

**Oswegatchie Elementary School \$8,000
Waterford, CT**

For support of a new Arts Enrichment In-School Program using hands-on artist's workshops in drama, dance and shadow puppetry to enhance the curriculum.

All 400 students in this K-5 school will be engaged. Goals are: to bring CT Integrating Artists into the school to work with students and teachers; students will experience positive self-esteem, learn trust and motivate each other to reach a common goal; to integrate multiple intelligence activities and strategies into the curriculum; and to immerse the staff with the Higher Order Thinking Schools philosophy of daily arts infusion into teaching.

Sea Research Foundation, Inc. **\$15,000**
Mystic, CT

For continued funding of "Where the City Meets the Sea", an in-school hands-on program in marine ecology and biology with field trips to the seashore and the Mystic Aquarium. Funding is directed towards schools with the greatest need. Goal is to inspire young people, to nurture an interest in science and to become environmentally responsible citizens.

South Side School Family Resource Center **\$5,000**
(Bristol Board of Education) Bristol, CT

For support of the PUSH (Parents Using Strategies at Home) Program. Backpacks filled with books and activities will be taken home throughout the year for parent & child to do together. The activities will be in literacy, math, science and social studies. Goals are to engage parents in their child's education and to improve student achievement. This school has students with the greatest need.

University of Connecticut Foundation **\$20,000**
Storrs, CT

For continued support of the UCONN Summer "Confratute" Professional Development Programs for teachers with a focus on teaching talented & gifted students. Funding is for teachers with the greatest need to attend. Goal is to increase the number of teachers attending the program and for them to succeed in reaching their professional goals thus improving the quality of their teaching. Program targets teachers of high potential/low income students.

WALKS Foundation, Inc. **\$20,000**
Simsbury, CT

For continued support of the WALKS Scholars program. Goal is to provide an opportunity through scholarship assistance for talented, motivated, disadvantaged students from Greater Hartford to attend one of the WALKS schools (Westminster, Avon, Loomis-Chaffee, Kingswood-Oxford, and Suffield Academy).