



EXTENDED TO NOVEMBER 15, 2018

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No 1545-0687

2017

For calendar year 2017 or other tax year beginning and ending

Go to www.irs.gov/Form990T for instructions and the latest information

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3)

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

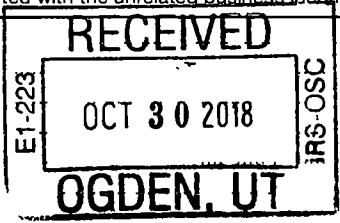
Form 990-T header section including organization name (THE BARNES FOUNDATION), address (2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130), and identification number (23-6000149).

Section H: Describe the organization's primary unrelated business activity. RETAIL SALES & SPECIAL EVENTS.

Section J: The books are in care of MARGARET B. ZMINDA. Telephone number 215-278-7000.

Table for Part I: Unrelated Trade or Business Income. Columns: (A) Income, (B) Expenses, (C) Net. Rows 1a-13 showing gross receipts, cost of goods sold, and total income of 635,418.

Table for Part II: Deductions Not Taken Elsewhere. Columns: (A) Income, (B) Expenses, (C) Net. Rows 14-34 showing various deductions and resulting taxable income of -474,037.



SCANNED DEC 06 2018

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Part III Tax Computation

35 Organizations Taxable as Corporations See instructions for tax computation
Controlled group members (sections 1561 and 1563) check here
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
(1) \$ (2) \$ (3) \$
b Enter organization's share of (1) Additional 5% tax (not more than \$11,750) \$
(2) Additional 3% tax (not more than \$100,000) \$
c Income tax on the amount on line 34 35c 0.
36 Trusts Taxable at Trust Rates See instructions for tax computation Income tax on the amount on line 34 from
Tax rate schedule or Schedule D (Form 1041) 36
37 Proxy tax See instructions 37
38 Alternative minimum tax 38
39 Tax on Non-Compliant Facility Income See instructions 39
40 Total Add lines 37, 38 and 39 to line 35c or 36, whichever applies 40 0.

Part IV Tax and Payments

41a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116) 41a
b Other credits (see instructions) 41b
c General business credit Attach Form 3800 41c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 41d
e Total credits Add lines 41a through 41d 41e
42 Subtract line 41e from line 40 42 0.
43 Other taxes Check if from Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) 43
44 Total tax Add lines 42 and 43 44 0.
45a Payments: A 2016 overpayment credited to 2017 45a
b 2017 estimated tax payments 45b
c Tax deposited with Form 8868 45c
d Foreign organizations Tax paid or withheld at source (see instructions) 45d
e Backup withholding (see instructions) 45e
f Credit for small employer health insurance premiums (Attach Form 8941) 45f
g Other credits and payments Form 2439 Other Form 4136 Total 45g
46 Total payments Add lines 45a through 45g 46
47 Estimated tax penalty (see instructions) Check if Form 2220 is attached 47
48 Tax due If line 46 is less than the total of lines 44 and 47, enter amount owed 48 0.
49 Overpayment If line 46 is larger than the total of lines 44 and 47, enter amount overpaid 49 0.
50 Enter the amount of line 49 you want. Credited to 2018 estimated tax Refunded 50

Part V Statements Regarding Certain Activities and Other Information (see instructions)

51 At any time during the 2017 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here X
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file X
53 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Sign Here 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.
Signature of officer: Margaret D. Johnson Date: 10/12/18 Title: EXECUTIVE VP, CFO AND COO
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No
Paid Preparer Use Only Print/Type preparer's name: LYNNE JOHNSON Preparer's signature: [Signature] Date: 10/10/18 Check self-employed if: [] PIIN: P00757336
Firm's name: RSM US LLP Firm's EIN: 42-0714325
Firm's address: 518 TOWNSHIP LINE ROAD, SUITE 300 BLUE BELL, PA 19422 Phone no: 215.641.8600

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶ N/A					
1 Inventory at beginning of year	1	0.	6 Inventory at end of year	6	0.
2 Purchases	2	133,608.	7 Cost of goods sold Subtract line 6 from line 5. Enter here and in Part I, line 2	7	133,608.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (attach schedule)	4a			<input type="checkbox"/>	<input type="checkbox"/>
b Other costs (attach schedule)	4b		<input type="checkbox"/>	<input checked="" type="checkbox"/>	
5 Total Add lines 1 through 4b	5	133,608.			

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions)

2 Rent received or accrued			3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)		
(1)			
(2)			/
(3)			
(4)			
Total 0.		Total 0.	
(c) Total income Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶			(b) Total deductions Enter here and on page 1, Part I, line 6, column (B) ▶ 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2 Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ▶			Enter here and on page 1, Part I, line 7, column (A) 0.	Enter here and on page 1, Part I, line 7, column (B) 0.
Total dividends-received deductions included in column 8 ▶			0.	

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Totals			Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)
			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				

Totals		Enter here and on page 1 Part I, line 9, column (A)	Enter here and on page 1, Part I, line 9, column (B)
		0.	0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						

Totals		Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)	Enter here and on page 1, Part II, line 26
		0.	0.	0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						

Totals (carry to Part II, line (5))		0.	0.			0.
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Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1 Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0. <small>Enter here and on page 1, Part I, line 11, col (A)</small>	0. <small>Enter here and on page 1, Part I, line 11, col (B)</small>				0. <small>Enter here and on page 1, Part II, line 27</small>

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total	<small>Enter here and on page 1, Part II, line 14</small>		0.

Form 990-T (2017)

FORM 990-T	OTHER INCOME	STATEMENT	1
DESCRIPTION		AMOUNT	
SPECIAL EVENT REVENUE		489,276.	
TOTAL TO FORM 990-T, PAGE 1, LINE 12		489,276.	

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	2
DESCRIPTION		AMOUNT	
OPERATIONS		168,318.	
SECURITY		78,356.	
INSURANCE		15,179.	
INFORMATION TECHNOLOGY		46,871.	
FINANCE EXPENSES		35,559.	
HUMAN RESOURCES		5,358.	
PUBLICATIONS		4,282.	
DEVELOPMENT		3,989.	
OTHER SHOP COSTS		26,387.	
OTHER SPECIAL EVENT COSTS		156,585.	
TOTAL TO FORM 990-T, PAGE 1, LINE 28		540,884.	

FORM 990-T	NET OPERATING LOSS DEDUCTION			STATEMENT	3
TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR	
12/31/13	1,459.	1,459.	0.	0.	
12/31/15	3,718.	0.	3,718.	3,718.	
12/31/16	631,948.	0.	631,948.	631,948.	
NOL CARRYOVER AVAILABLE THIS YEAR			635,666.	635,666.	