



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



EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

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

A Employer identification number

06-6037160

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

P.O. BOX 288

Room/suite

B Telephone number

(860) 653-0462

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

EAST HARTLAND, CT 06027-0288

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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 ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☐

Cash

☒

Accrual

☐

Other (specify)

\$ 9,358,843. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,636,186.

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)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees STMT 3

c Other professional fees STMT 4

17 Interest

18 Taxes STMT 5

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

220,593.

220,593.

STATEMENT 1

504,056.

504,056.

MAY 22 2015

2,474.

2,474.

STATEMENT 2

727,123.

727,123.

50,000.

0.

50,000.

9,881.

0.

9,881.

6,890.

0.

6,890.

57,818.

57,818.

0.

9.

0.

9.

13,126.

2,332.

4,124.

117.

0.

5,431.

0.

5,431.

6,468.

0.

6,210.

149,740.

60,150.

82,545.

315,750.

315,750.

465,490.

60,150.

398,295.

261,633.

666,973.

N/A

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

1

9-14 2

12320513 759443 3225

2014.03040 THE BARNES FOUNDATION INC. 3225 1

THE BARNES FOUNDATION INC.

Form 990-PF (2014)

C/O SALLY A. O'CONNOR

06-6037160

Page 2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	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 ▶	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.	
Liabilities	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	9,399,523.	9,358,687.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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.

Form 990-PF (2014)

THE BARNES FOUNDATION INC.

Form 990-PF (2014)

C/O SALLY A. O'CONNOR

06-6037160

Page 3

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			504,056.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	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

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.

THE BARNES FOUNDATION INC.

Form 990-PF (2014)

C/O SALLY A. O'CONNOR

06-6037160

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b. . .		1	6,670.
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-)		2	0.
3 Add lines 1 and 2		3	6,670.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,670.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	29,920.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,250.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 6,670. Refunded <input checked="" type="checkbox"/>	11	16,580.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2014)

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? 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	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 2013	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		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. N/A		
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 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2014)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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?

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

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

Form 990-PF (2014)

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.

Form 990-PF (2014)

THE BARNES FOUNDATION INC.

Form 990-PF (2014)

C/O SALLY A. O'CONNOR

06-6037160

Page 8

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	9,340,271.
b	Average of monthly cash balances	1b	31,500.
c	Fair market value of all other assets	1c	42,648.
d	Total (add lines 1a, b, and c)	1d	9,414,419.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,414,419.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,216.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,273,203.
6	Minimum investment return. Enter 5% of line 5	6	463,660.

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	Tax on investment income for 2014 from Part VI, line 5	2a	6,670.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,670.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	456,990.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	456,990.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	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	1a	398,295.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	398,295.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,670.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	391,625.

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

Form 990-PF (2014)

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				
a Enter amount for 2013 only			401,710.	
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.				
a Applied to 2013, but not more than line 2a			398,295.	
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 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).)

LOUISE B. ADAMS

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:

SEE STATEMENT 14

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

c Any submission deadlines:

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

Part XV

Supplementary Information (continued)

3

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE				315,750.
Total			▶ 3a	315,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Corporate Tax Statement Tax Year 2014

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 109535 246
Customer Service: 866-324-6088

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

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 **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)

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	01/07/10	11/17/14	\$95,000 00	\$95,000.00	\$0 00	\$0 00	\$0 00
FPL GROUP CAPITAL 7875 15DE15	25,000 000	01/07/10	12/30/14	\$26,707 75	\$26,087 30	\$0 00	\$620 45	\$0 00
MIDFIRST BANK CD 2500 14JA13	95,000.000	01/07/10	01/13/14	\$95,000 00	\$95,000 00	\$0 00	\$0 00	\$0 00
Total Long Term Noncovered Securities				\$216,707.75	\$216,087.30	\$0.00	\$620.45	\$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)				\$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.

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

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

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

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

Corporate Tax Statement Tax Year 2014

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

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

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 **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 - 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	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)
COACH INC	815.000	CUSIP: 189754104 01/30/13	Symbol: COH 06/23/14	\$27,718.35	\$42,120.10	\$0.00	(\$14,401.75)	\$0.00
GENL DYNAMICS CORP	90.000	CUSIP: 369550108 01/30/13	Symbol: GD 10/03/14	\$11,090.34	\$6,215.40	\$0.00	\$4,874.94	\$0.00
STAPLES INC	115.000	CUSIP: 855030102 09/27/12	Symbol: SPLS 03/07/14	\$1,315.88	\$1,329.87	\$0.00	(\$13.99)	\$0.00
	290.000	01/16/13	03/07/14	\$3,318.29	\$3,634.34	\$0.00	(\$316.05)	\$0.00
Security Subtotal	405.000			\$4,634.17	\$4,964.21	\$0.00	(\$330.04)	\$0.00
Total Long Term Covered Securities				\$43,442.86	\$53,299.71	\$0.00	(\$9,856.85)	\$0.00

Corporate Tax Statement
Tax Year 2014Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza

8th Floor

New York, NY 10004

Identification Number: 26-4310632

THE BARNES FOUNDATION

THOMASPARTNERS ACCOUNT

P O BOX 288

EAST HARTLAND CT 06027-0288

Taxpayer ID Number: XX-XXX7160

Account Number: 383 120555 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

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.)

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								
	294 000	CUSIP: 02209S103	Symbol (Box 1d): MO					
		02/05/09	12/01/14	\$14,796 25	\$4,874 28	\$0 00	\$9,921 97	\$0 00
	306 000	02/05/09	12/03/14	\$15,524 90	\$5,073 24	\$0 00	\$10,451 66	\$0 00
	320 000	02/26/09	12/03/14	\$16,235 19	\$4,969 28	\$0 00	\$11,265 91	\$0 00
	315 000	03/05/09	12/03/14	\$15,981 52	\$4,948 34	\$0 00	\$11,033 18	\$0 00
	235 000	05/06/09	12/03/14	\$11,922 72	\$3,916 98	\$0 00	\$8,005 74	\$0 00
Security Subtotal	1,470 000			\$74,460 58	\$23,782 12	\$0 00	\$50,678 46	\$0 00
GENL DYNAMICS CORP								
	105 000	CUSIP: 369550108	Symbol (Box 1d): GD					
		01/30/09	09/17/14	\$13,431 22	\$5,972 09	\$0 00	\$7,459 13	\$0 00
	90 000	01/30/09	10/02/14	\$10,929 00	\$5,118 93	\$0 00	\$5,810 07	\$0 00
	90 000	02/05/09	10/02/14	\$10,929 00	\$4,935 60	\$0 00	\$5,993 40	\$0 00
	110 000	02/27/09	10/02/14	\$13,357 66	\$4,906 77	\$0 00	\$8,450 89	\$0 00
	15 000	03/19/09	10/02/14	\$1,821 50	\$569 07	\$0 00	\$1,252 43	\$0 00
	115 000	03/19/09	10/03/14	\$14,171 00	\$4,362 87	\$0 00	\$9,808 13	\$0 00
Security Subtotal	525 000			\$64,639 38	\$25,865 33	\$0 00	\$38,774 05	\$0 00
JANUS CAPITAL GROUP INC								
	1,460 000	CUSIP: 47102X105	Symbol (Box 1d): JNS					
		01/17/12	01/06/14	\$17,519 69	\$9,983 48	\$0 00	\$7,536 21	\$0 00
	1,330 000	01/24/12	01/06/14	\$15,959 72	\$9,942 55	\$0 00	\$6,017 17	\$0 00
	515 000	04/25/12	01/06/14	\$6,179 89	\$3,948 51	\$0 00	\$2,231 38	\$0 00
Security Subtotal	3,305 000			\$39,659 30	\$23,874 54	\$0 00	\$15,784 76	\$0 00
PAYCHEX INC								
	450 000	CUSIP: 704326107	Symbol (Box 1d): PAYX					
		01/30/09	01/15/14	\$19,712 81	\$11,038 50	\$0 00	\$8,674 31	\$0 00
	220 000	03/13/09	01/15/14	\$9,637 37	\$5,002 58	\$0 00	\$4,634 79	\$0 00
	220 000	03/16/09	01/15/14	\$9,637 37	\$4,976 18	\$0 00	\$4,661 19	\$0 00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

CONTINUED ON NEXT PAGE
Page 15 of 18

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

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) 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)

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)
PAYCHEX INC (Cont)		CUSIP: 704326107	Symbol (Box 1d): PAYX					
	275.000	09/06/11	01/15/14	\$12,046.72	\$7,055.59	\$0.00	\$4,991.13	\$0.00
Security Subtotal	1,165.000			\$51,034.27	\$28,072.85	\$0.00	\$22,961.42	\$0.00
STAPLES INC		CUSIP: 855030102	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

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

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-XX7160
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 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

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)
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

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-XX7160
Account Number: 383 120562 246

Customer Service: 866-324-6088

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

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

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	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	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	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

Corporate Tax Statement
Tax Year 2014Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004THE BARNES FOUNDATION
ADVISOR ACCOUNT
P O BOX 288
EAST HARTLAND CT 06027-0288

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 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)

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)
ISHARES RUSSELL MIDCAP G ETF	1,326 000	CUSIP: 464287481	Symbol (Box 1d): IWP					
		01/29/09	05/13/14	\$113,135 26	\$41,352 11	\$0 00	\$71,783 15	\$0 00
ISHARES RUSSELL 1000 GRW ETF	2,300 000	CUSIP: 464287614	Symbol (Box 1d): IWF					
		06/08/06	05/13/14	\$201,476 92	\$114,333 00	\$0 00	\$87,143 92	\$0 00
ISHARES RUSSELL 1000 VALUE ETF	2,100 000	CUSIP: 464287598	Symbol (Box 1d): IWD					
		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	995,000	CUSIP: 464287887	Symbol (Box 1d): IJT					
		01/29/09	05/13/14	\$113,472 27	\$41,171 11	\$0 00	\$72,301 16	\$0 00
LAZARD EMERGING MKTS EQ I	1,787 538	CUSIP: 52106N889	Symbol (Box 1d): LZEMX					
		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	676 819	CUSIP: 55273E848	Symbol (Box 1d): MQGIX					
		07/13/10	10/28/14	\$20,000 00	\$15,236 77	\$0 00	\$4,763 23	\$0 00
THORNBURG INTL VALUE I	5,787 395	CUSIP: 885215566	Symbol (Box 1d): TGVIX					
		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

Corporate Tax Statement
Tax Year 2014

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

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

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) **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)

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: 885215566	Symbol (Box 1d): TGVIX					
	21.816	12/23/11	05/20/14	\$662.55	\$534.71	\$0.00	\$127.84	\$0.00
Security Subtotal	5,944.455			\$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 INVEST- MENT 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 INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPM ALERIAN MLP	1,292.	1,292.	
MISCELLANEOUS INCOME	1,182.	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 INVEST- MENT 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
-------------	-----------------	-----------	---

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
-------------	-----------------	-----------	---

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
-------------	-------------------	-----------	----

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
-------------	--	-----------	----

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
-------------	---	-----------	----

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.

HEATHER B. ADAMS	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
PATRICIA HAMON	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
LYNNE B. LEAHY	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
EDWARD THOMAS ADAMS	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
WENDY E. ADAMS	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
COREY W. FLYNN	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				
BROOKE L. O'CONNOR	DIRECTOR			
P.O. BOX 288	1.00	0.	0.	0.
EAST HARTLAND, CT 06027				

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

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	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.	
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.

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property) **990-PF**

OMB No 1545-0172

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

▶ Attach to your tax return.

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

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE BARNES FOUNDATION INC.
C/O SALLY A. O'CONNOR**FORM 990-PF PAGE 1****06-6037160****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 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	

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		

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	/		39 yrs	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	

THE BARNES FOUNDATION INC.

Form 4562 (2014)

C/O SALLY A. O'CONNOR

06-6037160 Page 2

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
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

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.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
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?	Yes	No	Yes	No	Yes	No
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

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE BARNES FOUNDATION INC. C/O SALLY A. O'CONNOR	06-6037160
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.	Social security number (SSN)
	P.O. BOX 288	
	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)

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

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

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 as 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
New Britain, CT**

\$7,500

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.
Farmington, CT**

\$10,000

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.
Bristol, CT**

\$50,000

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
Hartford, CT**

\$5,000

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.

Klingenstein 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.
Mystic, CT

\$15,000

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
(Bristol Board of Education) Bristol, CT

\$5,000

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
Storrs, CT

\$20,000

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.
Simsbury, CT

\$20,000

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).