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Part III

Statement of Program Service Accomplishments

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

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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 \$ 4,614,425 including grants of \$) (Revenue \$ 31,280)

THE FOUNDATION ENGAGES IN AN ACTIVE PROGRAM OF COLLECTION CARE AND CONSERVATION OF OVER 8,000 WORKS OF FINE AND DECORATIVE ARTS IN ITS COLLECTION, INCLUDING PAINTINGS, FRAMES, WORKS ON PAPER, FURNITURE AND DECORATIVE METALWORK IN ADDITION, THE FOUNDATION CONTINUED ITS TEMPORARY EXHIBITION PROGRAM IN 2013, PRESENTING THE CONCLUSION OF ITS ARCHIVAL EXHIBITION ENTITLED ENSEMBLE, REGARDING THE COLLECTING AND AESTHETIC THEORIES OF ALBERT BARNES, AND AN EXHIBITION OF THE CONTEMPOARY ARTIST, ELLSWORTH KELLY, WHICH WAS VISITED BY APPROXIMATELY 50,000 VISITORS DURING THE RUN OF THE SHOW THE FOUNDATION CONDUCTS ONGOING SCHOLARSHIP AND RESEARCH ON OBJECTS AND WORKS OF ART IN THE COLLECTION, AS WELL AS THE HISTORY OF THE ORGANIZATION AND ITS FOUNDERS AS PART OF ITS COLLECTION CARE AND EDUCATION ACTIVITIES, THE FOUNDATION HAS A ROBUST PUBLICATIONS PROGRAM, WHICH PUBLISHED A CATALOGUE TO ACCOMPANY THE ELLSWORTH KELLY EXHIBITION IN 2013, AND HAD FOUR BOOKS UNDER DEVELOPMENT THE FOUNDATION ALSO MAINTAINS AND OPERATES AN ARCHIVE CONTAINING THE PAPERS OF DR BARNES AND OTHER RECORDS AND DOCUMENTATION RELATED TO THE HISTORY OF THE ORGANIZATION THE ARCHIVE, AS WELL AS THE LIBRARIES ARE MADE AVAILABLE TO THE FOUNDATION'S STUDENTS, DOCENTS AND OUTSIDE SCHOLARS AND RESEARCHERS IN ADDITION, THE FOUNDATION MAINTAINS A 12 ACRE ARBORETUM, FEATURING A LIVING COLLECTION OF 3,000 RARE PLANT SPECIES AND 31 "STATE CHAMPION" TREES IN 2013, 335 SPECIES WERE ADDED TO THE LIVING COLLECTION A PORTION OF THE COLLECTION CARE EXPENSES REFLECTS A PRO-RATA PORTION OF THE DEPRECIATION ON THE NEW BUILDING, OCCUPIED SINCE 2012, WHICH SIGNIFICANTLY IMPROVED THE QUALITY OF THE FACILITY THAT HOUSES THE ART COLLECTION, INCLUDES A STATE-OF-THE-ART PAINTINGS CONSERVATION LAB AND A LIBRARY ACCESSIBLE TO THE PUBLIC

4b

(Code) (Expenses \$ 4,465,821 including grants of \$) (Revenue \$ 5,739,408)

THE FOUNDATION'S ART GALLERY IS OPENED TO THE PUBLIC SIX DAYS PER WEEK, WITH VISITATION IN 2013 OF 300,000 VISITORS, INCLUDING OVER 21,000 MEMBERS A GALLERY SHOP IS OPERATED IN CONNECTION WITH THE PUBLIC VISITATION AND SELLS REPRODUCTIONS, BOOKS AND OTHER ITEMS RELATED TO THE ART COLLECTION AND ARBORETUM THE ARBORETUM WAS NOT OPEN TO THE PUBLIC IN 2013 THE EXPESES REFLECTS A PRO-RATA SHARE OF THE DEPRECIATION OF THE NEW BUILDING OCCUPIED SINCE MAY 2012, WHICH HAS ALLOWED THE FOUNDATION TO GREATLY INCREASE PUBLIC ACCESS TO THE COLLECTION

4c

(Code) (Expenses \$ 1,711,138 including grants of \$) (Revenue \$ 214,059)

THE FOUNDATION SPONSORS A THREE-YEAR CERTIFICATE PROGRAMS IN ART APPRECIATION AND AESTHETICS, AND A SEPARATE THREE-YEAR CERTIFICATE PROGRAM IN HORTICULTURE, AS WELL AS SPECIAL WORKSHOPS AND EDUCATIONAL PUBIC PROGRAMS THE FOUNDATION, IN COLLABORATION WITH THE SCHOOL DISTRICT OF PHILADELPHIA, HAS DEVELOPED AN OUTREACH PROGRAM TO KINDERGARTEN THROUGH EIGHTH GRADE PUBLIC SCHOOL CLASSES THAT COMBINES IN-CLASS LEARNING LED BY FOUNDATION EDUCATORS WITH A STRUCTURED TOUR OF THE FOUNDATION'S ART COLLECTION, WHICH DEVELOPS STUDENTS' ART APPRECIATION AND REINFORCES READING COMPREHENSION, MATH, SCIENCE, HISTORY, AND SOCIAL STUDIES, DEPENDING ON THE GRADE LEVEL, THIS PROGRAM SERVED APPROXIMATELY 7,500 PHILADELPHIA SCHOOL CHILDREN IN 2013 THE FOUNDATION ALSO PROVIDES DOCENT-LED TOURS FOR SCHOOL GROUPS (KINDERGARTEN THROUGH UNDERGRADUATE PROGRAM) DURING THE ACADEMIC YEAR WHICH SERVED AN ADDITIONAL 2,500 STUDENTS IN 2013 IN ADDITION, THE FOUNDATION HAS DEVELOPED EDUCATIONAL FAMILY PROGRAMS, OFFERING 89 PROGRAMS IN 2013 WHICH SERVED 3,263 ATTENDEES EDUCATION PROGRAM EXPENSES REFLECTS A PRO-RATA SHARE OF THE DEPRECIATION OF THE NEW BUILDING, OCCUPIED SINCE 2012, WHICH HAS INCREASED THE SPACE AND IMPROVED THE FACILITIES AVAILABLE FOR EDUCATIONAL PROGRAMING, INCLUDING CLASSROOMS WITHIN THE ART GALLERIES, SEMINAR ROOMS, AND A STATE-OF-THE-ART AUDITORIUM

(Code) (Expenses \$ 1,380,837 including grants of \$) (Revenue \$ 62,169)

THE FOUNDATION OPENED ITS NEW FACILITY IN PHILADELPHIA TO THE PUBLIC IN MAY 2012 THESE EXPENSES REPRESENT COSTS TO COMPLETE ADDITIONAL PROJECTS RELATED TO THE NEW FACILITY

4d

Other program services (Describe in Schedule O)

(Expenses \$ 1,380,837 including grants of \$) (Revenue \$ 62,169)




















4e

Total program service expenses

12,172,221

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)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	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? If "Yes," complete Schedule C, Part II	4	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? If "Yes," complete Schedule C, Part III	5	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? If "Yes," complete Schedule D, Part I 	6	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? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 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? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 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? If "Yes," complete Schedule D, Part VI 	11a 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? If "Yes," complete Schedule D, Part VII 	11b	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? If "Yes," complete Schedule D, Part VIII 	11c	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? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	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)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 	13 Yes	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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? If "Yes," complete Schedule F, Parts I and IV	14b	No
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? If "Yes," complete Schedule F, Parts II and IV	15	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? If "Yes," complete Schedule F, Parts III and IV	16	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? If "Yes," complete Schedule G, Part I (see instructions) 	17 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? If "Yes," complete Schedule G, Part II 	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		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>	23	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>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) 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>	25a		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>	25b		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 so, complete Schedule L, Part II</i>	26		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>	27		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>	28a		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>	28b		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>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		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>	32		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>	33		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>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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>	35b		
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>	36		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>	37		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	38	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

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		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	86	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	209	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		3b	Yes
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year.		7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?		9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		13b	
c Enter the amount of reserves on hand.		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b	

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	14	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	14	
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?	2	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?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	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?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	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	9	No

Section B. Policies

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	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	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	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	15a	Yes
b	Other officers or key employees of the organization	15b	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?	16a	No
b	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?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	CA , CT , DE , DC , FL , IL , MA , MD , NJ , NY , PA , VA
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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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, physical address, and telephone number of the person who possesses the books and records of the organization MARGARET B ZMINDA 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130 (215) 278-7000	

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(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			
(1) DR BERNARD C WATSON CHAIRMAN	1 00	X						0	0	0
(2) JOSEPH NEUBAUER VICE CHAIRMAN	1 00	X						0	0	0
(3) SHELDON M BONOVITZ ESQ TRUSTEE	1 00	X						0	0	0
(4) THE HONORABLE JACQUELINE F ALLEN SECRETARY	1 00	X						0	0	0
(5) STEPHEN J HARMELIN ESQ TREASURER	1 00	X						0	0	0
(6) ANDRE V DUGGIN TRUSTEE	1 00	X						0	0	0
(7) AILEEN KENNEDY ROBERTS TRUSTEE	1 00	X						0	0	0
(8) DR NEIL L RUDENSTINE TRUSTEE	1 00	X						0	0	0
(9) DR BRENDA T THOMPSON TRUSTEE	1 00	X						0	0	0
(10) RAJIV SAVARA TRUSTEE (1/1/13-12/6/13)	1 00	X						0	0	0
(11) DONN G SCOTT TRUSTEE (1/1/13-12/6/13)	1 00	X						0	0	0
(12) DR ERNEST C LEVISTER JR TRUSTEE	1 00	X						0	0	0
(13) DR KHALIL GIBRAN MUHAMMAD TRUSTEE	1 00	X						0	0	0
(14) THOMAS K WHITFORD TRUSTEE	1 00	X						0	0	0
(15) TORY BURCH TRUSTEE	1 00	X						0	0	0
(16) DANIEL DILELLA TRUSTEE	1 00	X						0	0	0
(17) DEREK A GILLMAN EXECUTIVE DIRECTOR & PRES	40 00			X				346,189	0	15,660

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(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			
(18) MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO	40 00			X				179,694	0	21,680
(19) SARA GEELAN GENERAL COUNSEL AND ASST SECRETARY	40 00			X				88,353	0	7,690
(20) DIANA D DUNCAN SR VP, EXTERNAL AFFAIRS	40 00				X			261,483	0	18,748
(21) JAN ROTHSCHILD SVP FOR COMMUNICATIONS	40 00				X			199,741	0	22,512
(22) WILLIAM W MCDOWELL SR BUILDING PROJ EXEC	40 00					X		192,644	0	11,358
(23) LINDA SCRIBNER PASKIN DIRECTOR OF MAJOR GIFTS	40 00					X		182,193	0	5,989
(24) MARK R MILLS SR DIR OF EXT AFFAIRS FOR	40 00					X		113,334	0	10,412
(25) STEVEN BRADY DIRECTOR OF INFORMATION TECHNOLOGY	40 00					X		108,651	0	17,217
(26) VINCENT D'ANTONIO SNR DIR OF OPERATIONS & GROUNDS	40 00					X		110,208	0	2,555

1b	Sub-Total	▶			
c	Total from continuation sheets to Part VII, Section A	▶			
d	Total (add lines 1b and 1c)	▶	1,782,490	0	133,821

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶9

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
ALLIED BARTON SECURITY PO BOX 828854 PHILADELPHIA PA 19182	SECURITY SERVICES	1,455,051
LF DRISCOLL 9 PRESIDENTIAL BLVD BALA CYNWYD PA 19004	CONSTRUCTION AND MANAGEMENT	684,014
ELLIOTT LEWIS 2900 BLACK LAKE PLACE PHILADELPHIA PA 19154	FACILITIES MANAGEMENT	475,162
TEAM CLEAN 4747 SOUTH BROAD STREET BUILDING 1 PHILADELPHIA PA 19112	JANITORIAL SERVICES	404,806
THE LUKENS GROUP 2800 SHIRLINGTON ROAD 9TH FLOOR ARLINGTON VA 222063613	CONSULTING SERVICES	269,373

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶25

Part VIII

Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	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				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	37,315			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	8,867,251			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		8,904,566			
Program Service Revenue			Business Code				
	2a	ADMISSION, AUDIO RENTALS	900099	5,739,408	5,739,408		
	b	EDUCATION	611600	214,059	214,059		
	c	PUBLICATIONS	900004	31,280	31,280		
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		5,984,747			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,187,434		1,187,434	
	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	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)		162,307		162,307
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory		1,259,986	302,149	957,837	
	Miscellaneous Revenue		Business Code				
	11a	MISCELLANEOUS INCOME	900099	62,169	62,169		
b	LICENSING & MERCHANDISING	900099	34,544		34,544		
c							
d	All other revenue						
e	Total. Add lines 11a-11d		96,713				
12	Total revenue. See Instructions		17,595,753	6,046,916	302,149	2,342,122	

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 governments and organizations in the United States. See Part IV, line 21.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	1,707,500		1,115,341	592,159
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.	5,394,037	2,786,220	1,878,969	728,848
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	89,127	50,711	28,440	9,976
9	Other employee benefits.	662,826	375,139	182,209	105,478
10	Payroll taxes.	518,786	248,275	182,743	87,768
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	141,545	26,214	115,331	
c	Accounting.	49,245		49,245	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	213,559			213,559
f	Investment management fees.	286,666		286,666	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	3,822,522	2,387,414	965,936	469,172
12	Advertising and promotion.	369,499	369,499		
13	Office expenses.	681,576	107,569	337,816	236,191
14	Information technology.	237,902	132,256	71,117	34,529
15	Royalties.				
16	Occupancy.	1,866,386	927,724	693,656	245,006
17	Travel.	128,647	59,076	52,917	16,654
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	23,509	8,406	10,468	4,635
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	5,566,017	3,993,162	1,572,855	
23	Insurance.	485,442	202,284	283,158	
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	CREDIT CARD FEES	351,382	257,504	29,485	64,393
b	MISCELLANEOUS	262,497	125,341	46,031	91,125
c	SUPPLIES	255,673	115,427	121,845	18,401
d	EQUIPMENT RENTAL	169,797		169,797	
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	23,284,140	12,172,221	8,194,025	2,917,894
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 X

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		106,175	1	296,593
	2	Savings and temporary cash investments		13,402,671	2	14,815,897
	3	Pledges and grants receivable, net		21,103,546	3	12,839,942
	4	Accounts receivable, net		59,218	4	61,938
	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		713,998	8	860,260
	9	Prepaid expenses and deferred charges		347,118	9	677,483
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a140,772,059			
	b	Less accumulated depreciation	10b17,789,949	127,955,276	10c	122,982,110
	11	Investments—publicly traded securities		40,141,807	11	48,661,474
	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		6,667,127	15	6,607,423
	16	Total assets. Add lines 1 through 15 (must equal line 34)		210,496,936	16	207,803,120
Liabilities	17	Accounts payable and accrued expenses		2,815,952	17	2,181,001
	18	Grants payable			18	
	19	Deferred revenue			19	
	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		2,815,952	26	2,181,001
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		139,094,753	27	133,639,945
	28	Temporarily restricted net assets		34,873,564	28	25,400,841
	29	Permanently restricted net assets		33,712,667	29	46,581,333
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	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		207,680,984	33	205,622,119
	34	Total liabilities and net assets/fund balances		210,496,936	34	207,803,120

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	17,595,753
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,284,140
3	Revenue less expenses Subtract line 2 from line 1	3	-5,688,387
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	207,680,984
5	Net unrealized gains (losses) on investments	5	3,629,522
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	205,622,119

Part XII Financial Statements and Reporting

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

		Yes	No
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		
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	2a	No
2b	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	2b	Yes
2c	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	2c	Yes
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?	3a	No
3b	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	3b	

SCHEDULE A

(Form 990 or 990EZ)

Department of the
Treasury
Internal Revenue Service

Public Charity Status and Public Support

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. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization THE BARNES FOUNDATION	Employer identification number 23-6000149
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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 11, check only one box)

1	<input type="checkbox"/>	A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2	<input checked="" type="checkbox"/>	A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7	<input type="checkbox"/>	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	<input type="checkbox"/>	A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
9	<input type="checkbox"/>	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)
10	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See section 509(a)(4).
11	<input type="checkbox"/>	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 that describes the type of supporting organization and complete lines 11e through 11h a <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated
e	<input type="checkbox"/>	By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
f	<input type="checkbox"/>	If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g	<input type="checkbox"/>	Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? (ii) A family member of a person described in (i) above? (iii) A 35% controlled entity of a person described in (i) or (ii) above?
h	<input type="checkbox"/>	Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	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, or 8 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 IV)						
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 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2012 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2013. 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						▶
b 33 1/3% support test—2012. 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						▶
17a 10%-facts-and-circumstances test—2013. 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 IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2012. 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 IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
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						▶

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 IV.)						
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 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. 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 ▶		
b 33 1/3% support tests—2012. 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 ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation	
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2013

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" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate 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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

Conservation Easements. Complete if the organization answered "Yes" to 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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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, and enforcing conservation easements during the year ▶ _____

7

Amount of expenses incurred in monitoring, inspecting, 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" to 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) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ 5,775,386

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

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2013

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

d

☐ Loan or exchange programs

b

☒ Scholarly research

e

☒ Other EDUCATION

c

☒ Preservation for future generations
- 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" to 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
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ 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" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	36,075,517	23,985,525	8,241,195	3,718,087	3,607,301
b Contributions	12,868,666	10,629,469	16,555,338	4,118,500	224,833
c Net investment earnings, gains, and losses	4,109,378	2,682,831	40,742	700,433	20,820
d Grants or scholarships					
e Other expenditures for facilities and programs	1,685,942	1,222,308	851,750	295,825	134,867
f Administrative expenses					
g End of year balance	51,367,619	36,075,517	23,985,525	8,241,195	3,718,087

- 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

90 680 %

c

Temporarily restricted endowment

9 320 %
- The percentages in 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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

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' to 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 | | 136,024,822 | 14,716,412 | 121,308,410 |
| c Leasehold improvements | | | | |
| d Equipment | | 602,938 | 334,534 | 268,404 |
| e Other | | 3,967,910 | 2,739,003 | 1,228,907 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 122,982,110 |
- Schedule D (Form 990) 2013

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

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

1	Total revenue, gains, and other support per audited financial statements	1	22,023,621
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,629,522
b	Donated services and use of facilities	2b	139,971
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	945,041
e	Add lines 2a through 2d	2e	4,714,534
3	Subtract line 2e from line 1	3	17,309,087
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	286,666
c	Add lines 4a and 4b	4c	286,666
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	17,595,753

Part XII

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

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

1	Total expenses and losses per audited financial statements	1	24,082,486
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	139,971
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	945,041
e	Add lines 2a through 2d	2e	1,085,012
3	Subtract line 2e from line 1	3	22,997,474
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	
b	Other (Describe in Part XIII)	4b	286,666
c	Add lines 4a and 4b	4c	286,666
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	23,284,140

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
PART III, LINE 1A	THE FOUNDATION OWNS A COLLECTION OF PAINTINGS, SCULPTURES, ANTIQUES AND OTHER OBJECTS OF ART. 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. THE FOUNDATION HAS DETERMINED THAT IT IS NOT PRACTICAL TO ESTABLISH A FAIR VALUE OF THE FOUNDER'S ORIGINAL CONTRIBUTION BECAUSE RECORDS OF THE FAIR VALUE AT THE DATE OF THE CONTRIBUTION ARE UNRELIABLE OR DO NOT EXIST.
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 PRICIPLES OF AESTHETIC APPEAL OF PLANTS COMBINED WITH A BASE IN BOTANY, HORTICULTURE AND LANDSCAPE DESIGN.
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.
PART X, LINE 2	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 \$7,214 IN 2013 AND \$0 IN 2012. MANAGEMENT HAS EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE FOUNDATION HAD TAKEN NO 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, 2013 AND 2012. THE FOUNDATION FILES INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION. GENERALLY, THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2010.
PART XI, LINE 2D - OTHER ADJUSTMENTS	COST OF GOODS SOLD 945,041
PART XI, LINE 4B - OTHER ADJUSTMENTS	INVESTMENT EXPENSE 286,666
PART XII, LINE 2D - OTHER ADJUSTMENTS	COST OF GOODS SOLD 945,041

[illegible]

SCHEDULE E
(Form 990 or 990-EZ)

Schools

►Complete if the organization answered "Yes" to 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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I		YES	NO	
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?	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?	4a	Yes	
	a Records indicating the racial composition of the student body, faculty, and administrative staff?	4b	Yes	
	b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	4c	Yes	
	c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	4d	Yes	
	d Copies of all material used by the organization or on its behalf to solicit contributions? 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	5a	No
		a Students' rights or privileges?	5b	No
b Admissions policies?		5c	No	
c Employment of faculty or administrative staff?		5d	No	
d Scholarships or other financial assistance?		5e	No	
e Educational policies?		5f	No	
f Use of facilities?		5g	No	
g Athletic programs?		5h	No	
h Other extracurricular activities? 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? If you answered "Yes" to either line 6a or line 6b, explain on Part II	6b	No	
	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 III Supplemental Information. Provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to 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 HAS BEEN PUBLICLY DISSEMINATED AND PUBLICIZED IN BARNES FOUNDATION MATERIALS, AS APPROPRIATE, TO ALL COMMUNITIES SERVED BY THE BARNES FOUNDATION.
SCHEDULE E, PART I, LINE 6	THE ORGANIZATION RECEIVES GRANTS FROM THE PENNSYLVANIA COUNCIL ON THE ARTS FOR \$37,135.

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

OMB No 1545-0047

2013

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" to 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.

a

☒

Mail solicitations

e

☐

Solicitation of non-government grants

b

☒

Internet and email solicitations

f

☐

Solicitation of government grants

c

☒

Phone solicitations

g

☐

Special fundraising events

d

☐

In-person solicitations

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 THE LUKENS GROUP 2800 SHIRLINGTON ROAD 9TH FLOOR ARLINGTON, VA 22206	PROVIDES DATA BASE CONSULTING FOR DIRECT MAIL, TELEPHONE AND		No	293,547	269,373	24,174
2 SD&A TELESERVICES INC 5757 W CENTURY BLVD LOS ANGELES, CA 90045	PROVIDES DATA BASE CONSULTING FOR TELEPHONE		No	33,315	21,686	11,629
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶				326,862	291,059	35,803

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" to 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.

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

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash 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	
	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 operates gaming activities _____

a Is the organization licensed to operate 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 _____

Does the organization operate 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 operated in

a	The organization's facility	13a	%
b	An outside facility	13b	%

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

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
THE BARNES FOUNDATION

Employer identification number
23-6000149

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>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</div></div>		No
<div><div>2</div><div>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?</div></div>	Yes	
<div><div>3</div><div>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</div><div><div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>		No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>		No
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div><div>6</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div><div>7</div><div>For persons listed in 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</div></div>		No
<div><div>8</div><div>Were any amounts reported in 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</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>		

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 in 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 reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)DEREK A GILLMAN EXECUTIVE DIRECTOR & PRES	(i)	290,439	55,750	0	0	15,660	361,849	0
	(ii)	0	0	0	0	0	0	0
(2)MARGARET B ZMINDA EXECUTIVE VP, CFO AND COO	(i)	179,694	0	0	5,769	15,911	201,374	0
	(ii)	0	0	0	0	0	0	0
(3)DIANA D DUNCAN SR VP, EXTERNAL AFFAIRS	(i)	221,483	40,000	0	16,559	2,189	280,231	0
	(ii)	0	0	0	0	0	0	0
(4)JAN ROTHSCHILD SVP FOR COMMUNICATIONS	(i)	199,741	0	0	6,491	16,021	222,253	0
	(ii)	0	0	0	0	0	0	0
(5)WILLIAM W MCDOWELL SR BUILDING PROJ EXEC	(i)	142,644	50,000	0	3,554	7,804	204,002	0
	(ii)	0	0	0	0	0	0	0
(6)LINDA SCRIBNER PASKIN DIRECTOR OF MAJOR GIFTS	(i)	162,193	20,000	0	4,946	1,043	188,182	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
PART I, LINE 1A	THESE PAYMENTS ARE RELATED TO THE PRESIDENT'S EMPLOYMENT CONTRACT

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons
▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization
THE BARNES FOUNDATION

Employer identification number
23-6000149

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.					
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.					
(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ARAMARK CORPORATION	A TRUSTEE OF THE BARNES FDTN SERVES AS CHAIRMAN OF THE BOARD OF ARAMARK	397,307	THE BARNES FOUNDATION HAS RETAINED ARAMARK CORP FOR VARIOUS FOOD SERVICES CONSISTENT WITH THE CONFLICT OF INTEREST POLICY ESTABLISHED BY THE BARNES FOUNDATION, THE INTERESTED PERSON WAS EXCLUDED FROM PARTICIPATION IN ANY AND ALL DISCUSSIONS REGARDING THE DECISION TO RETAIN ARAMARK CORP THE SELECTION OF ARAMARK CORP AS A FOOD SERVICE PROVIDER WAS MADE PURSUANT TO A COMPETITIVE BIDDING PROCESS LED BY AN INDEPENDENT CONSULTANT, AND APPROVED BY THE BOARD OF TRUSTEES, WITH THE INTERESTED PERSON RECUSED FROM PARTICIPATION PAYMENTS REFLECTED IN LINE 1 ABOVE CONSIST OF COMMISSIONS PAID TO THE BARNES FOUNDATION BY ARAMARK CORPORATION ON CATERING REVENUES		No
(2) ARAMARK CORPORATION	A TRUSTEE OF THE BARNES FDTN SERVES AS CHAIRMAN OF THE BOARD OF ARAMARK	229,545	TRANSACTIONS AND PROCESS AS ABOVE PAYMENTS REFLECTED IN LINE 2 ABOVE CONSIST OF AMOUNTS PAID TO ARAMARK CORP BY BARNES FOUNDATION FOR CATERING AND RESTAURANT SERVICES		No

Part V Supplemental Information	
Provide additional information for responses to questions on Schedule L (see instructions)	
Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 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

2013

**Open to Public
Inspection**

Name of the organization
THE BARNES FOUNDATION

Employer identification number

23-6000149

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4	THE FOUNDATION AMENDED ITS BY-LAWS TO ELIMINATE REFERENCES TO THE PROCESS BY WHICH THE FOUNDATION'S BOARD OF TRUSTEES WOULD GROW FROM 5 TO 15, AS THAT PROCESS HAD BEEN COMPLETED. ADDITIONALLY, THE BY-LAWS WERE REVISED TO INCLUDE DESCRIPTIONS OF THE ROLES AND RESPONSIBILITIES OF SEVERAL STANDING COMMITTEES, INCLUDING AN AUDIT COMMITTEE, AND OF THE OFFICERS OF THE FOUNDATION. FINALLY, THE REVISIONS INCLUDED UPDATES TO THE SECTIONS ON CONFLICTS OF INTEREST, AND LIMITATION OF LIABILITY AND INDEMNIFICATION OF TRUSTEES.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	THE BARNES FOUNDATION 990 IS PREPARED BY AN INDEPENDENT FIRM AND A DRAFT IS PRESENTED TO THE EXECUTIVE VICE PRESIDENT, CFO AND COO (A MEMBER OF MANAGEMENT) FOR FINAL REVIEW 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 AND THEN SUBMITS FORM 990 TO THE IRS

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.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	THE BARNES FOUNDATION PERFORMS A REVIEW OF COMPENSATION AND BENEFITS PACKAGES (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. THE SALARY AND BENEFITS FOR THE EXECUTIVE DIRECTOR AND PRESIDENT ARE DETERMINED PURSUANT TO AN EMPLOYMENT AGREEMENT. IN ADDITION, IN 2013, AN INDEPENDENT HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES REVIEWED THE SALARIES OF THE EXECUTIVE DIRECTOR, OFFICERS, KEY EMPLOYEES AND HIGHEST COMPENSATED EMPLOYEES FOR 2013 AND 2014, CONSIDERING COMPARABILITY DATA AND A REPORT OF AN INDEPENDENT COMPENSATION CONSULTANT.

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, DIRECTED TO THE FOLLOWING GENERAL COUNSEL (A MEMBER OF MANAGEMENT), BARNES FOUNDATION, 2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	FEES FOR SERVICES (OTHER-SECURITY) PROGRAM SERVICE EXPENSES 993,153 MANAGEMENT AND GENERAL EXPENSES 497,631 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,490,784 FEES FOR SERVICES (OTHER) PROGRAM SERVICE EXPENSES 1,394,261 MANAGEMENT AND GENERAL EXPENSES 468,305 FUNDRAISING EXPENSES 469,172 TOTAL EXPENSES 2,331,738

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	THERE IS NO CHANGE TO THIS PROCESS FROM THE PRIOR YEAR