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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 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

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeC 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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 8,531,618.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(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

312,455.

312,455.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

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

404,255.

b Gross sales price for all assets on line 6a 2,409,582.

7 Capital gain net income (from Part IV, line 2)

404,255.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

1,490.

1,490.

STATEMENT 2

12 Total. Add lines 1 through 11

718,200.

718,200.

13 Compensation of officers, directors, trustees, etc

58,576.

0.

58,576.

14 Other employee salaries and wages

15 Pension plans, employee benefits

2,028.

0.

2,028.

16a Legal fees

b Accounting fees

STMT 3

8,645.

0.

8,645.

c Other professional fees

STMT 4

56,834.

56,834.

0.

17 Interest

18 Taxes

STMT 5

13,515.

2,158.

4,765.

19 Depreciation and depletion

71.

0.

20 Occupancy

21 Travel, conferences, and meetings

9,960.

0.

9,960.

22 Printing and publications

23 Other expenses

STMT 6

7,765.

0.

7,765.

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

157,394.

58,992.

91,739.

25 Contributions, gifts, grants paid

512,540.

512,540.

26 Total expenses and disbursements. Add lines 24 and 25

669,934.

58,992.

604,279.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

48,266.

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

659,208.

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

N/A

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		31,264.	17,565.	17,565.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		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		3,222,711.	2,517,029.	2,517,029.
	c	Investments - corporate bonds STMT 9		1,640,425.	1,198,799.	1,198,799.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		4,410,450.	4,772,349.	4,772,349.	
14	Land, buildings, and equipment: basis ▶ 1,879.					
	Less: accumulated depreciation STMT 11 ▶ 1,774.		176.	105.	105.	
15	Other assets (describe ▶ STATEMENT 12)		53,606.	25,771.	25,771.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		9,358,843.	8,531,618.	8,531,618.	
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 ▶)				
23	Total liabilities (add lines 17 through 22)		156.	0.		
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		9,358,687.	8,531,618.	
	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		9,358,687.	8,531,618.	
31	Total liabilities and net assets/fund balances		9,358,843.	8,531,618.		

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	9,358,687.
2	Enter amount from Part I, line 27a	2	48,266.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,406,953.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	875,335.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,531,618.

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 2,409,582.		2,005,327.	404,255.

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			404,255.

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	404,255.
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))
2014	391,625.	9,273,203.	.042232
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

2 Total of line 1, column (d)	2	.223269
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	.044654
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	9,035,865.
5 Multiply line 4 by line 3	5	403,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,592.
7 Add lines 5 and 6	7	410,080.
8 Enter qualifying distributions from Part XII, line 4	8	604,279.

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 <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	6,592.
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	6,592.
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	6,592.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,670.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,570.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,240.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	1,648.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 1,648. Refunded <input type="checkbox"/>	11	0.	

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
1b 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
1c 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 2015 or the taxable year beginning in 2015 (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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
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 2015, 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. If "Yes," enter the name of the foreign country		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2015 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 2015.)	N/A	
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 2015?		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))?

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

6b

X

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		58,576.	2,028.	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 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	9,066,395.
b	Average of monthly cash balances	1b	67,137.
c	Fair market value of all other assets	1c	39,935.
d	Total (add lines 1a, b, and c)	1d	9,173,467.
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	9,173,467.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	137,602.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,035,865.
6	Minimum investment return. Enter 5% of line 5	6	451,793.

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	451,793.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,592.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,592.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	445,201.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	445,201.
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	445,201.

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	604,279.
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	604,279.
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	6,592.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	597,687.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				445,201.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			456,990.	
b Total for prior years: 2013 , _____, _____		3,415.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 604,279.				
a Applied to 2014, but not more than line 2a			456,990.	
b Applied to undistributed income of prior years (Election required - see instructions)		3,415.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				143,874.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				301,327.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- | | | | |
|------------|----------------------------|------|---|
| 2015.04030 | THE BARNES FOUNDATION INC. | 3225 | 1 |
|------------|----------------------------|------|---|

<div> <div>Part XV</div> <div>Supplementary Information (continued)</div> </div>				
<div> <div>3</div> <div>Grants and Contributions Paid During the Year or Approved for Future Payment</div> </div>				
<div> <div>Recipient</div> <div>Name and address (home or business)</div> </div>	<div> <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> </div>	<div> <div>Foundation status of recipient</div> </div>	<div> <div>Purpose of grant or contribution</div> </div>	<div> <div>Amount</div> </div>
<div> <div>a</div> <div>Paid during the year</div> </div>				
SEE ATTACHED SCHEDULE				512,540.
<div> <div>Total</div> <div>▶ 3a</div> </div>				512,540.
<div> <div>b</div> <div>Approved for future payment</div> </div>				
NONE				
<div> <div>Total</div> <div>▶ 3b</div> </div>				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	312,455.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	1,490.		
8 Gain or (loss) from sales of assets other than inventory			18	404,255.		
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.		718,200.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	718,200.

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

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LONG TERM SALES PER ATTACHED SCHEDULE - ACCT 1095		P		
b SHORT TERM SALES PER ATTACHED SCHEDULE - ACCT 120		P		
c LONG TERM SALES PER ATTACHED SCHEDULE - ACCT 1205		P		
d SHORT TERM SALES PER ATTACHED SCHEDULE - ACCT 120		P		
e LONG TERM SALES PER ATTACHED SCHEDULE - ACCT 1205		P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 375,143.		371,626.	3,517.
b 74,832.		70,300.	4,532.
c 858,432.		444,197.	414,235.
d 757.		754.	3.
e 1,100,418.		1,118,450.	-18,032.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,517.
b			4,532.
c			414,235.
d			3.
e			-18,032.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	404,255.
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

BARNES FOUNDATION, INC. 2015 GRANTS

American School for the Deaf – \$10,000

West Hartford, CT

For support of the STEM initiative in which students will build an ROV for underwater exploration.

Bridge Family Center – \$5,000

West Hartford, CT

For support of the early literacy program, "Vantastic Voyages".

Bristol Board of Education, Bookmobile - \$6,000

Bristol, CT

For support of the Bookmobile summer program targeting low-income students without transportation to the town library.

Bristol Board of Education – Southside School Family Resource Center - \$5,000

Bristol, CT

For continued support of the PUSH/PUT Backpack Program in which students & parents work together on the activities from the backpacks.

Charter Oak Cultural Center - \$10,000

Hartford, CT

For support of teaching artists and a program director for their Youth Arts Institute.

Children's Community School - \$15,190

Waterbury, CT

For support of field trips and enhancement of the STEM programming in grades pre-K – 5.

Connecticut Science Center - \$20,000

Bristol, CT

For support of a professional development program for Bristol elementary school teachers in science and technology.

BARNES FOUNDATION

Connecticut Storytelling Center - \$15,350

New London, CT

For support of the Artists -in-Residence Storytelling Program in two Bristol elementary schools.

Connectikids - \$10,000

Hartford, CT

For support of the after-school & summer enrichment programs.

Consolidated Schools of New Britain - \$10,000

New Britain, CT

For support of the Storytelling Program in all 10 elementary schools.

Discovery Center, Inc. - \$15,000

Farmington, CT

For support of the residential diversity and academic program at Camp Woodstock for urban & suburban students.

Environmental Learning Centers of CT - \$50,000

For support of the the full-time position of a Coordinator of Volunteer Services.
Second installment of a \$150,000 grant over 3 years.

Family Center, dba: Imagine Nation Museum - \$15,000

Bristol, CT

For support of the integration of the pre-school with the museum with programming

Farm To Family, Inc. (Gifts of Love) - \$10,000

Avon, CT

For support of the Growing Together Program with students from Hartford and Simsbury working together at the Community farm of Simsbury.

Hartford Symphony Orchestra - \$5,000

Hartford, CT

For continued support of the Symphony in Schools Program.

BARNES FOUNDATION

Haynes Elementary School - \$8,000

East Lyme, CT

For continued support of the arts enrichment program with an artist in residence.

Jack Jackter School - \$8,000

For continued support of the arts enrichment program

Leadership, Education, Athletics Program (LEAP) - \$10,000

New Haven, CT

For continued support of the adventure challenge ropes course program.

National Audubon Society - Hog Island - \$5,000

For support of the initiative to encourage ethnically diverse CT teachers to attend the professional development program : Sharing Nature: An Educators' Week Workshop on Hog Island, Maine.

Neighborhood Music School - \$5,000

New Haven, CT

For continued support of the City Initiative Program partnership with New Haven Public Schools providing music instruction for disadvantaged students.

New England Carousel Museum - \$20,000

Bristol, CT

For continued support of the tours and programs at the Fire Museum.

OPMAD (Organized Parents Make A Difference) - \$6,000

Hartford, CT

for continued support of the summer enrichment program.

Oswegatchie Elementary School - \$8,000

Waterford, CT

For continued support of the arts enrichment program.

Pratt Nature Center - \$6,000

New Milford, CT

For support of the Walking & Snowshoe Projects that encourage healthy life style and the Journaling Project connecting nature with Common Core Literacy standard

BARNES FOUNDATION

Trinity College - \$5,000

Hartford, CT

For continued support of Dream Camp, an afterschool and summer program for inner-city children in Hartford.

WALKS Foundation, Inc. - \$20,000

West Granby, CT

For continued support of the Scholars Program for disadvantaged Hartford students to be able to attend one of the 5 WALKS schools (Westminster, Avon Old Farms, Loomis-Chaffee, Kingswood-Oxford, Suffield Academy)

Special 70th Anniversary Grants were awarded to:

Environmental Learning Centers of CT, Inc. (ELCCT) - \$70,000

Bristol, CT

For the Louise B. Adams Endowment Fund for the Director of Education position at ELCCT.

Lake Champlain Maritime Museum, Inc. - \$70,000

Vergennes, VT

For the Aurelia B. Bristow Endowment Fund for Education at the Museum.

Main Street Community Foundation, Inc. - \$70,000

Bristol, CT

For the Carlyle F. Barnes Fund for the Fire History Museum at the New England Carousel Museum.

Total Number of Grants – 29

Total Amount of Grants – \$512,540

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	249,541.	0.	249,541.	249,541.		
MORGANSTANLEY - INTEREST	62,914.	0.	62,914.	62,914.		
TOTAL TO PART I, LINE 4	312,455.	0.	312,455.	312,455.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
UPL ALERIAN MLP	327.	327.			
MISCELLANEOUS INCOME	1,163.	1,163.			
TOTAL TO FORM 990-PF, PART I, LINE 11	1,490.	1,490.			

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	8,645.	0.		8,645.	
TOTAL TO FORM 990-PF, PG 1, LN 16B	8,645.	0.		8,645.	

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	56,834.	56,834.			0.
TO FORM 990-PF, PG 1, LN 16C	56,834.	56,834.			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	4,765.	0.			4,765.
FEDERAL EXCISE TAX	6,592.	0.			0.
FOREIGN TAXES	2,158.	2,158.			0.
TO FORM 990-PF, PG 1, LN 18	13,515.	2,158.			4,765.

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	198.	0.			198.
MEMBERSHIP FEES	4,300.	0.			4,300.
OFFICE EXPENSES	2,425.	0.			2,425.
ANNUAL REPORT	300.	0.			300.
MISCELLANEOUS EXPENSES	42.	0.			42.
CONSULTING	500.	0.			500.
TO FORM 990-PF, PG 1, LN 23	7,765.	0.			7,765.

FOOTNOTES				STATEMENT	7
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THE FOUNDATION IS ELECTING TO TREAT DISTRIBUTIONS OF \$3,415 THAT WERE MADE DURING 2015 AS QUALIFYING DISTRIBUTIONS FROM THE UNDISTRIBUTED AMOUNT REQUIRED TO BE DISTRIBUTED FROM 2013 UNDER CODE SECTION 53.4942(D).

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	2,517,029.	2,517,029.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,517,029.	2,517,029.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	1,198,799.	1,198,799.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,198,799.	1,198,799.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	111,284.	111,284.
MUTUAL AND CLOSED END FUNDS	FMV	4,661,065.	4,661,065.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,772,349.	4,772,349.

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.	506.	105.
TOTAL TO FM 990-PF, PART II, LN 14	1,879.	1,774.	105.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	9,008.	9,078.	9,078.
INTEREST RECEIVABLE	20,530.	15,385.	15,385.
PAYROLL TAX RECEIVABLE	818.	205.	205.
EXCISE TAX RECEIVABLE	23,250.	1,103.	1,103.
TO FORM 990-PF, PART II, LINE 15	53,606.	25,771.	25,771.

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
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 1.00	0.	0.	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	V/P EXEC DIR 30.00	58,576.	2,028.	0.
BRENNA K. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	SECRETARY 1.00	0.	0.	0.
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

58,576.

2,028.

0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	14
	PART XV, LINES 2A THROUGH 2D		

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

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	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
4	COMPUTER SCREEN	05/15/06	200DB	5.00		HV17	265.				265.	265.		0.	265.
5	COMPUTER	06/01/06	200DB	5.00		HV17	1,003.				1,003.	1,003.		0.	1,003.
16	LAPTOP	05/07/12	200DB	5.00		HV17	611.				611.	435.		71.	506.
	* TOTAL 990-PF PG 1 DEPR						1,879.				1,879.	1,703.		71.	1,774.

528111
04-01-15

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone