

EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

OMB No. 1545-0052

Form **990-PF**

Department of the Treasury
Internal Revenue Service

► 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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

THE BARNES FOUNDATION INC.

C/O SALLY A. O'CONNOR

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

P.O. BOX 288

A Employer identification number

06-6037160

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

EAST HARTLAND, CT 06027-0288

G Check all that apply: Initial return Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

\$ 8,810,820. (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)

REVENUE 1 Contributions, gifts, grants, etc., received 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 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 2,423,294. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11	271,295.	271,295.	N/A	STATEMENT 1
	263,513.	263,513.	RECEIVED 803 SEP 06 2017 IRS OSC OGDEN, UT	STATEMENT 2
	1,202.	1,202.		
	536,010.	536,010.		
	58,576.	0.		
	14 Other employee salaries and wages	STMT 3		
	15 Pension plans, employee benefits	STMT 4		
	16a Legal fees			
	b Accounting fees	8,895.	0.	8,895.
	c Other professional fees	55,375.	55,375.	0.
	17 Interest			
	18 Taxes	STMT 5	11,088.	1,530.
	19 Depreciation and depletion	70.	0.	
	20 Occupancy			
	21 Travel, conferences, and meetings	5,125.	0.	
	22 Printing and publications			
	23 Other expenses	STMT 6	4,719.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	143,848.	56,905.	
	25 Contributions, gifts, grants paid	470,923.	470,923.	
	26 Total expenses and disbursements. Add lines 24 and 25	614,771.	56,905.	
	27 Subtract line 26 from line 12:	-78,761.		
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)	479,105.		
	c Adjusted net income (if negative, enter -0-)	N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		17,565.	32,360.	32,360.
3	Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
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 9	2,517,029.	2,286,345.	2,286,345.
c	Investments - corporate bonds	STMT 10	1,198,799.	806,374.	806,374.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 11	4,772,349.	5,663,636.	5,663,636.
14	Land, buildings, and equipment basis ►	1,879.			
	Less accumulated depreciation	STMT 12 ►	1,844.	105.	35.
15	Other assets (describe ►	STATEMENT 13)	25,771.	22,070.	22,070.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		8,531,618.	8,810,820.	8,810,820.
17	Accounts payable and accrued expenses			2,185.	
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)		0.	2,185.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ►	<input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	8,531,618.	8,808,635.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ►	<input type="checkbox"/>			
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		8,531,618.	8,808,635.	
31	Total liabilities and net assets/fund balances		8,531,618.	8,810,820.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,531,618.
2	Enter amount from Part I, line 27a	2	-78,761.
3	Other increases not included in line 2 (itemize) ►	3	355,778.
4	Add lines 1, 2, and 3	4	8,808,635.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,808,635.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LONG TERM SALES - ACCT 109535			P		
b SHORT TERM SALES - ACCT 120555			P		
c LONG TERM SALES - ACCT 120555			P		
d SHORT TERM SALES - ACCT 120562			P		
e LONG TERM SALES - ACCT 120562			P		
(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 399,946.		399,281.	665.		
b 70,459.		76,570.	-6,111.		
c 590,205.		372,403.	217,802.		
d 207,416.		205,477.	1,939.		
e 1,155,268.		1,106,050.	49,218.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					665.
b					-6,111.
c					217,802.
d					1,939.
e					49,218.
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		263,513.
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					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))
2015	597,687.	9,035,865.	.066146
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
2 Total of line 1, column (d)			.248453
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			.049691
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			8,591,691.
5 Multiply line 4 by line 3			426,930.
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,791.
7 Add lines 5 and 6			431,721.
8 Enter qualifying distributions from Part XII, line 4			553,005.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

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

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

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

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

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

6a 6,600.

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 6,600.

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

8 14.

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 1,795.

11 Enter the amount of line 10 to be Credited to 2017 estimated tax ►

11 Refunded

Part VII-A Statements Regarding Activities

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

Yes No

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

1a

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

1b

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

1c

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

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

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

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

2

If "Yes," attach a detailed description of the activities.

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

3

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

4a

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

N/A

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

5

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

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

6

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

7

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

8b

CT

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

9

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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV

10

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

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Part VII-A Statements Regarding Activities (continued)

	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)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	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 2016, 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 ►	16	X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2016 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 2016)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

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



N/A

Yes No

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

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?



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 14		58,576.	0.	0.

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

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

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



0

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

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

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



0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,661,763.
b	Average of monthly cash balances	1b	36,775.
c	Fair market value of all other assets	1c	23,991.
d	Total (add lines 1a, b, and c)	1d	8,722,529.
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	8,722,529.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,838.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,591,691.
6	Minimum investment return. Enter 5% of line 5	6	429,585.

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	429,585.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,791.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,791.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	424,794.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	424,794.
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	424,794.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	553,005.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	553,005.
b	Cash distribution test (attach the required schedule)	5	4,791.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	548,214.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				424,794.
2 Undistributed income, if any, as of the end of 2016			301,327.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 553,005.			301,327.	
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2016 distributable amount				251,678.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				173,116.
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 2011 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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Form 990-PF (2016)

THE BARNES FOUNDATION INC.

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C/O SALLY A. O'CONNOR

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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 2016, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or 4942(i)(5)

		Information relating to the organization's operating activities as described in section 512(b)(1)(B)(i) and 512(b)(1)(C)				
		Tax year	Prior 3 years			
		(a) 2016	(b) 2015	(c) 2014	(d) 2013	(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	3 Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

• The name, address, and telephone number or e-mail address of the person to whom complaints should be addressed.

SEE STATEMENT 15

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

6. Any submission deadlines:

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

THE BARNES FOUNDATION INC.

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Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				470,923.
Total			► 3a	470,923.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0

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

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C/O SALLY A. O'CONNOR

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(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	271,295.	
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	1,202.	
8 Gain or (loss) from sales of assets other than inventory			18	263,513.	
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.		536,010.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		536,010.

Relationship of Activities to the Accomplishment of Exempt Purposes

BARNES FOUNDATION, INC.

Grants Awarded 2016

Bridge Family Center, Inc. - \$5,000

West Hartford, CT

For continued support of "Vantastic Voyages": an early literacy field trip program for Pre-K-1st grade students attending high-priority schools.

Bristol Board of Education - \$6,500

Bristol, CT

For continued support of the WOW Bookmobile that brings books and literacy programs to students in need of books. Also for the creation of a Guided Reading Library at Mountain View School.

Bristol Family Resource Center (BOE) - \$5,000

Bristol, CT

For continued support of the PUSH (Parents Using Strategies at Home) Program for academic Enrichment at Southside Elementary School and for the PACT (Parents & Children & Teachers Together) Program that strengthens the parent-teacher-child educational partnership with one-on-one opportunities. This program also provides a healthy breakfast once a month.

Bushnell Memorial Hall - \$5,000

Hartford, CT

For continued support of the Bushnell's Partners in the Arts programs in schools to improve the literacy skills for inner-city Hartford students.

Charter Oak Cultural Center - \$10,000

Hartford, CT

For continued support of the Youth Art Institute that serves inner-city students. This award-winning after-school and summer program provides classes in the arts, dance, theater, writing and poetry.

BARNES FOUNDATION, INC.

ConnectiKids -\$10,000

Hartford, CT

For continued support of the after- school and summer educational programming for students from inner-city schools in Hartford with tutoring/mentoring, arts and enrichment programs.

Connecticut Science Center - \$20,000

Hartford, CT

For continued support of the professional development program in science for Bristol Public School teachers.

CT Story-Telling Center - \$17,000

New London, CT

For continued support for the story telling programs in five elementary schools addressing the literacy needs in Bristol, CT.

Discovery Center - \$15,000

Farmington, CT

For continued support of the educational & diversity awareness programs for 5th graders from urban and suburban public schools to experience a week learning skills together at camp.

Environmental Learning Centers of CT - \$150,476

Bristol, CT

For support of needed work to upgrade the facilities at Indian Rock Nature Preserve.

Family Center/Imagine Nation Museum - \$20,000

Bristol, CT

For support of the design & fabrication of the new Teaching Kitchen, staffing and professional development, as well as providing educational supplies for the museum studios and workshops.

Hamden Hall Country Day School - \$5,000

Hamden, CT

For support of the Summer Engineering & Science Academy to enroll ten students from Greater New Haven.

BARNES FOUNDATION, INC.

Historic New England - \$8,000

Boston, MA

For continued support of the educational programs that provide students the opportunity to experience life in the 18th & 19th centuries at Roseland Cottage in Woodstock, CT.

Jack Jackter Elementary School - \$8,000

Colchester, CT

For continued support of the arts enrichment program with an artist-in-residence engaging students in creative writing and theater.

Lake Champlain Maritime Museum - \$25,000

Vergennes, VT

For continued support of the Museum's STEM educational programming for VT schools.

LEAP - \$10,000

New Haven, CT

For continued support of the Ropes Course initiative for all staff and students in the summer program for inner-city New Haven students.

Lillie B. Haynes Elementary School - \$8,000

Niantic, CT

For continued support of the arts enrichment program with creative artists-in-residence engaging students in creative arts, dance and theater.

Nathan Hale Arts Magnet School - \$4,000

New London, CT

For support of providing CT Storytelling Center's literacy programs for their students.

National Audubon Society – 5,400

Bremen, ME

For continued support of the National Audubon Initiative to serve ethnically-diverse teachers . For scholarship support for six CT teachers of color to attend the summer Educator's Workshop on Hog Island in Maine.

BARNES FOUNDATION, INC.

Neighborhood Music School - \$5,000

New Haven, CT

For continued support of the City Initiative Program that provides inner-city New Haven students with music instruction, performance and mentoring opportunities.

New England Carousel Museum - \$20,000

Bristol, CT

For continued support of the docent program and educational programming for the Fire History Museum.

New England Environmental Education Alliance (NEEEA) - \$1,047

Fort Devens, MA

For support of three CT teachers to attend the NEEEA Conference. Teachers selected were ones that had attended Hog Island Audubon Camp.

New Haven Ecology Project - \$10,000

New Haven, CT

For continued support of the "Kids Unplugged" after-school programming for inner-city students.

Oswegatchie Elementary School - \$8,000

Waterford, CT

For continued support of the arts enrichment initiative with artists-in-residence providing educational programming in all the creative arts.

Pratt Nature Center - \$8,500

New Milford, CT

For continued support of the educational programs engaging students in healthy outdoor activities: Walking & Snowshoe Projects, Journaling/Literacy Program, Educational Vegetable Farmer and Early Childhood Nature Education Programs.

BARNES FOUNDATION, INC.

Sea Research Foundation, Inc.- \$15,000

Mystic, CT

For continued support of the STEM programming at the Mystic Aquarium and in their Out-to-School programs.

Solar Youth, Inc. - \$12,000

New Haven, CT

For continued support of the after-school environmental education program, "Citycology. This program serves inner-city youth from New Haven.

Trinity College Dream Camp - \$5,000

New Haven, CT

For continued support of the summer & after-school educational & recreational programs for inner-city students from New Haven.

University of Connecticut Foundation - \$20,000

Storrs, CT

For continued support of CT teachers to attend the "Confratute" Summer Institute. This is the premier nation-wide conference and institute on talented and gifted education.

United Way of West Central CT - \$9,000

Bristol, CT

For support of the Bristol Early Childhood Alliance (BECA) community literacy activities program for low-income children and their families in Bristol, CT.

WALKS Foundation, Inc. - \$20,000

Simsbury, CT

For continued support of the WALKS Scholars Program that provides scholarship support for disadvantaged students from Hartford to attend one of the WALKS schools (Westminster, Avon Old Farms, Loomis-Chaffee, Kingswood-Oxford, and Suffield Academy)

TOTAL: 31 GRANTS = \$470,923

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGANSTANLEY - DIVIDENDS	229,152.	0.	229,152.	229,152.	
MORGANSTANLEY - INTEREST	42,143.	0.	42,143.	42,143.	
TO PART I, LINE 4	271,295.	0.	271,295.	271,295.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN LARGE CAP MISCELLANEOUS INCOME	1,178. 24.	1,178. 24.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,202.	1,202.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & PROFESSIONAL FEES	8,895.	0.		8,895.
TO FORM 990-PF, PG 1, LN 16B	8,895.	0.		8,895.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADVISORY FEES	55,375.	55,375.		0.
TO FORM 990-PF, PG 1, LN 16C	55,375.	55,375.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,767.	0.		4,767.
FEDERAL EXCISE TAX	4,791.	0.		0.
FOREIGN TAXES	1,530.	1,530.		0.
TO FORM 990-PF, PG 1, LN 18	11,088.	1,530.		4,767.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP FEES	3,150.	0.		3,150.
OFFICE EXPENSES	1,569.	0.		1,569.
TO FORM 990-PF, PG 1, LN 23	4,719.	0.		4,719.

FOOTNOTES	STATEMENT	7
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THE BARNES FOUNDATION INC. C/O SALLY A.

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FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	265,478.
UNRECOGNIZED GAIN ON DONATED STOCK	90,300.
TOTAL TO FORM 990-PF, PART III, LINE 3	355,778.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,286,345.	2,286,345.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,286,345.	2,286,345.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	806,374.	806,374.
TOTAL TO FORM 990-PF, PART II, LINE 10C	806,374.	806,374.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	FMV	157,279.	157,279.
MUTUAL AND CLOSED END FUNDS	FMV	5,506,357.	5,506,357.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,663,636.	5,663,636.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER SCREEN	265.	265.	0.
COMPUTER	1,003.	1,003.	0.
LAPTOP	611.	576.	35.
TOTAL TO FM 990-PF, PART II, LN 14	1,879.	1,844.	35.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	9,078.	8,469.	8,469.
INTEREST RECEIVABLE	15,385.	11,526.	11,526.
PAYROLL TAX RECEIVABLE	205.	266.	266.
EXCISE TAX RECEIVABLE	1,103.	1,809.	1,809.
TO FORM 990-PF, PART II, LINE 15	25,771.	22,070.	22,070.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
JOAN W. BARNES P.O. BOX 288 EAST HARTLAND, CT 06027	PRESIDENT 1.00	0.	0.
SALLY A. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	V/P 1.00	0.	0.
ELLIOTT B. BRISTOW P.O. BOX 288 EAST HARTLAND, CT 06027	TREASURER 1.00	0.	0.
GAIL I. BRISTOW P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.
TIMOTHY J. O'CONNOR P.O. BOX 288 EAST HARTLAND, CT 06027	EXECUTIVE DIRECTOR 30.00	58,576.	0.
BRENNA K. FLYNN P.O. BOX 288 EAST HARTLAND, CT 06027	SECRETARY 1.00	0.	0.
HEATHER B. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.
PATRICIA HAMON P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.
LYNNE B. LEAHY P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.
EDWARD THOMAS ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.
WENDY E. ADAMS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.

THE BARNES FOUNDATION INC. C/O SALLY A.

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COREY F. ROBERTS P.O. BOX 288 EAST HARTLAND, CT 06027	DIRECTOR 1.00	0.	0.	0.
BROOKE LEAHY 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.	0.	0.

THE BARNES FOUNDATION INC. C/O SALLY A.

06-6037160

FORM 990-PF

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

STATEMENT 15

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

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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(D) - Asset disposed

* ITC Salvage Bonus Commercial Revitalization Deduction Go Zone