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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation Barnes Group Foundation Inc.		A Employer identification number 23-7339727
Number and street (or P O box number if mail is not delivered to street address) 123 Main Street		B Telephone number (see instructions) 860-583-7070
City or town, state or province, country, and ZIP or foreign postal code Bristol, CT 06010		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,403,481.00		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,100,000.00			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	1,216.00	1,216.00		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	20.00			
12	Total. Add lines 1 through 11	1,101,236.00	1,216.00		
Operating and Administrative Expenses					
Compensation of officers, directors, trustees, etc.					
Other employee salaries and wages					
Pension plans, employee benefits					
a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
d	Interest				
e	Taxes (attach schedule) (see instructions)	100.00			
f	Depreciation (attach schedule) and depletion				
g	Occupancy				
h	Travel, conferences, and meetings				
i	Printing and publications				
j	Other expenses (attach schedule)	12,955.00			
Total operating and administrative expenses		13,055.00			
Add lines 13 through 23		1,054,163.00			1,054,163.00
25	Contributions, gifts, grants paid	1,067,218.00			1,054,163.00
26	Total expenses and disbursements. Add lines 24 and 25				
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	34,018.00			
b	Net investment income (if negative, enter -0-)		1,216.00		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,369,463.00	1,403,481.00	1,403,481.00
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable.			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use.			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations (attach schedule).			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule).			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans.				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,369,463.00	1,403,481.00	1,403,481.00
17 Accounts payable and accrued expenses				
18 Grants payable.				
19 Deferred revenue.				
20 Loans from officers, directors, trustees, and other disqualified persons.				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,369,463.00	1,403,481.00	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund.			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions).	1,369,463.00	1,403,481.00	
	31 Total liabilities and net assets/fund balances (see instructions)	1,369,463.00	1,403,481.00	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	1,369,463.00
2 Enter amount from Part I, line 27a.	2	34,018.00
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,403,481.00
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,403,481.00

Form **990-PF** (2016)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">{</div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">}</div> <div> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>		3		

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,140,658.00	1,374,185.00	0.8301
2014	1,183,830.00	1,442,434.00	0.8207
2013	1,210,440.00	1,538,277.00	0.7869
2012	1,048,966.00	1,201,983.00	0.8727
2011	1,012,503.00	408,734.00	2.4772
2 Total of line 1, column (d)			2 5.7876
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 1.1575
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,365,675.00
5 Multiply line 4 by line 3.			5 1,580,768.81
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 12.16
7 Add lines 5 and 6.			7 1,580,780.97
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,054,163.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	24.00
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	24.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	24.00
6 Credits/Payments:		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	25.00
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	25.00
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1.00
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 1.00 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	x
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	x
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>http://www.barnesgroupinc.com/about-bgi/barnes-group-foundation.aspx</u>	13	x
14 The books are in care of ► <u>Thomas O Barnes</u> Telephone no ► <u>860-583-7070</u> Located at ► <u>123 Main Street, Bristol, CT</u> ZIP+4 ► <u>06010</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	x

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly). (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)). a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4a	
	4b	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached	.25	0.00		

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.00
b	Average of monthly cash balances	1b	1,386,472.00
c	Fair market value of all other assets (see instructions).	1c	0.00
d	Total (add lines 1a, b, and c)	1d	1,386,472.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,386,472.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	20,797.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,365,675.00
6	Minimum investment return. Enter 5% of line 5	6	68,284.00

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	68,284.00
2a	Tax on investment income for 2016 from Part VI, line 5 2a		24.00
2b	Income tax for 2016. (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b	2c	24.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,260.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	68,260.00
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	68,260.00

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,054,163.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,054,163.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,054,163.00

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				68,260.00
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	992,067.00			
b From 2012	1,048,966.00			
c From 2013	1,210,440.00			
d From 2014	1,183,830.00			
e From 2015	1,140,658.00			
f Total of lines 3a through e	5,575,961.00			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,054,163.00				
a Applied to 2015, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				68,260.00
e Remaining amount distributed out of corpus. . .	985,902.00			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,561,863.00			
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	992,067.00			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,569,796.00			
10 Analysis of line 9:				
a Excess from 2012 . . .	1,048,966.00			
b Excess from 2013 . . .	1,210,440.00			
c Excess from 2014 . . .	1,183,830.00			
d Excess from 2015 . . .	1,140,658.00			
e Excess from 2016 . . .	985,868.00			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

Citizens Scholarship Foundation of A 1505 Riverview Road, St. Peter, MN 56082 (603) 627-3870

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

Application forms provided by operating divisions of Barnes Group Inc.

c Any submission deadlines.

March 1st of each year

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

See Attached

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached			contributions, gifts	1,054,163.00
Total			▶ 3a	1,054,163.00
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14	1,216.00		
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue: a Tax Refund				20.00		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				1,236.00		
13 Total. Add line 12, columns (b), (d), and (e)						1,236.00

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee Thomas W. Burns Date 8/8/07

Secretary
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Barnes Group Foundation
990-PF
2016

Attached Schedule

Part I, Line 11, Other Income

1	Tax Refund	20
Total		20

Part I, Line 23, Other Expenses

1	Bank Fee	300
2	Management Fees	12,655
3	Other Expenses	-
Total		12,955

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2016

#23-7339727

Part XV, Question 2(d)

To be an eligible candidate for the scholarship grant the student applicant must be a child (or an adopted child or stepchild) of either a Barnes Group Inc. active U.S. or Canadian employee who has been employed for at least one year by the due date of the scholarship application, or a child of a retired Barnes Group Inc. employee.

BARNES GROUP FOUNDATION, INC.

FORM 990PF

DECEMBER 31, 2016

#23-7339727

Part VIII Officers as Directors

Patrick Dempsey*	President	123 Main Street Bristol, CT 06010
Dawn N. Edwards*	Director	123 Main Street Bristol, CT 06010
Thomas O. Barnes*	Secretary	123 Main Street Bristol, CT 06010
Christopher J. Stephens, Jr.*	Director	123 Main Street Bristol, CT 06010

*Director

BARNES GROUP FOUNDATION, INC.
STATEMENT OF FINANCIAL POSITION
AS OF DECEMBER 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
<u>Assets</u>		
Cash	1,403,481	1,369,463
Other Current Assets		
Federal Excise Tax Receivable	0	0
Interest and Other Income Receivable	0	0
Dividends Receivable	0	0
Investments at Market Value	0	0
Receivable BGI	0	0
Bonds	0	0
Total Assets	<u><u>1,403,481</u></u>	<u><u>1,369,463</u></u>
 <u>Liabilities and Unrestricted Net Assets</u>		
Liabilities		
Payable	0	0
Federal Excise Tax Payable	0	0
Deferred Excise Tax Liabilities	0	0
Total Liabilities	<u><u>0</u></u>	<u><u>0</u></u>
 Unrestricted Net Assets		
Net Assets	<u>1,403,481</u>	<u>1,369,463</u>
 Total Liabilities and Net Assets	<u><u>1,403,481</u></u>	<u><u>1,369,463</u></u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF ACTIVITY
FOR THE YEARS ENDED DECEMBER 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
<u>Investment Income</u>		
Interest and Other Income	1,216	4,007
Dividends	0	0
Net Loss on Sale of Investments	0	0
Change in Value of Investments	0	(570)
Gain/Loss	0	0
Federal Excise and State Fees	20	27
Total investment income	<u><u>1,236</u></u>	<u><u>3,464</u></u>
<u>Expenses</u>		
Management Fees	12,655	13,155
Federal Excise and State Fees	100	250
State Fees	0	0
Foreign Withholding Taxes	0	0
Other Expenses	0	0
Printing	0	0
Bank Fees	300	699
Total expenses	<u><u>13,055</u></u>	<u><u>14,104</u></u>
Excess/(Decrease) of Investment Income over Expenses	(11,819)	(10,640)
Contribution, Received	1,100,000	1,100,000
Contributions, Distributed	<u>(1,054,162)</u>	<u>(1,140,658)</u>
(Decrease)/Increase in Net Assets	34,018	(51,298)
Net Assets - beginning of year	<u>1,369,463</u>	<u>1,420,761</u>
Net Assets - end of year	<u><u>1,403,481</u></u>	<u><u>1,369,463</u></u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Operating Activities		
(Decrease)/Increase in Net Assets	34,018	(51,298)
Adjustments to reconcile (decrease)/increase in net assets to net cash provided by (used in) operating activities:		
Principal account cash reclassified from invest. acct.	0	0
Cash contributions receivable	0	0
Interest and dividends receivable	0	0
Federal excise tax receivable	0	0
Deferred excise tax receivable	0	0
Distributions payable	0	0
Federal excise tax payable	0	0
Deferred excise tax payable	0	0
Net realized and unrealized gains on investments	0	0
Cash used in operating activities	<u>34,018</u>	<u>(51,298)</u>
Investing Activities:		
Purchase of investments	0	0
Maturity of investments	0	0
Cash provided by investing activities	<u>0</u>	<u>0</u>
Financing Activities:		
Cash provided by financing activities	0	0
Net increase (decrease) in cash and cash equivalents	34,018	(51,298)
Cash and cash equivalents - beginning of year	1,369,463	1,420,761
Cash and cash equivalents - end of year	<u><u>1,403,481</u></u>	<u><u>1,369,463</u></u>

BARNES GROUP FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016 and 2015

1. Summary of Significant Accounting Policies

Barnes Group Foundation, Inc. (Foundation), a nonprofit charitable organization exempt from Federal income taxes, was incorporated on November 29, 1973, for the purpose of receiving, administering and distributing funds and other property exclusively for charitable, scientific and educational purposes. The Foundation is a private foundation and is subject to a 1% to 2% Federal excise tax on net investment income.

During 2016, the Foundation operated on contributions provided by Barnes Group Inc. (BGI) and a private donor. In addition, the Foundation operated on income realized from investment of those contributions. In 2016 BGI contributed \$1,100,000 to the Foundation. In 2015 BGI contributed \$1,100,000 to the Foundation.

Marketable securities are carried at fair market value. Gain or loss on sale of investments is determined by specific identification.

Income and expenses are recorded on an accrual basis.

2. Investments

Investments at December 31, 2016 and 2015 consist of the following:

	2016		2015	
	<u>Market Value</u>	<u>Cost</u>	<u>Market Value</u>	<u>Cost</u>
Common stock	-0-	-0-	-0-	-0-
Other investments	-0-	-0-	-0-	-0-
Total Investments	-0-	-0-	-0-	-0-

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Health & Welfare			
01/20/2016	12140	St. Vincent DePaul Society	1,500.00
01/20/2016	12143	United Way West Central CT	1,500.00
01/20/2016	12149	North Star Foundation	500.00
02/10/2016	12158	Helping Hand for Relief & Development	1,000.00
02/10/2016	12159	Erie City Mission	400.00
02/10/2016	12160	American Assoc. for Cancer Research	250.00
02/10/2016	12161	American Heart Association	90.00
02/10/2016	12162	American Red Cross National Hdqtrs	105.00
02/10/2016	12163	Humane Society of the US	50.00
02/10/2016	12165	Nazareth Housing	100.00
02/10/2016	12166	Shatterproof	50.00
02/10/2016	12169	Transformation Ministries, Inc.	1,000.00
02/10/2016	12170	American Heart Association	50.00
02/10/2016	12171	Catholic Relief Services	100.00
02/10/2016	12173	Disablet Am. Veterans Charitable	200.00
02/10/2016	12174	National Mutiple Scierosis Society of NY	300.00
02/10/2016	12175	Sojourner Foundation	400.00
02/10/2016	12176	National Alliance for Mental Illness	400.00
02/10/2016	12177	Community Giving Tree	100.00
02/19/2016	12178	United Way of Central and Northeastern CT	1,250.00
02/19/2016	12180	Nutmeg Big Brothers - Big Sisters	2,500.00
02/19/2016	12181	CT Children's Medical Center Fnd	5,000.00
02/19/2016	12188	Shelter for the Homeless, Inc.	1,000.00
02/26/2016	12190	National Conference For Comm. & Justice	4,712.00
02/26/2016	12192	Bristol Hospital Development Foundation	2,140.00
02/26/2016	12193	Prudence Crandall Center, Inc.	2,500.00
02/26/2016	12194	American Cancer Society	5,000.00
03/03/2016	12198	Mercy Housing and Shelter Corporation	1,150.00
03/03/2016	12199	YWCA Hartford Region	2,080.00
03/03/2016	12203	United Way West Central CT	0.00
03/03/2016	12204	Juveniel Diabetes Research Foundation	3,000.00
03/04/2016	12206	Corry Rotary Club	500.00
03/07/2016	12209	Erie City Mission	400.00
03/07/2016	12210	Archbishop Catholic Appeal of Boston	200.00
03/07/2016	12211	Shelter for the Homeless, Inc.	50.00
03/07/2016	12212	American Cancer Society of Atlanta, GA	70.00
03/07/2016	12213	Habitant for Humanity International	50.00
03/07/2016	12214	American Heart Association of NH	50.00
03/07/2016	12216	Shelter for the Homeless, Inc	50.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

03/07/2016	12217	Shelter for the Homeless, Inc.	50.00
03/07/2016	12218	Wrightsville Vol Fire Department, Inc.	60.00
03/07/2016	12219	Special Olympics NH	200.00
03/07/2016	12220	American Cancer Society of Atlanta, GA	200.00
03/07/2016	12223	Bristol Preschool Child Care Center, Inc.	2,000.00
03/21/2016	12228	United Way West Central CT	44,762.77
03/28/2016	12229	March of Dimes of PA	80.00
03/28/2016	12230	Erie City Mission	400.00
03/28/2016	12231	March of Dimes of PA	50.00
03/28/2016	12232	March of Dimes of PA	200.00
03/28/2016	12234	Humane Society of the US	50.00
03/28/2016	12235	Habitant for Humanity International	50.00
03/28/2016	12236	Archbishop Catholic Appeal of Boston	100.00
03/28/2016	12237	St. Jude's Ranch for Children	50.00
03/28/2016	12238	March of Dimes of PA	50.00
03/28/2016	12239	American Diabetes Association of VA	60.00
03/28/2016	12240	March of Dimes of PA	51.50
03/28/2016	12241	March of Dimes of PA	50.00
03/28/2016	12242	Amateur Athletic Union of US-CT Attack	4,000.00
03/28/2016	12243	ASPCA	100.00
03/28/2016	12244	Northeast Animal Shelter	200.00
03/28/2016	12245	Protectors of Animals, Inc.	200.00
03/28/2016	12246	National Multiple Sclerosis of TX	400.00
03/28/2016	12247	Shelter for the Homeless, Inc.	50.00
03/28/2016	12248	March of Dimes of PA	50.00
03/28/2016	12250	March of Dimes of PA	50.00
03/28/2016	12251	American Legion Post 2	500.00
03/31/2016	12253	Windsor Recovery Club	100.00
03/31/2016	12254	Easter Seals Rehabilitation Center	1,000.00
04/26/2016	12261	Erie City Mission	400.00
04/26/2016	12262	Crossroads	410.00
04/26/2016	12263	American Heart Association	50.00
04/26/2016	12265	US Catholic Conference - Annual Appeal	300.00
04/26/2016	12266	St. Jude's Children's Research Hospital	100.00
04/26/2016	12268	US Catholic Conference - Annual Appeal	1,000.00
04/26/2016	12272	Planned Parenthood of NY	400.00
04/26/2016	12273	SADD, Inc.	68.00
04/26/2016	12274	Great Meadows Conservation Trust, Inc	200.00
04/26/2016	12275	Susan G. Komen Foundation	100.00
04/26/2016	12276	US Catholic Conference - Annual Appeal	50.00
04/26/2016	12278	American Heart Association of IN	50.00
04/26/2016	12280	US Catholic Conference - Annual Appeal	100.00
05/03/2016	12282	The Network	3,000.00
05/10/2016	12284	Wheeler Clinic	2,400.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule I

05/10/2016	12285	Bristol Hospital Development Foundation	1,800.00
05/10/2016	12289	United Way West Central CT	2,500.00
05/10/2016	12291	Fidelco Guide Dog Foundation	3,000.00
05/17/2016	12295	American Red Cross	1,000.00
05/18/2016	12296	Erie City Mission	400.00
05/18/2016	12297	March of Dimes of PA	50.00
05/18/2016	12300	Habitant for Humanity International	50.00
05/18/2016	12302	Girls Group	300.00
05/18/2016	12303	Leukemia & Lymphoma Society of OH	2,000.00
05/18/2016	12304	Susan G. Komen Foundation	200.00
05/18/2016	12305	Autism Speaks	100.00
05/18/2016	12306	CT Humane Society	200.00
05/18/2016	12307	St. Jude's Children's Research Hospital	1,000.00
05/18/2016	12308	Middlesex Hospital	200.00
05/18/2016	12310	CT Community Foundation	600.00
05/18/2016	12311	American Cancer Society of Atlanta, GA	50.00
05/18/2016	12312	Bliss Animan Haven	200.00
05/18/2016	12313	American Cancer Society of Atlanta, GA	100.00
05/18/2016	12314	National Multiple Sclerosis Society of CT	200.00
05/18/2016	12317	March of Dimes of PA	600.00
06/08/2016	12318	Farm to Family, Inc.	4,520.00
06/08/2016	12322	Easter Seals of Wbty, CT	200.00
06/15/2016	12325	Erie City Mission	400.00
06/15/2016	12326	American Cancer Society	200.00
06/15/2016	12327	American Cancer Society	1,000.00
06/15/2016	12329	Archbishop Catholic Appeal of Boston	100.00
06/15/2016	12330	Plymouth Community Food Bank	200.00
06/15/2016	12331	Lorraine's Soup Kitchen & Pantry	50.00
06/15/2016	12332	St. Jude's Children's Research Hospital	50.00
06/15/2016	12334	Leukemia & Lymphoma Society of MA	50.00
06/15/2016	12335	At My Bedside	200.00
06/15/2016	12337	American Cancer Society	200.00
06/15/2016	12338	American Cancer Society	200.00
06/15/2016	12339	American Cancer Society	100.00
06/15/2016	12340	American Cancer Society	100.00
06/15/2016	12341	Lupus Foundation of America	200.00
06/15/2016	12342	American Heart Association	50.00
06/15/2016	12343	Audobon Society of Portland	100.00
06/15/2016	12344	American Cancer Society	100.00
06/15/2016	12346	St. Jude's Children's Research Hospital	50.00
06/15/2016	12347	American Cancer Society	500.00
06/15/2016	12348	March of Dimes of WI	50.00
06/15/2016	12349	March of Dimes of WI	150.00
06/15/2016	12350	March of Dimes of WI	150.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

06/15/2016	12352	American Legion Post 2	500.00
06/29/2016	12353	Easter Seals of Wbty, CT	800.00
07/05/2016	12355	Oak Hill	10,000.00
07/05/2016	12358	Shepard Meadows Therapeutic Riding Ctr.	5,000.00
07/05/2016	12363	United Way West Central CT	500.00
07/06/2016	12365	St. Jude's Children's Research Hospital	400.00
07/06/2016	12366	Nutmeg Big Brothers - Big Sisters	520.00
07/06/2016	12367	American Heart Association	50.00
07/06/2016	12368	Passionist Volunteers International	50.00
07/06/2016	12369	Special Olympics - Hudson MA	100.00
07/06/2016	12370	Susan G. Komen Foundation	50.00
07/06/2016	12371	American Diabetes Association of VA	100.00
07/06/2016	12373	Nature Conservancy of VA	400.00
07/06/2016	12374	Diocesan of Palm Beach	2,000.00
07/06/2016	12375	Flashes of Hope - Kick - It	50.00
07/06/2016	12376	IBC Network Foundation	4,000.00
08/09/2016	12377	Nutmeg Big Brothers - Big Sisters	5,000.00
08/09/2016	12379	Hospital for Special Care	3,910.00
08/09/2016	12381	FOODSHARE	1,000.00
08/09/2016	12382	St. Francis Hospital Foundation	5,500.00
08/09/2016	12383	HARC, Inc.	500.00
08/30/2016	12385	YWCA of New Britain	500.00
08/30/2016	12386	Arthritis Foundation	2,040.00
08/30/2016	12388	United Way West Central CT	90,192.37
08/31/2016	12389	American Cancer Society	1,500.00
08/31/2016	12390	Kids Like US	70.00
08/31/2016	12394	Dana Farber Cancer Inst.	200.00
08/31/2016	12395	Easter Seals of Wbty, CT	400.00
08/31/2016	12396	American Cancer Society of Atlanta, GA	200.00
08/31/2016	12397	Emergency Aid Association	400.00
08/31/2016	12398	American Cancer Society	200.00
08/31/2016	12399	American Cancer Society	1,500.00
08/31/2016	12401	Lamoille Area Cancer Network	200.00
08/31/2016	12402	Pan-Mass Challenge	400.00
08/31/2016	12403	Leukemia & Lymphoma Society of NY	200.00
08/31/2016	12405	North Shore Medical Center	100.00
08/31/2016	12406	North Shore Medical Center	100.00
08/31/2016	12407	American Red Cross National Hdqtrs	100.00
08/31/2016	12410	American Cancer Society of Atlanta, GA	100.00
08/31/2016	12411	Save the Day Foundation	2,770.00
10/05/2016	12416	Bristol Hospital Development Foundation	0.00
10/05/2016	12418	Governor's Prevention Partnership	5,000.00
10/05/2016	12420	Aurora Foundation	2,500.00
10/05/2016	12426	Village For Families And Children	500.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

10/05/2016	12428	Bristol Hospital Development Foundation	12,600.00
10/18/2016	12429	Hartford Food System, Inc.	2,000.00
10/18/2016	12430	Bristol Preschool Child Care Center, Inc.	10,000.00
10/18/2016	12431	Connecticut Voices for Children	250.00
10/19/2016	12432	CT Children's Medical Center Fnd	0.00
11/02/2016	12435	United Way West Central CT	1,200.00
11/17/2016	12438	Erie City Mission	400.00
11/17/2016	12439	Erie City Mission	400.00
11/17/2016	12440	Erie City Mission	400.00
11/17/2016	12441	American Red Cross National Hdqtrs	600.00
11/17/2016	12442	American Cancer Society of Atlanta, GA	500.00
11/17/2016	12443	American Red Cross National Hdqtrs	1,000.00
11/17/2016	12444	American Red Cross National Hdqtrs	50.00
11/17/2016	12447	American Red Cross National Hdqtrs	50.00
11/17/2016	12450	American Red Cross National Hdqtrs	80.00
11/17/2016	12451	Nutmeg Big Brothers - Big Sisters	200.00
11/17/2016	12453	Roman Catholic Archbishop of Boston	100.00
11/17/2016	12454	Roman Catholic Archbishop of Boston	100.00
11/17/2016	12457	March Of Dimes of NY	50.00
11/17/2016	12458	Juvenile Diabetes Research Fnd. of WI	200.00
11/17/2016	12459	Soteni International	100.00
11/17/2016	12460	Nazareth Housing	100.00
11/17/2016	12462	American Red Cross National Hdqtrs	200.00
11/17/2016	12464	Ronald McDonald House, Inc.	210.00
11/17/2016	12465	American Red Cross National Hdqtrs	200.00
11/17/2016	12466	St. Jude's Children's Research Hospital	500.00
11/17/2016	12468	American Cancer Society	140.00
11/17/2016	12469	May Institute	3,000.00
11/17/2016	12471	Mercy Housing and Shelter Corporation	150.00
11/17/2016	12472	FOODSHARE	60.00
11/17/2016	12473	American Cancer Society of Atlanta, GA	100.00
11/17/2016	12474	Planned Parenthood of CT	200.00
11/17/2016	12475	Farmington Veterans Memorial	200.00
11/17/2016	12476	Yale Cancer Center - Smilow Campaign	100.00
11/17/2016	12477	CT Children's Medical Center Fnd	0.00
11/17/2016	12478	American Cancer Society	100.00
11/17/2016	12479	Cat Tales, Inc.	200.00
11/17/2016	12480	Protectors of Animals, Inc.	200.00
11/17/2016	12481	Arthritis Foundation of GA	60.00
11/17/2016	12482	Windrush Farm Therapeutic Equitation	100.00
11/17/2016	12484	Habitant for Humanity International	70.00
11/17/2016	12485	Brightfocus Foundation	60.00
11/17/2016	12487	American Heart Association	50.00
11/17/2016	12488	Capital Area Down Syndrome Association	2,550.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

11/17/2016	12489	Cove Center for Grieving Children	200.00
11/17/2016	12490	Disablet Am. Veterans Charitable	50.00
11/17/2016	12491	American Red Cross National Hdqtrs	150.00
11/17/2016	12492	Women's Resource Center	1,000.00
12/06/2016	12495	Farm to Family, Inc.	5,000.00
12/21/2016	12500	Shepard Meadows Therapeutic Riding Ctr.	5,000.00
12/21/2016	12505	Wheeler Clinic	2,500.00
12/21/2016	12508	Bristol Preschool Child Care Center, Inc.	10,000.00
12/31/2016	12511	Nutmeg Big Brothers - Big Sisters	500.00
12/31/2016	12513	Helping Hand for Relief & Development	1,840.00
12/31/2016	12514	Erie City Mission	400.00
12/31/2016	12515	Entertainmen Industry Fnd.	2,000.00
12/31/2016	12518	PJS from Grandma	100.00
12/31/2016	12520	Nutmeg Big Brothers - Big Sisters	1,420.00
12/31/2016	12523	American Red Cross National Hdqtrs	4,000.00
12/31/2016	12524	Wisconsin/Nicaragua Partners of AM	400.00
12/31/2016	12525	Juveniel Diabetes Research Fnd of NY	200.00
12/31/2016	12526	Emergency Aid Association	200.00
12/31/2016	12529	National Federation Blind of CT	100.00
12/31/2016	12536	Missionary Aviation Fellowship	1,000.00
12/31/2016	12542	Red/The One Campaign	100.00
12/31/2016	12544	Steppin Out Missions, Inc.	4,000.00
12/31/2016	12545	Milwaukee Rescue Mission	300.00
12/31/2016	12549	Salvation Army of Canton MA	100.00
12/31/2016	12550	Alzheimer's Association IL Chapter	200.00
12/31/2016	12551	Big Sisters Assoc. of Greater Boston	2,000.00
12/31/2016	12552	St. Mary's Home for Children	500.00
12/31/2016	12553	Special Olympice of RI	200.00
12/31/2016	12556	Susan G. Komen Foundation of TX	1,000.00
12/31/2016	12557	Evangelical Child & Family Agency	500.00
12/31/2016	12558	Transformation Ministries, Inc.	1,000.00
12/31/2016	12560	Greater Boston Food Bank, Inc.	66.00
12/31/2016	12561	Dana Farber Cancer Inst.	500.00
12/31/2016	12562	CT Children's Medical Center Fnd	13,500.00
			<u><u>375,467.64</u></u>

**BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016**

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Education			
01/20/2016	12142	Edgewood School	500.00
01/20/2016	12147	Bristol School/Business Partnership	400.00
01/20/2016	12148	Main Street Community Foundation	10,000.00
01/20/2016	12150	Bristol Central High School	500.00
01/20/2016	12151	Bristol Eastern High School	500.00
01/20/2016	12152	St. Paul's Catholic High School	500.00
01/20/2016	12153	Terryville High School	500.00
02/09/2016	12157	CT Science Fair Association, Inc.	5,000.00
02/10/2016	12164	Welles Turner Memorial Library	50.00
02/10/2016	12168	Cedar Ridge Children's School, Inc.	500.00
02/10/2016	12172	Earthjustice	400.00
02/19/2016	12179	Center for Children's Advocacy	1,250.00
02/19/2016	12182	Our Piece of the Pie	1,500.00
02/19/2016	12187	Jr. Achievement Of Southwest New England	7,500.00
02/19/2016	12189	Bristol School/Business Partnership	1,000.00
02/26/2016	12191	Jr. Achievement Of Southwest New England	4,200.00
03/03/2016	12196	Bristol School/Business Partnership	1,500.00
03/07/2016	12208	Environmental Learning Center of CT	1,000.00
03/07/2016	12215	Grand Valley State University	500.00
03/07/2016	12222	Burlington Public Library	60.00
03/07/2016	12224	Main Street Community Foundation	200.00
03/07/2016	12225	Main Street Community Foundation	100.00
03/07/2016	12226	Main Street Community Foundation	1,000.00
03/09/2016	12227	United Negro College Fund	2,500.00
03/28/2016	12233	Central CT State University	150.00
03/28/2016	12249	Fairfield University	4,000.00
03/28/2016	12252	St. Philip House	1,000.00
03/31/2016	12255	CT Center for Science & Exploration Inc.	9,000.00
03/31/2016	12256	West End Association	2,500.00
03/31/2016	12257	CBIA Education Foundation	1,000.00
04/26/2016	12260	Main Street Community Foundation	100.00
04/26/2016	12264	Lawrence Tech. University	200.00
04/26/2016	12269	Gatewood Schools	2,000.00
04/26/2016	12270	HOSA - Box Elder High School	4,000.00
04/26/2016	12279	Ridge Wood Elementary School	4,000.00
05/10/2016	12283	Our Piece of the Pie	0.00
05/10/2016	12286	Bristol Business Education Foundation	2,500.00
05/17/2016	12294	Bristol Business Education Foundation	1,250.00
05/18/2016	12298	University of Hartford	200.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

05/18/2016	12299	Trinity College	700.00
05/18/2016	12309	Cedar Ridge Children's School, Inc.	500.00
05/18/2016	12315	Tabor Academy	4,000.00
05/18/2016	12316	Mason Schools Foundation	350.00
06/08/2016	12320	Bristol School/Business Partnership	400.00
06/08/2016	12321	Tunxis Community College Foundation	1,500.00
06/08/2016	12324	W A L K S Foundation, Inc.	1,000.00
06/15/2016	12328	Worcester Polytechnic Institute	50.00
06/15/2016	12333	Western New England University	100.00
06/15/2016	12345	Carnegie Mellon University	200.00
07/05/2016	12357	CT Center for Science & Exploration Inc.	10,000.00
07/05/2016	12361	Environmental Learning Center of CT	5,000.00
08/09/2016	12378	Scholarship America, Inc.	167,586.00
08/31/2016	12392	University of Wisconsin Foundation	50.00
08/31/2016	12393	University of Wisconsin Foundation	100.00
08/31/2016	12400	Harwich Conservation Trust	200.00
08/31/2016	12404	Wesleyan University	100.00
08/31/2016	12408	Georgetown University	100.00
08/31/2016	12409	University of Wisconsin Foundation	1,000.00
10/05/2016	12417	Bristol Business Education Foundation	1,850.00
10/05/2016	12422	United Negro College Fund	2,500.00
10/05/2016	12423	University of Hartford Development Office	1,000.00
10/25/2016	12434	Urban League of Greater Hartford	4,375.00
11/08/2016	12436	Scholarship America, Inc.	116,485.34
11/08/2016	12437	Tunxis Community College Foundation	3,000.00
11/17/2016	12445	University of Hartford Development Office	1,000.00
11/17/2016	12446	Trinity College	1,000.00
11/17/2016	12449	United Methodist Church - Africa Univ.	2,000.00
11/17/2016	12455	Northwestern University	100.00
11/17/2016	12463	Columbia University	3,800.00
11/17/2016	12467	St. Norbert College	200.00
11/17/2016	12470	St. Martha RC Church and School	2,000.00
11/17/2016	12483	Proctor Academy	200.00
11/17/2016	12486	Stanford University	200.00
11/17/2016	12493	St. Croix Valley Foundation	660.00
12/06/2016	12494	Main Street Community Foundation	5,000.00
12/06/2016	12497	Anti-Defamation League	1,000.00
12/06/2016	12498	Cape Ann Vernal Pond Team	1,000.00
12/21/2016	12504	Bristol School/Business Partnership	3,480.00
12/21/2016	12509	Environmental Learning Center of CT	5,000.00
12/31/2016	12512	Developments in Literacy	1,160.00
12/31/2016	12516	ORT America/Bramson ORT College	2,000.00
12/31/2016	12517	Squadron Line School PTO	300.00
12/31/2016	12521	Notre Dame High School	200.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

12/31/2016	12522	CT Science Center	1,800.00
12/31/2016	12528	Wellspring Foundation	1,000.00
12/31/2016	12532	St. Bonaventure University	4,000.00
12/31/2016	12533	St. Joseph Elementary School	3,000.00
12/31/2016	12535	Cedar Ridge Children's School, Inc.	2,000.00
12/31/2016	12538	Gatewood Schools	0.00
12/31/2016	12543	Wesleyan University	100.00
12/31/2016	12546	BTA/BOLT Inc.	80.00
12/31/2016	12547	Boxford Historical Society	50.00
12/31/2016	12548	Landmark School	200.00
12/31/2016	12555	Gatewood Schools	1,000.00
12/31/2016	12559	Grace Youth and Family Foundation	3,948.50
			<u><u>442,684.84</u></u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Cultural & Arts			
01/20/2016	12141	Bushnell	9,120.00
01/20/2016	12145	Hartford Stage Company	2,500.00
01/20/2016	12154	New Britain Museum of American Art	5,000.00
01/20/2016	12155	Hill-Stead Museum	3,000.00
01/20/2016	12156	Nutmeg Symphony Orchestra, Inc.	2,500.00
02/10/2016	12167	Public Broadcasting Of NW PA, Inc.	100.00
02/19/2016	12183	Avon Unico	1,200.00
02/19/2016	12185	City Of Bristol Parks And Recreation	1,000.00
03/03/2016	12197	Hartford Symphony Orchestra	3,800.00
03/03/2016	12200	Hartford Symphony Orchestra	5,000.00
03/03/2016	12202	Greater Hartford Arts Center	350.00
03/03/2016	12205	New England Air Museum	1,000.00
04/13/2016	12258	New England Carousel Museum	1,000.00
04/26/2016	12267	Colonial Williamsburg Foundation	300.00
04/26/2016	12277	Cantemus Chamber Chorus	200.00
05/10/2016	12287	Harriet Beecher Stowe	1,000.00
05/10/2016	12288	Mark Twain House & Museum	1,000.00
05/10/2016	12290	CT Forum, Inc.	6,500.00
05/10/2016	12292	New England Carousel Museum	5,000.00
05/10/2016	12293	Bristol Exchange Club	2,000.00
05/18/2016	12301	Children's Orchestra Society, Inc.	500.00
06/08/2016	12319	Amistad Center for Art & Culture	4,440.00
06/15/2016	12336	Russian Artists International	2,000.00
06/15/2016	12351	Hartford Stage Company	3,750.00
07/05/2016	12356	Bushnell	10,000.00
07/05/2016	12362	Wadsworth Atheneum	2,500.00
07/06/2016	12364	Bushnell	4,000.00
08/09/2016	12384	CT Historical Society	5,000.00
08/31/2016	12391	Bushnell	2,000.00
08/31/2016	12412	Greater Hartford Arts Center	9,978.00
08/31/2016	12413	Greater Hartford Arts Center	6,250.00
08/31/2016	12414	Greater Hartford Arts Center	4,652.00
09/26/2016	12415	New England Carousel Museum	1,500.00
10/05/2016	12419	New England Carousel Museum	500.00
10/05/2016	12421	CT Historical Society	2,500.00
10/05/2016	12424	Children's Museum	1,000.00
10/05/2016	12425	New Britain Museum of American Art	1,000.00
11/17/2016	12448	Marooners	1,000.00
11/17/2016	12456	Children's Orchestra Society, Inc.	600.00

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

12/21/2016	12501	Bristol Historical Society	2,500.00
12/21/2016	12503	Nutmeg Symphony Orchestra, Inc.	5,000.00
12/21/2016	12506	New England Carousel Museum	2,500.00
12/21/2016	12507	American Clock and Watch Museum	5,000.00
12/21/2016	12510	Imagine Nation Museum	5,000.00
12/31/2016	12519	National Parks Conservation Assoc.	200.00
12/31/2016	12527	New England Air Museum	800.00
12/31/2016	12530	Public Broadcasting Of NW PA, Inc.	100.00
12/31/2016	12534	Colonial Williamsburg Foundation	200.00
12/31/2016	12537	Eatonton-Putnam Arts Foundation	0.00
12/31/2016	12539	Bushnell	3,000.00
12/31/2016	12540	Richmond Memorial Library	50.00
12/31/2016	12541	CT Public Broadcasting	200.00
12/31/2016	12554	Eatonton-Putnam Arts Foundation	1,000.00
			<u><u>140,290.00</u></u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Civic & Youth			
01/20/2016	12144	Bristol Boys & Girls Club	10,000.00
02/19/2016	12186	Girl Scouts of Connecticut	2,500.00
02/26/2016	12195	Boys And Girls Clubs Of Hartford	2,500.00
03/07/2016	12221	Essex County Greenbelt Association	70.00
04/26/2016	12271	Andover Hebron Marlboro Youth Services	50.00
06/08/2016	12323	Bristol Sports Hall Of Fame And Museum	1,000.00
07/05/2016	12354	Bristol Boys & Girls Club	50,000.00
07/05/2016	12360	Christian Fellowship Center	1,000.00
07/06/2016	12372	Harwich Athletic Association, Inc.	150.00
08/09/2016	12380	Bristol Police Explorers	500.00
10/05/2016	12427	Bristol Sports Hall Of Fame And Museum	150.00
10/19/2016	12433	CT Rivers Council, BSA	5,000.00
11/17/2016	12452	Bristol Boys & Girls Club	350.00
11/17/2016	12461	YMCA Of Greater Hartford	100.00
12/06/2016	12496	CT Rivers Council, BSA	2,500.00
12/31/2016	12531	Big Brothers/Big Sisters of SW CT	100.00
			<u><u>75,970.00</u></u>

BARNES GROUP FOUNDATION, INC.
STATEMENT OF DISTRIBUTIONS
YEAR ENDED DECEMBER 31, 2016

Schedule 1

<u>Date</u>	<u>Check Number</u>	<u>Description</u>	<u>Amount</u>
Other Areas			
01/20/2016	12146	Veterans of Foreigh Wars of the US	250.00
02/19/2016	12184	Riverfront Recapture, Inc.	1,000.00
03/03/2016	12201	St. Mary Star of the Sea Church	1,000.00
03/04/2016	12207	Bristol Rotary Club	5,000.00
04/13/2016	12259	CT Women's Hall Of Fame	1,000.00
07/05/2016	12359	CT Council on Philanthropy	10,000.00
08/30/2016	12387	First Congregational Church	500.00
12/06/2016	12499	Salt Church	1,000.00
			<u>19,750.00</u>