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Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2016
Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 01-01-2016, and ending 12-31-2016

- B** Check if applicable
 Address change
 Name change
 Initial return
 Final
 Return/terminated
 Amended return
 Application pending

C Name of organization
THE BARNES FOUNDATION

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite
2025 BENJAMIN FRANKLIN PARKWAY

City or town, state or province, country, and ZIP or foreign postal code
PHILADELPHIA, PA 19130

D Employer identification number
23-6000149

E Telephone number
(215) 278-7000

G Gross receipts \$ 50,303,879

F Name and address of principal officer
THOMAS COLLINS
2025 BENJAMIN FRANKLIN PARKWAY
PHILADELPHIA, PA 19130

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ WWW.BARNESFOUNDATION.ORG

K Form of organization Corporation Trust Association Other ▶
EDUCATIONAL INSTITUTION

L Year of formation 1922

M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS AND HORTICULTURE TO MAINTAIN AN ART GALLERY CONTAINING WORKS OF ANCIENT AND MODERN ART, AS WELL AS AN ARBORETUM

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	15
4 Number of independent voting members of the governing body (Part VI, line 1b)	15
5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	221
6 Total number of volunteers (estimate if necessary)	189
7a Total unrelated business revenue from Part VIII, column (C), line 12	480,907
7b Net unrelated business taxable income from Form 990-T, line 34	-631,948

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	16,266,700	11,316,372
9 Program service revenue (Part VIII, line 2g)	4,987,125	4,855,757
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,467,499	2,158,697
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	664,568	598,495
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	28,385,892	18,929,321
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	8,344,019	8,989,682
16a Professional fundraising fees (Part IX, column (A), line 11e)	228,397	263,573
b Total fundraising expenses (Part IX, column (D), line 25) ▶2,717,992		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	14,109,350	14,565,074
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	22,681,766	23,818,329
19 Revenue less expenses Subtract line 18 from line 12	5,704,126	-4,889,008

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	199,487,419	195,984,708
21 Total liabilities (Part X, line 26)	1,761,058	1,927,692
22 Net assets or fund balances Subtract line 21 from line 20	197,726,361	194,057,016

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here
Signature of officer: _____ Date: 2017-11-14
MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name: LYNNE JOHNSON
Preparer's signature: LYNNE JOHNSON
Date: 2017-11-13
Check if self-employed PTIN: P00757336
Firm's name: RSM US LLP Firm's EIN: 42-0714325
Firm's address: 751 ARBOR WAY SUITE 200
Phone no: (215) 641-8600
BLUE BELL, PA 19422

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III **1** Briefly describe the organization's mission

TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS AND HORTICULTURE TO MAINTAIN AN ART GALLERY CONTAINING WORKS OF ANCIENT AND MODERN ART, AS WELL AS AN ARBORETUM

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code)	(Expenses \$	8,095,790	including grants of \$	(Revenue \$	3,859,143)
	See Additional Data					























4b	(Code)	(Expenses \$	6,745,221	including grants of \$	(Revenue \$	46,710)
	See Additional Data					

4c	(Code)	(Expenses \$	3,049,377	including grants of \$	(Revenue \$	244,046)
	See Additional Data					

4d	Other program services (Describe in Schedule O)					
	(Expenses \$	including grants of \$		(Revenue \$)

4e	Total program service expenses ▶	17,890,388
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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> 	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 	Yes	
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> 		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 		No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> 	Yes	
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> 	Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> 		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> 		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions) 	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> 	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> 		No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	Yes	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		No
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question ID, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (15); 1b Enter the number of voting members included in line 1a, above, who are independent (15); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (Yes); b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No)

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (Yes); b Other officers or key employees of the organization (Yes); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (No); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed (CA, CT, DC, FL, IL, MA, MD, NJ, NY, PA, VA, DE); 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: [X] Own website, [] Another's website, [X] Upon request, [] Other (explain in Schedule O); 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year; 20 State the name, address, and telephone number of the person who possesses the organization's books and records (MARGARET B ZMINDA 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130 (215) 278-7000)

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c	132,142				
	d Related organizations	1d					
	e Government grants (contributions)	1e	69,282				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	11,114,948				
	g Noncash contributions included in lines 1a-1f \$ _____		57,712				
	h Total. Add lines 1a-1f		11,316,372				
Program Service Revenue		Business Code					
	2a ADMISSIONS	900099	3,857,725	3,857,725			
	b SPECIAL EVENTS	900099	707,276		329,999	377,277	
	c EDUCATION	611600	244,046	244,046			
	d PUBLICATIONS	900004	46,710	46,710			
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f		4,855,757					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,139,056			1,139,056	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(i) Real					
		(ii) Personal					
		b Less rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	31,232,199				
		(ii) Other					
		b Less cost or other basis and sales expenses	30,212,558				
		c Gain or (loss)	1,019,641				
	d Net gain or (loss)		1,019,641			1,019,641	
	8a Gross income from fundraising events (not including \$ 132,142 of contributions reported on line 1c) See Part IV, line 18	a	35,608				
		b Less direct expenses	51,661				
c Net income or (loss) from fundraising events			-16,053			-16,053	
9a Gross income from gaming activities See Part IV, line 19	a						
	b Less direct expenses						
	c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a	1,688,507					
	b Less cost of goods sold	1,110,339					
	c Net income or (loss) from sales of inventory		578,168		150,908	427,260	
Miscellaneous Revenue	Business Code						
11a LICENSING & MERCHANDISING	900099	34,962			34,962		
b MISCELLANEOUS INCOME	900099	1,418	1,418				
c _____							
d All other revenue							
e Total. Add lines 11a-11d		36,380					
12 Total revenue. See Instructions		18,929,321	4,149,899	480,907	2,982,143		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.				
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	2,129,182	715,926	863,123	550,133
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages.	5,499,383	3,950,777	637,015	911,591
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	107,693	80,182	11,690	15,821
9 Other employee benefits.	672,500	495,972	75,085	101,443
10 Payroll taxes.	580,924	389,280	82,877	108,767
11 Fees for services (non-employees)				
a Management.				
b Legal.	152,796	94,665	58,131	
c Accounting.	104,128		104,128	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.	263,573			263,573
f Investment management fees.	292,137		292,137	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	3,420,386	2,809,419	574,398	36,569
12 Advertising and promotion.	517,910	517,910		
13 Office expenses.	415,140	209,771	41,433	163,936
14 Information technology.	242,856	185,013	24,101	33,742
15 Royalties.				
16 Occupancy.	2,144,492	2,027,452	106,161	10,879
17 Travel.	250,776	201,632	29,419	19,725
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	31,429	25,724	1,550	4,155
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	5,018,072	4,791,387	201,498	25,187
23 Insurance.	456,910	443,274	12,196	1,440
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	1,269,958	760,283	95,007	414,668
b CREDIT CARD FEES	248,084	191,721		56,363
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e.	23,818,329	17,890,388	3,209,949	2,717,992
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	5,211	1	
	2 Savings and temporary cash investments	9,800,243	2	6,433,576
	3 Pledges and grants receivable, net	2,181,263	3	2,771,774
	4 Accounts receivable, net	134,809	4	29,674
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	1,299,559	8	1,260,682
	9 Prepaid expenses and deferred charges	1,277,139	9	550,201
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	141,937,737		
	b Less accumulated depreciation	33,684,385		
	11 Investments—publicly traded securities	65,647,342	11	70,312,486
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	6,414,602	15	6,372,963
16 Total assets. Add lines 1 through 15 (must equal line 34)	199,487,419	16	195,984,708	
Liabilities	17 Accounts payable and accrued expenses	1,624,220	17	1,364,276
	18 Grants payable		18	
	19 Deferred revenue	136,838	19	563,416
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	1,761,058	26	1,927,692
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	118,891,283	27	113,990,952
	28 Temporarily restricted net assets	15,749,114	28	17,005,986
	29 Permanently restricted net assets	63,085,964	29	63,060,078
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	197,726,361	33	194,057,016
	34 Total liabilities and net assets/fund balances	199,487,419	34	195,984,708

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	18,929,321
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,818,329
3	Revenue less expenses Subtract line 2 from line 1	3	-4,889,008
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	197,726,361
5	Net unrealized gains (losses) on investments	5	1,258,413
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-38,750
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	194,057,016

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
<p>1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O</p>		
<p>2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis</p>		No
<p>b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis</p>	Yes	
<p>c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O</p>	Yes	
<p>3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?</p>		No
<p>b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits</p>		

Additional Data

Software ID:

Software Version:

EIN: 23-6000149

Name: THE BARNES FOUNDATION

Form 990 (2016)

Form 990, Part III, Line 4a:

THE FOUNDATION ENGAGES IN AN ACTIVE PROGRAM OF COLLECTION CARE AND CONSERVATION THE BARNES ART COLLECTION COMPRISES OVER 8,000 WORKS OF FINE AND DECORATIVE ARTS, INCLUDING PAINTINGS, FRAMES, WORKS ON PAPER, FURNITURE AND DECORATIVE METALWORK THE FOUNDATION'S PHILADELPHIA FACILITY INCLUDES A STATE-OF-THE-ART PAINTING CONSERVATION LAB IN 2016, THE BARNES CONTINUED ITS WORK ON PRESERVATION OF ITS 365 WORKS OF ART ON PAPER, 280 OF WHICH ARE PERMANENTLY INSTALLED IN THE COLLECTION GALLERY THIS INCLUDES CONSERVATION TREATMENT AND DEVELOPMENT OF A LONG-TERM PRESERVATION PLAN FOR THE COLLECTION OF WORKS ON PAPER CONSERVATION TREATMENT AND REHOUSING OF 40 WORKS ON PAPER WAS COMPLETED IN 2016 BY THE CONSERVATION CENTER FOR ART AND HISTORIC ARTIFACTS THE FOUNDATION CONTINUED THE MULTI-YEAR PROJECT, BEGUN IN 2015, OF RECOATING THE METAL OBJECTS DISPLAYED ON THE WALLS OF THE COLLECTION GALLERY THE TREATMENT CONSISTS OF REMOVING OLD COATINGS, CLEANING THE SURFACE OF THE METAL, AND APPLYING A PROTECTIVE WAX COATING TO THE OBJECT THIS YEAR, THE CONSERVATION DEPARTMENT COMPLETED THE TREATMENT OF 162 METAL OBJECTS THE FOUNDATION PRESENTED AN INTERNATIONAL SYMPOSIUM, LOOKING AT MATISSE TODAY, OCTOBER 13-15, 2016 THE SYMPOSIUM WAS ORGANIZED BY SYLVIE PATRY, DEPUTY DIRECTOR FOR COLLECTIONS & EXHIBITIONS AND GUND FAMILY CHIEF CURATOR, AND INSPIRED BY THE PUBLICATION OF MATISSE IN THE BARNES FOUNDATION, THE THREE-VOLUME CATALOGUE RAISONNE, EDITED BY YVE-ALAIN BOIS, OF THE BARNES FOUNDATION'S MATISSE COLLECTION AN UNPRECEDENTED SYMPOSIUM EXPLORING MATISSE'S LIFE AND WORK, LOOKING AT MATISSE TODAY BROUGHT TOGETHER LEADING INTERNATIONAL SCHOLARS TO SHARE NEW RESEARCH AND PROBE POSSIBLE FRESH APPROACHES TO MATISSE'S WORK, BOTH WITH REGARD TO HIS ICONIC WORKS AND WITHIN THE LARGER CONTEXT OF THE HISTORY OF MODERNISM MORE THAN 150 PEOPLE ATTENDED THE SYMPOSIUM AND AN ADDITIONAL 450 PEOPLE VIEWED THE SYMPOSIUM THROUGH A LIVE STREAM THE FOUNDATION PRESENTED 3 SPECIAL EXHIBITIONS IN 2016 BEGINNING ON FEBRUARY 21, 2016 THROUGH MAY 9, 2016, THE BARNES PRESENTED THE EXHIBITION PICASSO THE GREAT WAR, EXPERIMENTATION AND CHANGE ORGANIZED IN PARTNERSHIP WITH THE COLUMBUS MUSEUM OF ART, OHIO, THIS EXHIBITION EXAMINED THE DRAMATIC FLUCTUATIONS IN PICASSO'S STYLE DURING THE PERIOD SURROUNDING THE FIRST WORLD WAR, FROM 1912 TO 1924 INSPIRED BY PICASSO'S STILL LIFE WITH COMPOTE AND GLASS (1914-1915) AT THE COLUMBUS MUSEUM AND BY THE BARNES EXTENSIVE PICASSO HOLDINGS, THE EXHIBITION PRESENTED 50 WORKS BY PICASSO DRAWN FROM MAJOR AMERICAN AND EUROPEAN MUSEUMS AND PRIVATE COLLECTIONS THE SHOW FEATURED OIL PAINTINGS, WATERCOLORS, DRAWINGS, AND FOUR COSTUMES PICASSO DESIGNED FOR AN AVANT-GARDE BALLET, PARADE, IN 1917, ALONG WITH SEVERAL PIECES BY PICASSO'S CONTEMPORARIES, INCLUDING GEORGES BRAQUE AND HENRI MATISSE PICASSO THE GREAT WAR, EXPERIMENTATION AND CHANGE WAS CURATED BY SIMONETTA FRAQUELLI, AN INDEPENDENT CURATOR AND SPECIALIST IN EARLY 20TH CENTURY EUROPEAN ART THE MANAGING CURATOR AT THE BARNES FOUNDATION WAS MARTHA LUCY, DEPUTY DIRECTOR FOR EDUCATION & PUBLIC PROGRAMS AND CURATOR THE MANAGING CURATOR AT THE COLUMBUS MUSEUM OF ART WAS DAVID STARK, CHIEF CURATOR THROUGH THE RUN OF THE SHOW, APPROXIMATELY 50,000 GUESTS VIEWED THIS EXHIBITION, REPRESENTING 75% OF DAILY VISITATION FROM JUNE 24 THROUGH AUGUST 22, 2016, THE BARNES FOUNDATION PRESENTED NARI WARD SUN SPLASHED, A MID-CAREER SURVEY OF THE FOUNDATION'S OBJECT ASSEMBLAGE ART OF NARI WARD SUN SPLASHED WAS THE MOST SIGNIFICANT EXHIBITION OF WARD'S WORK TO DATE AND BROUGHT TOGETHER OVER 30 WORKS FROM THE 1990S TO THE PRESENT THE EXHIBITION OFFERED A CLOSE LOOK AT THE ONGOING INVESTIGATIONS, BOTH MATERIAL AND INTELLECTUAL, THAT HAVE GUIDED THE ARTIST'S PRACTICE FOR MORE THAN 20 YEARS ANIMATED BY FLANERIE - THE ARTISTIC LEISURELY STROLLING, WINDOW-SHOPPING, AND PEOPLE-WATCHING OF THE BOHEMIAN ARTIST/POET AND AN IMPORTANT STRATEGY OF THE FRENCH IMPRESSIONISTS - AND REFERENCING AFRICAN TRIBAL ART, WARD'S OEUVRE RESONATES WITH THE BARNES COLLECTION AND SPEAKS WITH PENETRATING INSIGHT AND IMAGINATION TO A BROAD RANGE OF SUBJECTS, INCLUDING BLACK HISTORY AND CULTURE, THE DYNAMICS OF POWER AND POLITICS, AND CARIBBEAN DIASPORA IDENTITY NARI WARD SUN SPLASHED WAS CURATED BY DIANA NAWI, ASSOCIATE CURATOR AT THE PEREZ ART MUSEUM MIAMI THROUGH THE RUN OF THE SHOW, APPROXIMATELY 25,400 GUESTS VIEWED THIS EXHIBITION, REPRESENTING 67% OF DAILY VISITATION THE THIRD EXHIBITION, WHICH WAS ON VIEW FROM OCTOBER 8, 2016 THROUGH JANUARY 9, 2017 WAS ENTITLED LIVE AND LIFE WILL GIVE YOU PICTURES MASTERWORKS OF FRENCH PHOTOGRAPHY, 1890-1950 IN ITS FIRST-EVER PHOTOGRAPHY EXHIBITION, THE BARNES FOUNDATION PRESENTED OVER 170 VINTAGE PHOTOGRAPHS THAT CAPTURE THE SPIRIT OF FRANCE IN THE LATE 19TH TO MID-20TH CENTURY, A PERIOD OF RAPID TRANSFORMATION IN ALMOST EVERY ASPECT OF DAILY LIFE DRAWN FROM THE PRIVATE COLLECTION OF MICHAEL MATTIS AND JUDY HOCHBERG, THE EXHIBITION FEATURED WORK BY A RANGE OF PHOTOGRAPHERS WHO EXPERIMENTED IN THEIR DOCUMENTATION OF MODERN FRENCH LIFE, INCLUDING SUCH MASTERS AS BERENICE ABBOTT, EUGENE ATGET, ILSE BING, BRASSAI, HENRI CARTER-BRESSON, EDGAR DEGAS, ANDRE KERTESZ, JACQUES-HENRI LARTIGUE, DORA MAAR, AND MAN RAY NEARLY A THIRD OF THE PRINTS HAD NEVER BEFORE BEEN EXHIBITED LIVE AND LIFE WILL GIVE YOU PICTURES MASTERWORKS OF FRENCH PHOTOGRAPHY, 1890-1950 WAS CURATED BY THOM COLLINS, EXECUTIVE DIRECTOR AND PRESIDENT OF THE BARNES FOUNDATION THE EXHIBITION WAS ORGANIZED BY THE BARNES FOUNDATION IN CONJUNCTION WITH ARTZART CIRCULATING EXHIBITIONS DURING THE RUN OF THE SHOW, APPROXIMATELY 37,600 GUESTS VISITED THIS EXHIBITION, REPRESENTING 62% OF TOTAL VISITATION DURING THIS PERIOD AS PART OF THE ART IN OUR COMMUNITIES PROGRAM, A DISPLAY OF SIXTEEN PHOTOGRAPHS FROM THE BANK OF AMERICA COLLECTION, WHICH COMPLEMENTED THE WORKS INCLUDED IN LIVE AND LIFE WILL GIVE YOU PICTURES, WAS PRESENTED ON THE BARNES FOUNDATION'S LOWER LEVEL THE FOUNDATION CONDUCTS ONGOING SCHOLARSHIP AND RESEARCH ON OBJECTS AND WORKS OF ART IN ITS COLLECTION, AND ON THE HISTORY OF THE ORGANIZATION AND ITS FOUNDERS IN 2016, THE BARNES BEGAN RESEARCH FOR CEZANNE IN THE BARNES FOUNDATION, THE FORTHCOMING CATALOGUE RAISONNE OF THE FOUNDATION'S CEZANNE COLLECTION, WHICH - WITH 61 OIL PAINTINGS, 6 WATERCOLORS, AND 2 LITHOGRAPHS - IS AMONG THE MOST SIGNIFICANT IN THE WORLD RESEARCH FOR THIS PUBLICATION HAS BEEN UNDERTAKEN BY AN INTERNATIONAL TEAM OF SCHOLARS UNDER THE DIRECTION OF SYLVIE PATRY, DEPUTY DIRECTOR FOR COLLECTIONS & EXHIBITIONS AND GUND FAMILY CHIEF CURATOR AMONG THE WORK COMPLETED IN 2016 BY THE BARNES CONSERVATION AND CURATORIAL TEAMS WAS AN EXAMINATION OF RELATED MATERIALS IN THE FOUNDATION'S ARCHIVES AND AN INITIAL TECHNICAL REVIEW OF 60 OF CEZANNE'S OIL PAINTINGS THE FOUNDATION MAINTAINS AN ARCHIVE CONTAINING THE PERSONAL PAPERS OF DR BARNES AND OTHER DOCUMENTATION RELATED TO THE HISTORY OF THE ORGANIZATION THE ARCHIVE IS MADE AVAILABLE TO THE FOUNDATION'S STUDENTS AND DOCENTS AS WELL AS TO SCHOLARS AND RESEARCHERS CHANGING DISPLAYS OF MATERIALS FROM THE BARNES FOUNDATION ARCHIVES ARE SHOWN IN VITRINES ON THE FOUNDATION'S LOWER LEVEL IN THE FALL OF 2016, THE FOUNDATION CREATED AN ARCHIVAL EXHIBITION CALLED CHER MATISSE WHICH INCLUDED SELECTED LETTERS AND PHOTOGRAPHS EXCHANGED BETWEEN ALBERT C BARNES AND HENRI MATISSE FROM 1930-1933 MATERIALS ON VIEW FOR THIS PRESENTATION INCLUDE PHOTOGRAPHS THAT MATISSE SENT FROM HIS STUDIO IN NICE, FRANCE, DEPICTING THE DANCE MURAL IN PROCESS, AND A HEARTFELT CONDOLENCE LETTER SENT TO LAURA BARNES IN 1952 THE FOUNDATION ALSO HAS AN ART LIBRARY IN ITS PHILADELPHIA FACILITY WHICH IS OPEN TO STUDENTS, FACULTY AND RESEARCHERS, GENERALLY BY APPOINTMENT THE FOUNDATION HAS A LARGE LIVING COLLECTION, WHICH IS MAINTAINED IN ITS 12 ACRE ARBORETUM THE LIVING COLLECTION CONTAINS OVER 2,500 TAXA OF WOODY PLANTS AND PERENNIALS IN ADDITION, THE FOUNDATION HAS AN HERBARIUM WHICH INCLUDES OVER 10,000 PRESERVED PLANT SPECIMENS THE FOUNDATION'S LIVING COLLECTION INCLUDES OVER 38 "STATE CHAMPION" TREES IN 2016, 228 TYPES OF NEW SPECIMENS WERE ADDED TO THE LIVING COLLECTION THE FOUNDATION ALSO HAS A HORTICULTURE LIBRARY IN ITS MERION FACILITY WHICH IS OPEN TO STUDENTS AND FACULTY, AND CAN BE AVAILABLE TO THE GENERAL PUBLIC BY APPOINTMENT THE BARNES ARBORETUM IS HOME FOR A NATIONAL DISPLAY GARDEN OF HOSTA, THE LARGEST COLLECTION OF HARDY ORNAMENTAL FERNS IN THE MID-ATLANTIC STATES, AND A DISPLAY GARDEN OF MEDICINAL PLANTS UNIQUE IN THE DELAWARE VALLEY REGION EXPENSES FOR COLLECTIONS CARE INCLUDES A PRO-RATA SHARE OF DEPRECIATION AND OTHER FACILITY COSTS ALL LOCATIONS

Form 990, Part III, Line 4b:

THE FOUNDATION'S PERMANENT COLLECTION GALLERY IN PHILADELPHIA IS OPEN TO THE PUBLIC SIX DAYS PER WEEK, WITH 2016 VISITATION OF APPROXIMATELY 249,000 VISITORS APPROXIMATELY 15% OF THOSE VISITORS WERE MEMBERSHIP SUPPORTERS OF THE BARNES FOUNDATION A GALLERY SHOP IS OPERATED IN CONNECTION WITH THE PROGRAM OF PUBLIC VISITATION WHICH SELLS REPRODUCTIONS, PUBLICATIONS AND OTHER ITEMS RELATED TO THE ART COLLECTION AND ARBORETUM THE FOUNDATION ALSO PROVIDES ENTERTAINING PRIVILEGES TO ITS MEMBERS, AND IN 2016 THE FOUNDATION HOSTED APPROXIMATELY 200 SPECIAL EVENTS WITH APPROXIMATELY 16,000 GUESTS THE FOUNDATION'S ARBORETUM IS OPEN TO THE PUBLIC ON SELECTED DAYS OF THE WEEK SEASONALLY OVER 1,200 GUESTS VISITED THE ARBORETUM FROM MAY THROUGH SEPTEMBER OF 2016 PROGRAM EXPENSES FOR VISITATION INCLUDES A PRO-RATA SHARE OF DEPRECIATION AND OTHER FACILITY COSTS FOR ALL LOCATIONS

Form 990, Part III, Line 4c:

THE FOUNDATION SPONSORS SEPARATE THREE-YEAR CERTIFICATE PROGRAMS IN HORTICULTURE AND ALSO IN ART AND AESTHETICS. IN ADDITION, IT HOLDS SPECIAL WORKSHOPS AND EDUCATIONAL PUBLIC PROGRAMS RELATED TO ITS COLLECTION AND EXHIBITION PROGRAMS, AS WELL AS TOPICS OF GENERAL INTEREST. IN SEPTEMBER 2016, THE BARNES FOUNDATION LAUNCHED AN EXPANSION OF ITS PIONEERING ADULT EDUCATION PROGRAM. THE BARNES-DE MAZIA EDUCATION PROGRAM BUILDS ON DR. ALBERT C. BARNES' GROUNDBREAKING APPROACH TO TEACHING VISUAL LITERACY AND THE ORIGINAL TEACHINGS OF BARNES, VIOLETTE DE MAZIA, AND JOHN DEWEY, WHICH EMPHASIZE THE FORMAL ANALYSIS OF ART AND REFLECT PROGRESSIVE EDUCATION PHILOSOPHIES OF THE 1920S. THE EXPANDED CURRICULUM INCLUDES NEW COURSE OFFERINGS THAT COMPLEMENT THE BARNES METHOD AND HIGHLIGHT OTHER INTERPRETIVE APPROACHES. CLASSES BASED ON HISTORICAL CONTEXT AND CLASSES THAT EXPLORE MATERIALS AND TECHNIQUES. THE EXPANDED PROGRAM ALSO FEATURES REDUCED FEES, NEED-BASED FULL SCHOLARSHIPS TO IMPROVE ACCESS TO THE PROGRAM - 44 SCHOLARSHIPS WERE AWARDED IN FALL 2016 - AND, IN COOPERATION WITH THE PENNSYLVANIA ACADEMY OF THE FINE ARTS, THE OPPORTUNITY FOR STUDENTS TO RECEIVE UNDERGRADUATE ACADEMIC CREDIT FOR SELECT CLASSES THEY TAKE AT THE BARNES. IN FALL 2016, NEARLY 300 STUDENTS PARTICIPATED IN THE BARNES-DE MAZIA EDUCATION PROGRAM. IN COLLABORATION WITH THE SCHOOL DISTRICT OF PHILADELPHIA, THE FOUNDATION HAS DEVELOPED GRADE-SPECIFIC OUTREACH PROGRAMS THAT COMBINE IN-CLASS LEARNING, LED BY FOUNDATION EDUCATORS, WITH A STRUCTURED TOUR OF THE FOUNDATION'S ART COLLECTIONS. THESE PROGRAMS ARE DESIGNED TO DEVELOP STUDENT'S ART APPRECIATION AND REINFORCE READING COMPREHENSION, MATH SKILLS AND KNOWLEDGE OF SCIENCE, HISTORY AND SOCIAL STUDIES, DEPENDING ON THE GRADE LEVEL. THESE PROGRAMS SERVED APPROXIMATELY 7,900 PHILADELPHIA SCHOOL CHILDREN IN 2016, INCLUDING 400 PRE-K STUDENTS THROUGH THE LOOK! REFLECT! CONNECT! PROGRAM AT 7 EARLY CHILDHOOD EDUCATION CENTERS IN PHILADELPHIA. IN ADDITION, DOCENT-LED TOURS ARE AVAILABLE FOR SCHOOL GROUPS IN GRADES KINDERGARTEN THROUGH UNDERGRADUATE LEVELS WHICH SERVED AN ADDITIONAL 2,500 STUDENTS IN 2016. THE FOUNDATION HAS ALSO DEVELOPED EDUCATIONAL FAMILY PROGRAMS. THESE EDUCATIONAL PROGRAMS ARE HELD IN THE GALLERIES AS WELL AS MULTI-PURPOSE ROOMS THROUGHOUT THE FOUNDATION'S PHILADELPHIA FACILITY PROGRAM. EXPENSES FOR EDUCATION INCLUDES A PRO-RATA SHARE OF DEPRECIATION AND OTHER FACILITY COSTS.

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors								(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)								
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
AILEEN KENNEDY ROBERTS VICE CHAIRMAN, TRUSTEE	1 00	X		X				0	0	0
CATHERINE HUGHES TRUSTEE	1 00	X						0	0	0
DANIEL DILELLA TRUSTEE	1 00	X						0	0	0
DR BRENDA T THOMPSON TRUSTEE	1 00	X						0	0	0
DR KHALIL GIBRAN MUHAMMAD TRUSTEE	1 00	X						0	0	0
DR NEIL L RUDENSTINE TRUSTEE	1 00	X						0	0	0
GREGORY CHARLES MILLER TRUSTEE	1 00	X						0	0	0
JOHN J AGLIALORO TRUSTEE	1 00	X						0	0	0
JOSEPH NEUBAUER CHAIRMAN, TRUSTEE	1 00	X		X				0	0	0
SHELDON M BONOVITZ ESQ TRUSTEE	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										(D)	(E)	(F)
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						Reportable compensation from the organization (W- 2/1099-MISC)	Reportable compensation from related organizations (W- 2/1099-MISC)	Estimated amount of other compensation from the organization and related organizations		
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former					
STEPHEN J HARMELIN ESQ TREASURER, TRUSTEE	1 00	X		X				0	0	0		
THE HON JACQUELINE F ALLEN SECRETARY, TRUSTEE	1 00	X		X				0	0	0		
THOMAS K WHITFORD TRUSTEE	1 00	X						0	0	0		
TORY BURCH TRUSTEE	1 00	X						0	0	0		
PAMELA D BUNDY TRUSTEE	1 00	X						0	0	0		
THOMAS COLLINS EXECUTIVE DIRECTOR & PRESIDENT	40 00			X				348,567	0	13,013		
MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO	40 00			X				239,478	0	22,914		
SARA GEELAN GENERAL COUNSEL	40 00			X				201,468	0	16,366		
NINA DIEFENBACH DEPUTY DIRECTOR OF ADVANCEMENT	40 00				X			208,876	0	4,722		
SYLVIE PATRY DEPUTY DIR FOR COLLECTIONS & EXHIBITIONS	40 00				X			184,022	0	7,744		

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
VINCENT D'ANTONIO SNR DIR OF OPERATIONS & GR	40 00				X			178,227	0	5,533
SHARA POLLIE SENIOR DIRECTOR OF DEVELOPMENT	40 00					X		179,524	0	15,598
MARTHA LUCY DEP DIR FOR EDUCATION, PUBLIC PROGRAMS, & CURAT	40 00					X		128,655	0	3,350
STEVEN BRADY DIRECTOR OF INFORMATION TE	40 00					X		124,394	0	15,274
WILLIAM CARY DIRECTOR OF ANNUAL GIVING	40 00					X		111,171	0	3,338
ROSS MITCHELL DIR OF BARNES-DE MAZIA EDUCATION AND OUTREACH	40 00					X		107,599	0	9,348

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2016

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
 Attach to Form 990 or Form 990-EZ.
 Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service
Name of the organization
THE BARNES FOUNDATION

Employer identification number
23-6000149

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s) _____

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2015 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test—2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c	Add lines 7a and 7b						
8	Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
9	Amounts from line 6						
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c	Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						
14	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15	Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2015 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2015 Schedule A, Part III, line 17	18	
19a	33 1/3% support tests—2016. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b	33 1/3% support tests—2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
	5a		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
	5b		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
	10a		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		
	10b		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income

	(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1	
2 Recoveries of prior-year distributions	2	
3 Other gross income (see instructions)	3	
4 Add lines 1 through 3	4	
5 Depreciation and depletion	5	
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7 Other expenses (see instructions)	7	
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount

	(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a Average monthly value of securities	1a	
b Average monthly cash balances	1b	
c Fair market value of other non-exempt-use assets	1c	
d Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI)		
2 Acquisition indebtedness applicable to non-exempt use assets	2	
3 Subtract line 2 from line 1d	3	
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6 Multiply line 5 by .035	6	
7 Recoveries of prior-year distributions	7	
8 Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount

		Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2 Enter 85% of line 1	2	
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4 Enter greater of line 2 or line 3	4	
5 Income tax imposed in prior year	5	
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

Part VI Supplemental Information.

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements
▶ Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2016
Open to Public Inspection

Name of the organization
THE BARNES FOUNDATION

Employer identification number
23-6000149

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e g , recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other EDUCATION
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table
- | | Amount |
|--|--------|
| c Beginning balance | |
| d Additions during the year | |
| e Distributions during the year | |
| f Ending balance | |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b** If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	62,264,076	57,589,383	51,367,619	36,075,517	23,985,525
b Contributions	12,864	10,169,556	6,335,075	12,868,666	10,629,469
c Net investment earnings, gains, and losses	2,784,075	-2,306,429	2,340,686	4,109,378	2,682,831
d Grants or scholarships					
e Other expenditures for facilities and programs	3,176,815	3,188,434	2,453,997	1,685,942	1,222,308
f Administrative expenses					
g End of year balance	61,884,200	62,264,076	57,589,383	51,367,619	36,075,517

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶ 0 %
 - b** Permanent endowment ▶ 100 000 %
 - c** Temporarily restricted endowment ▶ 0 %
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | | |
|--|------------|-----------|
| (i) unrelated organizations | Yes | No |
| 3a(i) | Yes | |
| (ii) related organizations | | No |
| 3a(ii) | | No |
- b** If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?
- 3b** Yes No
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		176,389		176,389
b Buildings		134,107,662	28,192,136	105,915,526
c Leasehold improvements				
d Equipment		874,351	567,234	307,117
e Other		6,779,335	4,925,015	1,854,320
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				108,253,352

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

Part X Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	23,864,259
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a	1,258,413	
b	Donated services and use of facilities	2b	2,806,662	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	818,202	
e	Add lines 2a through 2d			2e 4,883,277
3	Subtract line 2e from line 1			3 18,980,982
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b	-51,661	
c	Add lines 4a and 4b			4c -51,661
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)			5 18,929,321

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	27,533,604
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a	2,806,662	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d	1,200,750	
e	Add lines 2a through 2d			2e 4,007,412
3	Subtract line 2e from line 1			3 23,526,192
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	292,137	
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			4c 292,137
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)			5 23,818,329

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 23-6000149

Name: THE BARNES FOUNDATION

Supplemental Information

Return Reference	Explanation
PART III, LINE 1A	THE FOUNDATION OWNS A COLLECTION OF PAINTINGS, SCULPTURES, ANTIQUES AND OTHER OBJECTS OF ART. THE FOUNDATION HAS CAPITALIZED COLLECTION ITEMS PURCHASED DIRECTLY BY THE FOUNDATION AT COST, AND THOSE CONTRIBUTED OTHER THAN BY ITS FOUNDER AT THE FAIR MARKET VALUE ON THE DATE OF THE GIFT. SUBSTANTIALLY ALL OF THE COLLECTION OBJECTS WERE DONATED TO THE FOUNDATION BY ITS FOUNDER AND ARE RECORDED AT A \$1 NOMINAL VALUE, IN ACCORDANCE WITH A RESOLUTION OF THE BOARD OF TRUSTEES AT THE TIME OF THE GIFT. THE FOUNDATION HAS DETERMINED THAT IT IS NOT PRACTICAL TO ESTABLISH A FAIR VALUE OF THE FOUNDER'S ORIGINAL CONTRIBUTION AS OF THE DATE OF THE GIFT BECAUSE RECORDS RELATING TO THE FAIR VALUE AT THE DATE OF THE CONTRIBUTION ARE UNRELIABLE OR DO NOT EXIST.

Supplemental Information

Return Reference	Explanation
PART III, LINE 4	THE FOUNDATION'S COLLECTIONS INCLUDE WORKS OF ANCIENT AND MODERN ART AND A SIGNIFICANT COLLECTION OF LIVING SPECIMENS OF TREES, PLANTS AND FLOWERS THE WORKS OF ART THAT ARE DISPLAYED IN THE FOUNDATION'S GALLERY ARE AVAILABLE FOR VISITATION BY THE PUBLIC AND ARE ALSO USED TO CONDUCT EDUCATIONAL ACTIVITIES TO TEACH THE PRINCIPLES OF ART APPRECIATION ESTABLISHED BY ITS FOUNDER THE LIVING COLLECTIONS ARE USED IN THE FOUNDATION'S PROGRAMS TO TEACH PRINCIPLES OF AESTHETIC APPEAL OF PLANTS COMBINED WITH A BASE IN BOTANY, HORTICULTURE AND LANDSCAPE DESIGN

Supplemental Information

Return Reference	Explanation
PART V, LINE 4	THE INCOME FROM THE FOUNDATION'S PERMANENTLY RESTRICTED ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE FOUNDATION'S PROGRAM OF COLLECTIONS AND COLLECTION CARE, EDUCATION AND UNRESTRICTED OPERATING COSTS

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	<p>INCOME TAXES THE FOUNDATION IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE IN ADDITION, THE FOUNDATION QUALIFIES FOR CHARITABLE CONTRIBUTION DEDUCTIONS AND HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION INCOME, WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES THE FOUNDATION PAID NET UNRELATED BUSINESS INCOME TAXES OF \$0 IN 2016 AND \$13,958 IN 2015 MANAGEMENT HAS EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE FOUNDATION HAD TAKEN NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS CONSEQUENTLY, NO ACCRUAL FOR INTEREST AND PENALTIES WAS DEEMED NECESSARY FOR THE YEARS ENDED DECEMBER 31, 2016 OR 2015 THE FOUNDATION FILES INCOME TAX RETURNS IN THE UNITED STATES FEDERAL JURISDICTION GENERALLY, THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE UNITED STATES FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2013</p>

Supplemental Information

Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	COST OF GOODS SOLD 1,110,339 INVESTMENT EXPENSES -292,137

Supplemental Information

Return Reference	Explanation
PART XI, LINE 4B - OTHER ADJUSTMENTS	SPECIAL EVENT DIRECT EXPENSES REPORTED ON FORM 990, PART VIII, LINE 8B -51,661

Supplemental Information

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS	COST OF GOODS SOLD 1,110,339 RESERVE ON BENEFICIAL INTEREST IN LEAD TRUST 38,750 SPECIAL EVENT DIRECT EXPENSES REPORTED ON FORM 990, PART VIII, LINE 8B 51,661

SCHEDULE E
(Form 990 or 990-EZ)

Schools

OMB No 1545-0047

2016

Open to Public Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.**

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **Information about Schedule E (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Department of the Treasury

Name of the organization
THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I

1 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?

	YES	NO
1	Yes	

2 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?

2	Yes	
----------	-----	--

3 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space use Part II

3	Yes	
----------	-----	--

4 Does the organization maintain the following?

a Records indicating the racial composition of the student body, faculty, and administrative staff?

4a	Yes	
-----------	-----	--

b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?

4b	Yes	
-----------	-----	--

c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?

4c	Yes	
-----------	-----	--

d Copies of all material used by the organization or on its behalf to solicit contributions?

4d	Yes	
-----------	-----	--

If you answered "No" to any of the above, please explain. If you need more space, use Part II

5 Does the organization discriminate by race in any way with respect to

a Students' rights or privileges?

5a		No
-----------	--	----

b Admissions policies?

5b		No
-----------	--	----

c Employment of faculty or administrative staff?

5c		No
-----------	--	----

d Scholarships or other financial assistance?

5d		No
-----------	--	----

e Educational policies?

5e		No
-----------	--	----

f Use of facilities?

5f		No
-----------	--	----

g Athletic programs?

5g		No
-----------	--	----

h Other extracurricular activities?

5h		No
-----------	--	----

If you answered "Yes" to any of the above, please explain. If you need more space, use Part II

6a Does the organization receive any financial aid or assistance from a governmental agency?

6a	Yes	
-----------	-----	--

b Has the organization's right to such aid ever been revoked or suspended?

6b		No
-----------	--	----

If you answered "Yes" to either line 6a or line 6b, explain on Part II

7 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II

7	Yes	
----------	-----	--

Part II Supplemental Information. Provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also provide any other additional information (see instructions).

Return Reference	Explanation
SCHEDULE E, PART I, LINE 3	ON NOVEMBER 12, 2010, THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES OF THE BARNES FOUNDATION FORMALLY REAFFIRMED THE FOUNDATION'S COMMITMENT TO PROVIDING EQUAL OPPORTUNITIES AND A POLICY OF NONDISCRIMINATION ON THE BASIS OF RACE, COLOR, SEX, SEXUAL ORIENTATION, GENDER IDENTITY, RELIGION, CREED, NATIONAL OR ETHNIC ORIGIN, CITIZENSHIP STATUS, AGE, DISABILITY, VETERAN STATUS OR ANY OTHER LEGALLY PROTECTED CLASS STATUS IN THE ADMINISTRATION OF ITS EDUCATIONAL PROGRAM ADMISSIONS, FINANCIAL AID, OR ANY OTHER BARNES FOUNDATION-ADMINISTERED EDUCATIONAL ACTIVITY OR RELATED EMPLOYMENT PRACTICES. THIS POLICY IS PUBLICLY DISSEMINATED AND PUBLICIZED ON THE BARNES'S WEBSITE, IN EDUCATION-RELATED PRINTED MATERIALS, AND IS ANNUALLY PUBLISHED IN A GENERAL DISTRIBUTION NEWSPAPER SERVING THE PHILADELPHIA COMMUNITY.
SCHEDULE E, PART I, LINE 6	THE ORGANIZATION RECEIVES GRANTS FROM THE PHILADELPHIA CULTURAL FUND (\$12,754), NATIONAL ENDOWMENT FOR THE ARTS (\$13,500), AND THE COMMONWEALTH OF PENNSYLVANIA (\$56,528).

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

**Open to Public
Inspection**

Name of the organization
THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States
- 3** Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	PROGRAM SERVICE	PRINTING SERVICES	401,384
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	0			401,384
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			401,384

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)								
(2)								
(3)								
(4)								

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____
- 3 Enter total number of other organizations or entities ▶ _____

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Additional Data

Software ID:

Software Version:

EIN: 23-6000149

Name: THE BARNES FOUNDATION

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
THE BARNES FOUNDATION

Employer identification number
23-6000149

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- | | |
|---|---|
| <p>a <input checked="" type="checkbox"/> Mail solicitations</p> <p>b <input checked="" type="checkbox"/> Internet and email solicitations</p> <p>c <input checked="" type="checkbox"/> Phone solicitations</p> <p>d <input checked="" type="checkbox"/> In-person solicitations</p> | <p>e <input checked="" type="checkbox"/> Solicitation of non-government grants</p> <p>f <input checked="" type="checkbox"/> Solicitation of government grants</p> <p>g <input type="checkbox"/> Special fundraising events</p> |
|---|---|
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 DANILLER COMPANY 3724 JEFFERSON ST 302 AUSTIN, TX 78731	CONSULTANT FOR FUNDRAISING ACTIVITIES		No	1,480,539	262,877	1,179,730
2 SD&A TELESERVICES INC 5757 W CENTURY BLVD LOS ANGELES, CA 90045	PROVIDES DATA BASE CONSULTING FOR TELEPHONE		No	6,154	696	0
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,486,693	263,573	1,179,730

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

CT, DC, FL, IL, MA, MD, NJ, NY, PA, VA

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d)
		CORPORATE FUNDRAISER (event type)	(event type)	(total number)	Total events (add col (a) through col (c))
1	Gross receipts	167,750			167,750
2	Less Contributions	132,142			132,142
3	Gross income (line 1 minus line 2)	35,608			35,608
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	35,608			35,608
	8 Entertainment				
	9 Other direct expenses	16,053			16,053
10	Direct expense summary Add lines 4 through 9 in column (d) ▶				51,661
11	Net income summary Subtract line 10 from line 3, column (d) ▶				-16,053

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1	Gross revenue		
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d) ▶				
8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization conducts gaming activities _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

- 11** Does the organization conduct gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity conducted in
- | | | |
|----------|-----------------------------|---|
| a | The organization's facility | % |
| b | An outside facility | % |

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer Employee Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Explanation
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Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.

2015
Open to Public Inspection

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization THE BARNES FOUNDATION	Employer identification number 23-6000149
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Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax idemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax idemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b									
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes								
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:										
a Receive a severance payment or change-of-control payment?	4a	No								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No								
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.										
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
a The organization?	5a	No								
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No								
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
a The organization?	6a	No								
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No								
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	No								
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8	Yes								
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	Yes								

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 THOMAS COLLINS EXECUTIVE DIRECTOR & PRESIDENT	(i)	348,567 -----	0 -----	0 -----	6,590 -----	6,423 -----	361,580 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
2 MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO	(i)	239,478 -----	0 -----	0 -----	7,500 -----	15,414 -----	262,392 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
3 SARA GEELAN GENERAL COUNSEL	(i)	201,468 -----	0 -----	0 -----	6,252 -----	10,114 -----	217,834 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
4 NINA DIEFENBACH DEPUTY DIRECTOR OF ADVANCEMENT	(i)	208,876 -----	0 -----	0 -----	3,975 -----	747 -----	213,598 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
5 SYLVIE PATRY DEPUTY DIR FOR COLLECTIONS & EXHIBIT	(i)	184,022 -----	0 -----	0 -----	0 -----	7,744 -----	191,766 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
6 VINCENT D'ANTONIO SNR DIR OF OPERATIONS & GR	(i)	178,227 -----	0 -----	0 -----	5,227 -----	306 -----	183,760 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----
7 SHARA POLLIE SENIOR DIRECTOR OF DEVELOPMENT	(i)	179,524 -----	0 -----	0 -----	5,479 -----	10,119 -----	195,122 -----	0 -----
	(ii)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----

Part III **Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
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SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2016

Open to Public Inspection

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**
▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990**

Name of the organization
THE BARNES FOUNDATION

Employer identification number
23-6000149

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		60	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (AIRFARE)	X	1	50,000	
26 Other ▶ (FILMS)	X	1	6,000	
27 Other ▶ (FOOD)	X	1	1,652	
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		No
31	Yes	
32a		No

Part II Supplemental Information.

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 30B	THE BARNES FOUNDATION HAS ELECTED UNDER FASB 116 NOT TO REPORT IN ITS REVENUE STATEMENT AND BALANCE SHEET WORKS OF ART AND OTHER COLLECTION ITEMS, SEE SCHEDULE D, PART III, LINE 1A FOR THE FOOTNOTE ON ITS FINANCIAL STATEMENTS TO THAT EFFECT

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue ServiceName of the organization
THE BARNES FOUNDATION**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016**Open to Public Inspection**

Employer identification number

23-6000149

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE BARNES FOUNDATION 990 IS PREPARED BY AN INDEPENDENT FIRM BASED ON INFORMATION PROVIDED BY MANAGEMENT A DRAFT IS REVIEWED AND REVISED BY THE EXECUTIVE VICE PRESIDENT, CFO AND COO, THE DIRECTOR OF FINANCE AND THE GENERAL COUNSEL (MEMBERS OF MANAGEMENT) THE 990 IS THEN FINALIZED BY THE INDEPENDENT FIRM AND THE BARNES FOUNDATION SUBMITS THE DRAFT 990 FOR REVIEW TO ALL BOARD MEMBERS PRIOR TO FILING AFTER A COMMENT PERIOD, FORM 990 IS SUBMITTED TO THE IRS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	IN ADDITION TO REQUIRING EACH TRUSTEE, OFFICER AND KEY EMPLOYEE TO MAKE A DISCLOSURE OF ANY POSSIBLE PERSONAL, FAMILIAL, OR BUSINESS RELATIONSHIP THAT COULD GIVE RISE TO A CONFLICT OF INTEREST OR THE APPEARANCE OF A CONFLICT OF INTEREST, THE FOUNDATION'S CONFLICT OF INTEREST POLICY ALSO REQUIRES THE DISCLOSURE OF ANY CHANGE OF CIRCUMSTANCE THAT WOULD GIVE RISE TO CONFLICTS CONCERNS MOREOVER, THE FOUNDATION HAS ADOPTED A WHISTLEBLOWER POLICY DESIGNED TO ENCOURAGE PROMPT DISCLOSURE BY TRUSTEES, OFFICERS AND EMPLOYEES OF ANY UNLAWFUL OR IMPROPER BEHAVIOR OR TRANSACTIONS, INCLUDING THOSE THAT RAISE POTENTIAL CONFLICT OF INTEREST CONCERNS EACH YEAR ALL DIRECTORS, OFFICERS, TRUSTEES AND KEY EMPLOYEES ARE REMINDED OF THEIR OBLIGATIONS TO COMPLY WITH THE CONFLICT ON INTEREST POLICY AT THE ORGANIZATION'S ANNUAL MEETING AND PERIODICALLY AT OTHER TIMES DURING THE YEAR

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	THE BARNES FOUNDATION PERFORMS A REVIEW OF THE COMPENSATION AND BENEFITS PACKAGE (INCLUDING FRINGE, RETIREMENT AND SEVERANCE BENEFITS) FOR KEY EMPLOYEES AT THE TIME OF HIRE THIS REVIEW RELIES UPON COMPARABILITY DATA TO DETERMINE WHETHER THE COMPENSATION ARRANGEMENT IN ITS ENTIRETY IS REASONABLE FOR THIS PURPOSE, APPROPRIATE AND RELEVANT INFORMATION INCLUDES COMPENSATION PAID BY SIMILIARLY SITUATED TAX-EXEMPT AND TAXABLE ORGANIZATIONS FOR FUNCTIONALLY COMPARABLE POSITIONS THIS REVIEW ALSO TAKES INTO ACCOUNT THE SIZE, REVENUE, GEOGRAPHIC LOCATION, STRUCTURE AND COMPLEXITY OF THE ORGANIZATION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE BARNES FOUNDATION'S BY-LAWS, CHARTER, FINANCIAL STATEMENTS AND CERTAIN OTHER GOVERNING DOCUMENTS (E G , CONFLICT OF INTEREST POLICY), ARE AVAILABLE FOR REVIEW UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D), DIRECTED TO THE FOLLOWING GENERAL COUNSEL (A MEMBER OF MANAGEMENT), BARNES FOUNDATION, 2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	FEES FOR SERVICES (OTHER-SECURITY) PROGRAM SERVICE EXPENSES 1,327,526 MANAGEMENT AND GENERAL EXPENSES 54,787 FUNDRAISING EXPENSES 6,849 TOTAL EXPENSES 1,389,162 FEES FOR SERVICES (OTHER) PROGRAM SERVICE EXPENSES 1,481,893 MANAGEMENT AND GENERAL EXPENSES 519,611 FUNDRAISING EXPENSES 29,720 TOTAL EXPENSES 2,031,224

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	RESERVE ON BENEFICIAL INTEREST IN LEAD TRUST -38,750