

EXTENDED TO NOVEMBER 16, 2020

Form **990**
(Rev. January 2020)
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning and ending**B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

THE BARNES FOUNDATION

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

2025 BENJAMIN FRANKLIN PARKWAY

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

PHILADELPHIA, PA 19130

F Name and address of principal officer: THOMAS COLLINS

SAME AS C ABOVE

D Employer identification number

23-6000149

E Telephone number

215-278-7000

G Gross receipts \$

54,406,848.

H(a) Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: WWW.BARNESFOUNDATION.ORG**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: 1922 **M** State of legal domicile: PA**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS AND HORTICULTURE.	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	13
	4	Number of independent voting members of the governing body (Part VI, line 1b)	13
	5	Total number of individuals employed in calendar year 2019 (Part V, line 2a)	303
	6	Total number of volunteers (estimate if necessary)	162
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	1,195,580.
	7b	Net unrelated business taxable income from Form 990-T, line 39	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 22,261,123. Current Year: 14,268,162.
	9	Program service revenue (Part VIII, line 2g)	6,650,916. 6,439,435.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,881,003. 3,122,680.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	730,436. 733,875.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	36,523,478. 24,564,152.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	10,001,172. 10,148,208.
	16a	Professional fundraising fees (Part IX, column (A), line 11a)	310,088. 315,787.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,378,358.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	14,852,687. 14,262,054.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	25,163,947. 24,726,049.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	11,359,531. -161,897.
	20	Total assets (Part X, line 16)	Beginning of Current Year: 204,717,439. End of Year: 214,994,378.
	21	Total liabilities (Part X, line 26)	3,224,451. 2,815,717.
	22	Net assets or fund balances. Subtract line 21 from line 20	201,492,988. 212,178,661.

Part II Signature Block

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

Sign Here	Signature of officer	Date
	MARGARET B. ZMINDA, EXECUTIVE VP, CFO AND COO	11/9/2020
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature
	LYNNE JOHNSON	10/29/2020
	Firm's name ▶ RSM US LLP	Firm's EIN ▶ 42-0714325
	Firm's address ▶ 30 SOUTH 17TH STREET, SUITE 710 PHILADELPHIA, PA 19103	Phone no. 215-765-4600

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

932001 01-20-20

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2019)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

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

☒ X

- 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.

- 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 \$ 7,662,824. including grants of \$) (Revenue \$ 48,774.)

THE FOUNDATION ENGAGES IN AN ACTIVE PROGRAM OF COLLECTION CARE AND CONSERVATION. THE BARNES ART COLLECTION COMPRISES OVER 8,000 WORKS OF FINE AND DECORATIVE ARTS, INCLUDING PAINTINGS, FRAMES, WORKS ON PAPER, FURNITURE AND DECORATIVE METALWORK. THE FOUNDATION'S PHILADELPHIA FACILITY INCLUDES A STATE-OF-THE-ART PAINTING CONSERVATION LAB. IN 2019, THE BARNES CONTINUED ITS WORK ON PRESERVATION OF ITS 365 WORKS OF ART ON PAPER, 280 OF WHICH ARE PERMANENTLY INSTALLED IN THE COLLECTION GALLERY. IN DECEMBER, PAUL CEZANNE'S THE LARGE BATHERS RETURNED TO THE MAIN GALLERY FOLLOWING A YEAR IN THE FOUNDATION'S CONSERVATION LAB FOR STUDY AND TREATMENT. THE BARNES HAS BEGUN A RIGOROUS FIVE-YEAR PROGRAM OF CONSERVATION TREATMENT, TECHNICAL ANALYSIS, AND RELATED COLLECTION RESEARCH ON OUR HOLDINGS OF WORKS BY PAUL CEZANNE, CHAIM SOUTINE,

4b (Code:) (Expenses \$ 7,738,960. including grants of \$) (Revenue \$ 5,486,997.)

THE FOUNDATION'S PERMANENT COLLECTION GALLERY IN PHILADELPHIA IS OPEN TO THE PUBLIC SIX DAYS PER WEEK, WITH 2019 VISITATION OF APPROXIMATELY 235,900 VISITORS. APPROXIMATELY 18% OF THOSE VISITORS WERE MEMBERSHIP SUPPORTERS OF THE BARNES FOUNDATION. A RETAIL STORE SELLS REPRODUCTIONS, PUBLICATIONS AND OTHER ITEMS RELATED TO THE ART COLLECTION. THE FOUNDATION ALSO PROVIDES ENTERTAINING PRIVILEGES TO ITS MEMBERS, HOSTING APPROXIMATELY 250 SPECIAL EVENTS WITH APPROXIMATELY 18,000 GUESTS IN 2019. THE ART TEAM AND GALLERY GUIDES, A GROUP OF ARTISTS AND ART HISTORIANS WHOSE PRIMARY FUNCTION IS TO PROVIDE VISITORS WITH INFORMATION ABOUT THE COLLECTION AND ITS HISTORY, ARE STATIONED IN THE GALLERIES AND AVAILABLE TO ALL VISITORS.

4c (Code:) (Expenses \$ 3,106,488. including grants of \$) (Revenue \$ 261,207.)

THE BARNES-DE MAZIA EDUCATION PROGRAM BUILDS ON DR. ALBERT BARNES'S GROUNDBREAKING APPROACH TO TEACHING VISUAL LITERACY AND THE CURRICULUM DEVELOPED BY DR. BARNES, VIOLETTE DE MAZIA, AND JOHN DEWEY, WHICH EMPHASIZES THE FORMAL ANALYSIS OF ART AND REFLECTS PROGRESSIVE EDUCATION PHILOSOPHIES OF THE 1920S. THIS PIONEERING EDUCATION PROGRAM FOR ADULTS WAS EXPANDED IN 2016 TO INCLUDE NEW COURSE OFFERINGS THAT COMPLEMENT THE BARNES METHOD AND HIGHLIGHT OTHER INTERPRETIVE APPROACHES. ENROLLMENT IN ADULT EDUCATION CLASSES CONTINUED TO GROW DURING 2019, AS DID THE VARIETY OF COURSE OFFERINGS. THE PROGRAM EXPERIENCED THE HIGHEST ENROLLMENT YET, WITH MORE THAN 1,200 STUDENTS PARTICIPATING IN 54 CLASSES, INCLUDING TRADITIONAL COLLECTION FOCUSED COURSES AND THOSE RELATING TO SPECIAL EXHIBITIONS. THE BARNES ALSO

- 4d Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 18,508,272.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	X	
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
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>	X	
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>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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>		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
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, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
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>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
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>		X
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>		X
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>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
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>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note: All Form 990 filers are required to complete Schedule O

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
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	2a	303
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	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	X
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	X
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
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	X
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	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
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	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring 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	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N.	15	X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X

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

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9
1a Enter the number of voting members of the governing body at the end of the tax year	13											
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 on Schedule O.												
b Enter the number of voting members included on line 1a, above, who are independent		13										
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?												
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?												
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?												
5 Did the organization become aware during the year of a significant diversion of the organization's assets?												
6 Did the organization have members or stockholders?												
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?												
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?												
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:												
a The governing body?												
b Each committee with authority to act on behalf of the governing body?												
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 on Schedule O												

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

	10a	10b	11a	12a	12b	12c	13	14	15a	15b	16a	16b
10a Did the organization have local chapters, branches, or affiliates?												
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?												
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?												
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												
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?												
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done												
13 Did the organization have a written whistleblower policy?												
14 Did the organization have a written document retention and destruction policy?												
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												
b Other officers or key employees of the organization												
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?												
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?												

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA, CO, CT, DC, DE, FL, GA, IL, MA, MD, MN, NC**

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records **MARGARET B. ZMINDA - 215-278-7000**
2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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, and 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.
- See instructions for the order in which to list the persons above.

☐ 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 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) AILEEN KENNEDY ROBERTS VICE CHAIRMAN, TRUSTEE	1.00 0.00	X		X				0.	0.	0.
(2) CATHERINE HUGHES TRUSTEE	1.00 0.00	X						0.	0.	0.
(3) DANIEL DILELLA TRUSTEE	1.00 0.00	X						0.	0.	0.
(4) DR. BRENDA T. THOMPSON TRUSTEE	1.00 0.00	X						0.	0.	0.
(5) CHRISTINE POGGI, PHD TRUSTEE	1.00 0.00	X						0.	0.	0.
(6) JOHN ALCHIN TRUSTEE	1.00 0.00	X						0.	0.	0.
(7) JOHN J. AGLIALORO TRUSTEE	1.00 0.00	X						0.	0.	0.
(8) JOHN MCFADDEN, ESQ TRUSTEE	1.00 0.00	X						0.	0.	0.
(9) JOSEPH NEUBAUER CHAIRMAN, TRUSTEE	1.00 0.00	X		X				0.	0.	0.
(10) SHELDON M. BONOVIK, ESQ TRUSTEE	1.00 0.00	X						0.	0.	0.
(11) STEPHEN J. HARMELIN, ESQ TREASURER, TRUSTEE	1.00 0.00	X		X				0.	0.	0.
(12) THE HON. JACQUELINE F. ALLEN SECRETARY, TRUSTEE	1.00 0.00	X		X				0.	0.	0.
(13) PAMELA D. BUNDY TRUSTEE	1.00 0.00	X						0.	0.	0.
(14) THOMAS COLLINS EXECUTIVE DIRECTOR & PRESIDENT	40.00 0.00			X				428,358.	0.	29,877.
(15) MARGARET B. ZMINDA EXECUTIVE VP, CFO AND COO	40.00 0.00			X				267,669.	0.	30,264.
(16) SARA GEELAN DEP DIR, GEN COUNSEL, ASST SECRETARY	40.00 0.00			X				245,490.	0.	30,935.
(17) NINA DIEFENBACH DEPUTY DIRECTOR OF ADVANCEMENT	40.00 0.00				X			331,006.	0.	13,400.

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 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) VINCENT D'ANTONIO SENIOR DIRECTOR OF OPERATIONS	40.00 0.00				X			191,927.	0.	8,630.
(19) NANCY IRESO DEP DIR FOR COLLECTIONS, EXHIBITIONS	40.00 0.00				X			198,781.	0.	12,459.
(20) MARTHA LUCY DEP DIR FOR EDUCATION, PUBLIC PROGRAM	40.00 0.00					X		141,344.	0.	3,601.
(21) WILLIAM CARY DIRECTOR OF ANNUAL GIVING	40.00 0.00					X		141,979.	0.	6,322.
(22) STEVEN BRADY CHIEF TECHNOLOGY OFFICER	40.00 0.00				X			140,443.	0.	34,875.
(23) GEORGETTE C. HAMATY DIRECTOR OF FOUNDATION RELATIONS	40.00 0.00				X			131,721.	0.	23,606.
(24) SHERONDA WHITAKER DIRECTOR OF HUMAN RESOURCES	40.00 0.00				X			126,374.	0.	5,857.
1b Subtotal								2,345,092.	0.	199,826.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,345,092.	0.	199,826.

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

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- 3 Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 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? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

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 UNIVERSAL SECURITY SERVICES P.O. BOX 828854, PHILADELPHIA, PA 19182	SECURITY	1,267,564.
CLEAN TECH SERVICES, INC., 114 CHESTNUT STREET, 5TH FLOOR, PHILADELPHIA, PA 19130	CLEANING SERVICES	525,323.
CONSTELLATION CULINARY GROUP 667 N. BROAD STREET, PHILADELPHIA, PA 19130	CATERING/FOOD SERVICE	498,718.
ELLIOT-LEWIS CORPORATION, 2900 BLACK LAKE PLACE, PHILADELPHIA, PA 19154	FACILITIES MGMT.	463,514.
DANILLER & COMPANY, 3724 JEFFERSON STREET, SUITE 302, AUSTIN, TX 78731	FUNDRAISING SERVICES	315,787.

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

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	648,590.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	81,575.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	13,537,997.				
	g Noncash contributions included in lines 1a-1f	1g	\$ 43,150.				
	h Total. Add lines 1a-1f			14,268,162.			
Program Service Revenue		Business Code					
	2 a ADMISSIONS		900099	3,122,075.	3,122,075.		
	b MEMBERSHIP		900099	1,704,846.	1,704,846.		
	c SPECIAL EVENTS		900099	1,302,533.		959,863.	342,670.
	d EDUCATION		611600	261,207.	261,207.		
	e PUBLICATIONS		900004	48,774.	48,774.		
	f All other program service revenue						
	g Total. Add lines 2a-2f			6,439,435.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,768,251.			1,768,251.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
			(i) Real (ii) Personal				
	6 a Gross rents	6a					
	b Less: rental expenses	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
		7a	30,218,744.				
	b Less: cost or other basis and sales expenses	7b	28,864,315.				
	c Gain or (loss)	7c	1,354,429.				
	d Net gain or (loss)			1,354,429.			1,354,429.
	8 a Gross income from fundraising events (not including \$ 648,590. of contributions reported on line 1c). See Part IV, line 18						
		8a	49,256.				
	b Less: direct expenses	8b	224,372.				
c Net income or (loss) from fundraising events			-175,116.			-175,116.	
9 a Gross income from gaming activities. See Part IV, line 19							
	9a						
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances							
	10a	1,458,421.					
b Less: cost of goods sold	10b	754,009.					
c Net income or (loss) from sales of inventory			704,412.	468,695.	235,717.		
Miscellaneous Revenue		Business Code					
	11 a MISCELLANEOUS INCOME		900099	191,381.	191,381.		
	b LICENSING & MERCHANDISING		900099	13,198.			13,198.
	c						
	d All other revenue						
	e Total. Add lines 11a-11d			204,579.			
12 Total revenue. See instructions			24,564,152.	5,796,978.	1,195,580.	3,303,432.	

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

☒ X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,788,795.	1,061,537.	309,369.	417,889.
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	6,650,471.	3,963,976.	1,122,928.	1,563,567.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	170,627.	130,379.	19,350.	20,898.
9 Other employee benefits	866,514.	383,882.	252,609.	230,023.
10 Payroll taxes	671,801.	513,336.	76,185.	82,280.
11 Fees for services (nonemployees):				
a Management				
b Legal	18,106.	5,068.	13,035.	3.
c Accounting	111,000.		111,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	315,787.			315,787.
f Investment management fees	268,102.		268,102.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,852,321.	2,648,596.	150,624.	53,101.
12 Advertising and promotion	512,517.	506,564.	2,453.	3,500.
13 Office expenses	184,171.	115,344.	30,047.	38,780.
14 Information technology	471,679.	360,553.	53,426.	57,700.
15 Royalties				
16 Occupancy	2,448,146.	2,360,777.	85,618.	1,751.
17 Travel	276,463.	245,142.	18,812.	12,509.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	36,662.	24,774.	663.	11,225.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,170,438.	4,974,240.	193,776.	2,422.
23 Insurance	459,497.	394,054.	31,463.	33,980.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PRINTING & POSTAGE	335,166.	128,553.	11,420.	195,193.
b EVENT EXPENSES	322,832.	74,581.	1,998.	246,253.
c CREDIT CARD FEES	318,621.	229,619.	17,547.	71,455.
d CONSERVATION & EXHIBITS	249,422.	249,422.		
e All other expenses	226,911.	137,875.	68,994.	20,042.
25 Total functional expenses. Add lines 1 through 24e	24,726,049.	18,508,272.	2,839,419.	3,378,358.
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 ☐ 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

☒ X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	2,074,046.	2	950,593.
	3 Pledges and grants receivable, net	16,871,493.	3	12,496,660.
	4 Accounts receivable, net	109,546.	4	73,035.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	1,027,080.	8	934,446.
	9 Prepaid expenses and deferred charges	825,907.	9	1,307,550.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 147,706,693.		
	b Less: accumulated depreciation	10b 47,309,803.		
	11 Investments - publicly traded securities	104,621,378.	10c	100,396,890.
	12 Investments - other securities. See Part IV, line 11	73,400,556.	11	93,051,020.
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	5,787,433.	14	
16 Total assets. Add lines 1 through 15 (must equal line 33)	204,717,439.	15	5,784,184.	
Liabilities	17 Accounts payable and accrued expenses	1,784,924.	16	214,994,378.
	18 Grants payable		17	1,742,772.
	19 Deferred revenue	1,439,527.	18	
	20 Tax-exempt bond liabilities		19	1,072,945.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		20	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		21	
	23 Secured mortgages and notes payable to unrelated third parties		22	
	24 Unsecured notes and loans payable to unrelated third parties		23	
	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		24	
	26 Total liabilities. Add lines 17 through 25	3,224,451.	25	
	Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> X and complete lines 27, 28, 32, and 33.		26
27 Net assets without donor restrictions		113,254,299.	27	110,122,675.
28 Net assets with donor restrictions		88,238,689.	28	102,055,986.
Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.				
29 Capital stock or trust principal, or current funds			29	
30 Paid-in or capital surplus, or land, building, or equipment fund			30	
31 Retained earnings, endowment, accumulated income, or other funds			31	
32 Total net assets or fund balances		201,492,988.	32	212,178,661.
33 Total liabilities and net assets/fund balances	204,717,439.	33	214,994,378.	

Form 990 (2019)

Part XI Reconciliation of Net AssetsCheck 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	24,564,152.
2	Total expenses (must equal Part IX, column (A), line 25)	2	24,726,049.
3	Revenue less expenses. Subtract line 2 from line 1	3	-161,897.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	201,492,988.
5	Net unrealized gains (losses) on investments	5	10,847,570.
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 on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	212,178,661.

Part XII Financial Statements and ReportingCheck 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		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	X	
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?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits		

Form 990 (2019)

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.**

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

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

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

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

f Enter the number of supported organizations

g Provide the following information about the supported organization(s).

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, 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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2019. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2019.** 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 - 2018.** 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 Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

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

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

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

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

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

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

- 7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

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

Section D - Distributions			Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2019 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1	Distributable amount for 2019 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2019			
a	From 2014			
b	From 2015			
c	From 2016			
d	From 2017			
e	From 2018			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2019 distributable amount			
i	Carryover from 2014 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2019 from Section D, line 7. \$			
a	Applied to underdistributions of prior years			
b	Applied to 2019 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2019, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6	Remaining underdistributions for 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7	Excess distributions carryover to 2020. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2015			
b	Excess from 2016			
c	Excess from 2017			
d	Excess from 2018			
e	Excess from 2019			

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2019
Open to Public
Inspection

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (for example, recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB 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 FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

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

a Revenue included on Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

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

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):

- a ☒ Public exhibition
 b ☒ Scholarly research
 c ☒ Preservation for future generations
 d ☒ Loan or exchange program
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☒ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	72,037,281.	69,130,963.	61,884,200.	62,264,076.	57,589,383.
b Contributions	10,587,944.	10,907,504.	1,603,196.	12,864.	10,169,556.
c Net investment earnings, gains, and losses	13,679,829.	-4,634,186.	8,809,304.	2,784,075.	-2,306,429.
d Grants or scholarships					
e Other expenditures for facilities and programs	3,522,533.	3,367,000.	3,165,737.	3,176,815.	3,188,434.
f Administrative expenses					
g End of year balance	92,782,521.	72,037,281.	69,130,963.	61,884,200.	62,264,076.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ☒ 2.60 %
 b Permanent endowment ☒ 97.40 %
 c Term endowment ☒ .00 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) Unrelated organizations

(ii) Related organizations

	Yes	No
3a(i)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3a(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

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

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		162,889.		162,889.
b Buildings		139,435,046.	41,277,949.	98,157,097.
c Leasehold improvements				
d Equipment		1,381,955.	616,309.	765,646.
e Other		6,726,803.	5,415,545.	1,311,258.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				100,396,890.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	39,655,888.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	10,847,570.
b	Donated services and use of facilities	2b	3,533,887.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	485,907.
e	Add lines 2a through 2d	2e	14,867,364.
3	Subtract line 2e from line 1	3	24,788,524.
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	-224,372.
c	Add lines 4a and 4b	4c	-224,372.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	24,564,152.

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

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

1	Total expenses and losses per audited financial statements	1	28,970,215.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	3,533,887.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	978,381.
e	Add lines 2a through 2d	2e	4,512,268.
3	Subtract line 2e from line 1	3	24,457,947.
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	268,102.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	268,102.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	24,726,049.

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.

PART III, LINE 1A:

THE FOUNDATION OWNS A COLLECTION OF PAINTINGS, SCULPTURES, ANTIQUES AND

OTHER OBJECTS OF ART. THE FOUNDATION HAS CAPITALIZED COLLECTION ITEMS

PURCHASED DIRECTLY BY THE FOUNDATION AT COST, AND THOSE CONTRIBUTED OTHER

THAN BY ITS FOUNDER AT THE FAIR MARKET VALUE ON THE DATE OF THE GIFT.

SUBSTANTIALLY ALL OF THE COLLECTION OBJECTS WERE DONATED TO THE FOUNDATION

BY ITS FOUNDER AND ARE RECORDED AT A \$1 NOMINAL VALUE, IN ACCORDANCE WITH

A RESOLUTION OF THE BOARD OF TRUSTEES AT THE TIME OF THE GIFT. THE

FOUNDATION HAS DETERMINED THAT IT IS NOT PRACTICAL TO ESTABLISH A FAIR

VALUE OF THE FOUNDER'S ORIGINAL CONTRIBUTION AS OF THE DATE OF THE GIFT

BECAUSE RECORDS RELATING TO THE FAIR VALUE AT THE DATE OF THE CONTRIBUTION

ARE UNRELIABLE OR DO NOT EXIST.

Part XIII Supplemental Information (continued)

PART III, LINE 4:

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

PART V, LINE 4:

THE INCOME FROM THE FOUNDATION'S PERMANENTLY RESTRICTED ENDOWMENT FUNDS IS INTENDED TO SUPPORT THE FOUNDATION'S PROGRAM OF COLLECTION CARE, SCHOLARLY ACTIVITIES, EDUCATION AND UNRESTRICTED OPERATING COSTS.

PART X, LINE 2:

INCOME TAXES: THE FOUNDATION IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. IN ADDITION, THE FOUNDATION QUALIFIES FOR CHARITABLE CONTRIBUTION DEDUCTIONS AND HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION. INCOME, WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES. THE FOUNDATION DID NOT PAY ANY UNRELATED BUSINESS INCOME TAXES IN 2019 OR IN 2018.

MANAGEMENT HAS EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE FOUNDATION HAD TAKEN NO MATERIAL UNCERTAIN TAX POSITIONS THAT REQUIRE

Part XIII Supplemental Information *(continued)*

ADJUSTMENT TO THE FINANCIAL STATEMENTS. CONSEQUENTLY, NO ACCRUAL FOR INTEREST AND PENALTIES WAS DEEMED NECESSARY FOR THE YEARS ENDED DECEMBER 31, 2019 OR 2018. THE FOUNDATION FILES INCOME TAX RETURNS IN THE UNITED STATES FEDERAL JURISDICTION. GENERALLY, THE FOUNDATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE UNITED STATES FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2016.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	754,009.
INVESTMENT EXPENSES	-268,102.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	485,907.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT DIRECT EXPENSES REPORTED ON FORM 990, PART

VIII, LINE 8B	-224,372.
---------------	-----------

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	754,009.
SPECIAL EVENT DIRECT EXPENSES REPORTED ON FORM 990, PART	
VIII, LINE 8B	224,372.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	978,381.

SCHEDULE E
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schools

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

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

► **Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I

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

SEE PART II

- 4 Does the organization maintain the following?
- a Records indicating the racial composition of the student body, faculty, and administrative staff?
- b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
- c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
- 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:

- a Students' rights or privileges?
- b Admissions policies?
- c Employment of faculty or administrative staff?
- d Scholarships or other financial assistance?
- e Educational policies?
- f Use of facilities?
- g Athletic programs?
- 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?
- b Has the organization's right to such aid ever been revoked or suspended?
- If you answered "Yes" on either line 6a or line 6b, explain on Part II.
- 7 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," explain on Part II

	YES	NO
1	X	
2	X	
3	X	
4a	X	
4b	X	
4c	X	
4d	X	
5a		X
5b		X
5c		X
5d		X
5e		X
5f		X
5g		X
5h		X
6a	X	
6b		X
7	X	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or Form 990-EZ.

Schedule E (Form 990 or 990-EZ) 2019

Part II **Supplemental Information.** Provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable.
Also provide any other additional information.**LINE 3 - EXPLANATION OF NONDISCRIMINATION POLICY:**

ON NOVEMBER 12, 2010, THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES OF THE BARNES FOUNDATION FORMALLY REAFFIRMED THE FOUNDATION'S COMMITMENT TO PROVIDING EQUAL OPPORTUNITIES AND A POLICY OF NONDISCRIMINATION ON THE BASIS OF RACE, COLOR, SEX, SEXUAL ORIENTATION, GENDER IDENTITY, RELIGION, CREED, NATIONAL OR ETHNIC ORIGIN, CITIZENSHIP STATUS, AGE, DISABILITY, VETERAN STATUS OR ANY OTHER LEGALLY PROTECTED CLASS STATUS IN THE ADMINISTRATION OF ITS EDUCATIONAL PROGRAM ADMISSIONS, FINANCIAL AID, OR ANY OTHER BARNES FOUNDATION-ADMINISTERED EDUCATIONAL ACTIVITY OR RELATED EMPLOYMENT PRACTICES. THIS POLICY IS PUBLICLY DISSEMINATED AND PUBLICIZED ON THE BARNES'S WEBSITE AND IN EDUCATION-RELATED PRINTED MATERIALS, AND IS ANNUALLY PUBLISHED IN A GENERAL DISTRIBUTION NEWSPAPER SERVING THE PHILADELPHIA COMMUNITY.

LINE 6 - EXPLANATION OF GOVERNMENT FINANCIAL AID:

THE ORGANIZATION RECEIVES GRANTS FROM THE PHILADELPHIA CULTURAL FUND (\$30,824) AND THE COMMONWEALTH OF PENNSYLVANIA (\$70,751).

Department of the Treasury
Internal Revenue Service

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

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☒ Mail solicitations
- b ☒ Internet and email solicitations
- c ☒ Phone solicitations
- d ☒ In-person solicitations
- e ☒ Solicitation of non-government grants
- f ☒ Solicitation of government grants
- g ☒ Special fundraising events

- 2 a** 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 10 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			
DANILLER + COMPANY - 3724 JEFFERSON, ST 302, AUSTIN, TX	CONSULTANT FOR FUNDRAISING ACTIVITIES		X	1,332,198.	315,787.	1,016,411.
Total				1,332,198.	315,787.	1,016,411.

- 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.

CA, CO, CT, DC, DE, FL, GA, IL, MA, MD, MN, NC, NH, NJ, NY, OH, PA, SC, TN, VA, WA, WI

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

		(a) Event #1 FUNDRAISER (event type)	(b) Event #2 (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	697,846.			697,846.
	2 Less: Contributions	648,590.			648,590.
	3 Gross income (line 1 minus line 2)	49,256.			49,256.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	37,419.			37,419.
	7 Food and beverages	97,268.			97,268.
	8 Entertainment	68,027.			68,027.
	9 Other direct expenses	21,658.			21,658.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				224,372.
	11 Net income summary. Subtract line 10 from line 3, column (d)				-175,116.

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

		(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				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

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

a Is the organization licensed to conduct gaming activities in each of these states? _____

☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? _____

☐ Yes ☐ No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 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 to be 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 provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: DANILLER + COMPANY

(I) ADDRESS OF FUNDRAISER: 3724 JEFFERSON, ST 302, AUSTIN, TX 78731

Part IV	Supplemental Information (continued)
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This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are approximately 20 lines visible. The paper appears to be a standard notebook page or a sheet of stationery. There is no handwriting or other markings on the page.

**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" on Form 990, Part IV, line 23.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

- b** If any of the boxes on 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

- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

- 3** Indicate which, if any, of the following the 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.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

- 5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
b Any related organization?

If "Yes" on line 5a or 5b, describe in Part III.

- 6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
b Any related organization?

If "Yes" on line 6a or 6b, describe in Part III.

- 7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

- 8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

- 9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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.

PART I, LINE 7:

THOMAS COLLINS PARTICIPATES IN A BONUS PLAN IN WHICH THE BONUS IS
DETERMINED BASED ON CERTAIN INDIVIDUAL AND/OR ORGANIZATIONAL METRICS. THE

BONUS IS AWARDED AT THE DISCRETION OF THE EXECUTIVE COMMITTEE OF THE BOARD.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No. 1545-0047

2019

**Open to Public
Inspection**

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>AIRLINE MILES</u>)	X	1	24,150.	VALUED BY DONOR
26 Other ▶ (<u>HOTEL ROOMS</u>)	X	2	19,000.	VALUED BY DONOR
27 Other ▶ ()				
28 Other ▶ ()				

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

29

0

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

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

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

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

b If "Yes," describe in Part II.

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

	Yes	No
30a		X
31	X	
32a	X	

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

Schedule M (Form 990) 2019

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

SCHEDULE M, PART I, COLUMN (B):

THE NUMBER OF CONTRIBUTIONS FOR NON-CASH GIFTS ARE BASED ON THE NUMBER
OF CONTRIBUTIONS.

SCHEDULE M, LINE 32B:

DANILLER AND COMPANY PROVIDES PROFESSIONAL FUNDRAISING SERVICES
INCLUDING MAILINGS AND SOLICITATIONS

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 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

Open to Public
Inspection

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO MAINTAIN AN ART GALLERY CONTAINING WORKS OF ANCIENT AND MODERN ART.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

AMEDEO MODIGLIANI, AND PABLO PICASSO. IN ADDITION, COLLECTION OBJECTS

FROM EGYPT, GREECE, ITALY, AND THE NEAR EAST WILL BE STUDIED. A

SCANNING X-RAY FLUORESCENCE JETSTREAM M6 SYSTEM BY BRUKER WAS PURCHASED

AND INSTALLED ON-SITE FOR NONDESTRUCTIVE ELEMENTAL ANALYSIS OF

PAINTINGS AND OBJECTS IN THE COLLECTION.

THE FOUNDATION CONTINUED THE MULTI-YEAR PROJECT, BEGUN IN 2015, OF

RECOATING THE NEARLY 887 METAL OBJECTS DISPLAYED ON THE WALLS OF THE

COLLECTION GALLERY. THE TREATMENT CONSISTS OF REMOVING OLD COATINGS,

CLEANING THE SURFACE OF THE METAL, AND APPLYING A PROTECTIVE WAX

COATING TO THE OBJECT. 476 OBJECTS HAVE BEEN TREATED TO DATE.

THE BARNES PRESENTED THREE EXHIBITIONS IN OUR AILEEN AND BRIAN ROBERTS

GALLERY IN 2019. FROM TODAY, PAINTING IS DEAD: EARLY PHOTOGRAPHY IN

BRITAIN AND FRANCE WAS EXHIBITED FROM FEBRUARY 24 THROUGH MAY 12, 2019.

THE BARNES PRESENTED NEARLY 250 EARLY PHOTOGRAPHS FROM THE 1840S

THROUGH THE 1880S, ILLUMINATING THE POSSIBILITIES AND CHALLENGES THAT

AMATEUR AND PROFESSIONAL PHOTOGRAPHERS FACED WHILE EXPERIMENTING WITH

THEIR NEW MEDIUM. ALL WORKS ON VIEW CAME FROM THE COLLECTION OF

MICHAEL MATTIS AND JUDY HOCHBERG. FROM JUNE 30 THROUGH SEPTEMBER 15,

2019, THE BARNES PRESENTED I DO NOT KNOW WHAT IT IS I AM LIKE: THE ART

OF BILL VIOLA. THIS EXHIBITION FEATURED WORK SPANNING THE CAREER OF

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2019)

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

BILL VIOLA, A LEADING VIDEO ARTIST WIDELY REGARDED FOR CREATING A NEW ARTISTIC LANGUAGE THROUGH THE MOVING IMAGE. REVEALING VIOLA'S MYRIAD GLOBAL INFLUENCES, WHICH ARE ECHOED IN THE DIVERSE HOLDINGS OF THE BARNES COLLECTION, THE EXHIBITION BROUGHT TOGETHER SEVERAL OF THE ARTIST'S IMMERSIVE INSTALLATIONS, INCLUDING MAJOR PIECES FROM 1976 TO 2009. TO ACCOMPANY THE EXHIBITION, THE BARNES PUBLISHED I DO NOT KNOW WHAT IT IS I AM LIKE: THE ART OF BILL VIOLA. THIS WAS A FULLY ILLUSTRATED CATALOGUE FEATURED TEXTS BY CURATOR JOHN HANHARDT, PROFESSOR THOMAS CARLSON, AND KIRA PEROV, VIOLA'S WIFE AND ARTISTIC PARTNER. THE THIRD EXHIBITION PRESENTED WAS 30 AMERICANS WHICH RAN FROM OCTOBER 27, 2019 THROUGH JANUARY 12, 2020. DRAWN FROM THE EXCEPTIONAL RUBELL FAMILY COLLECTION, 30 AMERICANS PRESENTED WORKS BY 30 IMPORTANT AND INFLUENTIAL CONTEMPORARY AFRICAN AMERICAN ARTISTS. THESE ARTISTS EXPLORE IDENTITY AGAINST A BACKDROP OF PERVERSIVE STEREOTYPING-OF RACE, ETHNICITY, GENDER, SEXUALITY, AND CLASS-ADDRESSING INTERSECTIONAL POLITICS IN POWERFUL WAYS. THE EXHIBITION INCLUDED WORKS BY JEAN-MICHEL BASQUIAT, MARK BRADFORD, NICK CAVE, BARKLEY L. HENDRICKS, KERRY JAMES MARSHALL, WANGECHI MUTU, LORNA SIMPSON, MICKALENE THOMAS, KARA WALKER, CARRIE MAE WEEMS, AND KEHINDE WILEY. FOR THE 30 AMERICANS EXHIBITION, THE BARNES PRODUCED A TENTH-ANNIVERSARY EDITION OF THE EXHIBITION CATALOGUE, FEATURING A 20-PAGE ESSAY BY CURATOR GWENDOLYN DUBOIS SHAW WRAPPED WITH THE ORIGINAL BOOK.

IN 2019, SILENT SECRET WATERFALLS: THE BARNES SERIES, ON DISPLAY FROM JANUARY 12 THROUGH NOVEMBER 17, 2019, WAS AN INSTALLATION OF NEW PAINTINGS BY AMERICAN ARTIST PAT STEIR (B. 1940). IN THIS FIRST FOR THE BARNES, STEIR WAS INVITED TO CREATE A SERIES OF 11 SEVEN-FOOT-TALL

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OIL-ON-CANVAS PAINTINGS OCCUPYING TWO WALLS OF THE WALTER AND LEONORE ANNENBERG COURT.

THE FOUNDATION CONDUCTS ONGOING SCHOLARSHIP AND RESEARCH ON OBJECTS AND WORKS OF ART IN ITS COLLECTION, AND ON THE HISTORY OF THE ORGANIZATION AND ITS FOUNDERS. IN 2019, THE ARCHIVES, LIBRARY, AND SPECIAL COLLECTIONS DEPARTMENT MADE SUBSTANTIAL PROGRESS ON PROCESSING THE VIOLETTE DE MAZIA ARCHIVAL COLLECTION. A SURVEY OF THESE MATERIALS HAS BEEN COMPLETED AND ARRANGEMENT OF THE MATERIALS HAS BEGUN, WITH THE GOAL OF CREATING A FINDING AID (INVENTORY) TO BE AVAILABLE ONLINE IN 2020. THE FOUNDATION ALSO HAS AN ART LIBRARY IN ITS PHILADELPHIA FACILITY WHICH IS OPEN TO STUDENTS, FACULTY AND RESEARCHERS, GENERALLY BY APPOINTMENT.

CHANGING DISPLAYS OF MATERIALS FROM THE BARNES ARCHIVES ARE REGULARLY SHOWN ON THE FOUNDATION'S LOWER LEVEL. THIS YEAR FEATURED TWO EXHIBITS: OUR MISSION (SUMMER 2019). THE BARNES FOUNDATION'S MISSION IS TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS. THE TWO MEN WHO INFLUENCED ALBERT C. BARNES THE MOST IN THIS MISSION WERE JOHN DEWEY AND LEO STEIN, MENTORS AND FRIENDS WITH WHOM HE SHARED A LIFELONG CORRESPONDENCE. THE BENEVOLENT DESPOT: ALBERT C. BARNES AND THE AFRICAN AMERICAN CULTURAL COMMUNITY (FALL 2019) FOCUSED ON DR. BARNES'S SCHOLARSHIP PROGRAM AND OTHER SUPPORT FOR YOUNG BLACK ARTISTS, MUSICIANS, AND SOCIAL ACTIVIST.

THE BARNES'S CURATORIAL AND CONSERVATION STAFF CONTINUED TO WORK WITH COLLEAGUES AROUND THE WORLD TO PRODUCE SCHOLARLY PUBLICATIONS ABOUT OUR COLLECTION AND SPECIAL EXHIBITIONS. STAFF FURTHERED RESEARCH AND

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ANALYSIS FOR CEZANNE IN THE BARNES FOUNDATION, AN AMBITIOUS VOLUME TO BE PUBLISHED IN 2021. IT WILL FEATURE EXTENSIVE DOCUMENTATION ON INDIVIDUAL WORKS, SCHOLARLY ESSAYS, TECHNICAL CONSERVATION NOTES, AND RIGOROUS CATALOGUE ENTRIES SITUATING WORKS IN ART-HISTORICAL CONTEXT.

THE COLLECTIONS RESEARCH TEAM CONTINUES TO ENHANCE THE NEW ONLINE FEATURE CALLED BARNES RESEARCH NOTES. PUBLISHED EVERY OTHER MONTH, EACH FEATURE FOCUSES ON ONE WORK OF ART IN THE COLLECTION ABOUT WHICH WE HAVE DISCOVERED SOMETHING NEW. BARNES STAFF WROTE 43 WHITE PAPERS IN 2019.

ART-HISTORICAL CONTENT FOR 240 COLLECTION OBJECTS WAS ADDED TO THE BARNES WEBSITE IN 2019, BRINGING THE TOTAL NUMBER OF ENTRIES WITH EXTENDED CONTENT TO 418. THESE NEWLY WRITTEN TEXTS BASED ON RECENT RESEARCH ON THE COLLECTION PROVIDE READERS WITH BASIC INFORMATION ABOUT THE HISTORY OF THE OBJECTS AND THE ARTISTS OR CULTURES WHO MADE THEM.

EXPENSES FOR COLLECTIONS CARE INCLUDES A PRO-RATA SHARE OF DEPRECIATION AND OTHER FACILITY COSTS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:
THE FOUNDATION OFFERS A VARIETY OF PUBLIC PROGRAMS TO ENGAGE NEW AND DIVERSE AUDIENCES AND IS COMMITTED TO WELCOMING COMMUNITIES FROM ACROSS PHILADELPHIA. THIS YEAR, WE CONTINUED TO WORK WITH KEY COMMUNITY ORGANIZATIONS AND FORGED NEW COLLABORATIONS TO HELP US EXPAND OUR REACH AND MAKE MEANINGFUL CONNECTIONS WITH PHILADELPHIA'S DIVERSE NEIGHBORHOODS AND BEYOND.

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THE BARNES HOSTS SEVERAL RECURRING AND SPECIAL EVENTS THROUGHOUT THE YEAR, SUCH AS THE MONTHLY FIRST FRIDAY ENTERTAINMENT EVENINGS AND PECO FREE FIRST SUNDAY FAMILY DAY, WHICH OFFERS FREE ACCESS TO THE BARNES COLLECTION AND EXHIBITIONS WELCOMES FAMILIES WITH A VARIETY OF CROSS-CULTURAL PROGRAMMING AND ACTIVITIES FOR ALL AGES. THE BARNES' ARTIST BASH IS HELD THREE TIMES A YEAR, AND ENCOURAGES ATTENDEES TO MEET THE MUSICIANS, DANCERS, DESIGNERS, PERFORMERS, AND POETS WHO ARE PRESENT. YOUNG PROFESSIONALS NIGHT IS A SOCIAL EVENT FOR YOUNG ART AFICIONADOS AND APPRECIATORS, HELD THREE TIMES A YEAR AND ATTRACTING APPROXIMATELY 600 GUESTS EACH EVENT. IN JULY 2019, THE BARNES HOSTED A BARNES ON THE BLOCK, A FREE PARTY TO CONNECT AND ENLIVEN THE NEIGHBORHOOD. IN OCTOBER, THE BARNES HOSTED BARNES JAWN(T)S, IMPROVISED AFTER-HOURS TOURS OF THE COLLECTION THAT GIVE THE SPOTLIGHT TO A DIVERSE ARRAY OF COMMUNITY LEADERS, ARTISTS, AND COMIC-BOOK NERDS-ALL EXPERTS IN THEIR FIELDS. THE BARNES CONTINUED ITS TAKEOVER SERIES, LAUNCHED IN 2018, WHICH INVITES LOCAL ARTISTS TO SHARE THEIR UNIQUE INTERPRETATIONS OF THE BARNES COLLECTION.

NOW IN ITS THIRD YEAR, THE BARNES CONTINUED COLLABORATION WITH PUENTES DE SALUD, OFFERING PUENTES A LAS ARTES (BRIDGES TO THE ARTS), AN ARTS-BASED BILITERACY ENRICHMENT PROGRAM DESIGNED TO SERVE PRE-K ELL/ESL LEARNERS FROM SOUTH PHILADELPHIA'S RAPIDLY GROWING LATINX IMMIGRANT COMMUNITY AND THEIR FAMILIES. OVER ITS TWO-YEAR PILOT PHASE, THE PROGRAM SERVED 79 FAMILIES. EARLY LEARNERS GAINED 168 HOURS OF ARTS AND LITERACY INSTRUCTION AND ENRICHMENT ACTIVITIES, PLUS BARNES FIRST SUNDAY FAMILY DAY VISITS.

IN 2019 THE BARNES CONTINUED BARNES @ LOLA 38, A COLLABORATION WITH THE

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PEOPLE'S EMERGENCY CENTER COMMUNITY DEVELOPMENT CORPORATION, TO FOSTER NEW CULTURAL PATHWAYS AND ACCESS TO THE ARTS FOR COMMUNITIES IN WEST PHILADELPHIA. IT OFFERS MONTHLY PROGRAMS FOR THE COMMUNITY, WITH ART-MAKING WORKSHOPS AND PERFORMANCES FOR FAMILIES, TEENS, AND ADULTS. THIS INITIATIVE PROVIDES WEST PHILADELPHIA PARTICIPANTS WITH FREE-ADMISSION COMMUNITY PASSES AS WELL AS FREE SHUTTLE SERVICE TO THE BARNES'S MONTHLY PECO FREE FIRST SUNDAY FAMILY DAY. IN THE PROGRAM'S FIRST TEN MONTHS, 724 PARTICIPANTS-RANGING IN AGE FROM 6 MONTHS TO 83 YEARS-FROM NEIGHBORHOODS AROUND LOWER LANCASTER AVENUE ATTENDED 37 EVENTS.

OUR SECOND YEAR OF SUMMER IMAGINARIUMS SERVED 210 CHILDREN, NEARLY DOUBLE THE NUMBER OF STUDENTS REACHED DURING THE PROGRAM'S INAUGURAL YEAR. THESE SUMMER-CAMP PROGRAMS, OFFERED AT FIVE PHILADELPHIA PARKS & RECREATION CENTERS, CONNECT YOUNG PEOPLE (AGES 6 TO 13) WITH THE BARNES'S CULTURAL AND CREATIVE RESOURCES AND SUPPORT LEARNING THROUGHOUT THE SUMMER. LED BY BARNES EDUCATORS AND THE COMMUNITY ENGAGEMENT TEAM, STUDENTS TOOK PART IN ARTS LEARNING THAT LINKS CRITICAL THINKING, IMAGINATION, AND LITERACY. IN 2019, TWO SITES FUNDED TRANSPORTATION TO THE BARNES, SUPPORTING 70 YOUTH AND CHAPERONES TO TOUR THE COLLECTION.

TO FOSTER SUSTAINED CULTURAL ACCESS BEYOND FIRST-TIME ENGAGEMENT EXPERIENCES, THE BARNES OFFERS THE ART FOR ALL COMMUNITY PASS TO LOW-INCOME AND UNDERSERVED AUDIENCES. THE PROGRAM PROVIDES PASSHOLDERS AND UP TO THREE GUESTS WITH A YEAR OF FREE ADMISSION AS WELL AS DISCOUNTS AT THE BARNES SHOP AND CAFES. IN 2019, THE BARNES ISSUED MORE THAN 2,000 ART FOR ALL COMMUNITY PASSES.

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THE BARNES DEVELOPED A PROGRAM UTILIZING VIRTUAL REALITY (VR) HEADSETS TO RE-CREATE THE BARNES'S GALLERIES, ALLOWING INDIVIDUALS TO VIRTUALLY EXPLORE THE COLLECTION. IN PARTNERSHIP WITH THE FREE LIBRARY OF PHILADELPHIA, THE BARNES LAUNCHED EDUCATIONAL PROGRAMS TO ENGAGE PHILADELPHIANS IN AREAS WHERE ACCESS TO THE BARNES MAY POSE GEOGRAPHIC HURDLES. IN 2019, THE PROGRAM EXPANDED TO 63 NEIGHBORHOOD SITES, INCLUDING SENIOR CENTERS, PARKS AND RECREATION CENTERS, AND SELECT K-12 SCHOOLS THROUGHOUT PHILADELPHIA, AS WELL AS BARNES COMMUNITY PARTNERS. THROUGH THIS PROGRAM, THE BARNES ENGAGED 1,806 COMMUNITY MEMBERS.

THE BARNES IS COMMITTED TO PROVIDING OPPORTUNITIES FOR INDIVIDUALS WHO ARE INCARCERATED, ON PROBATION, OR ON WORK RELEASE TO RECONNECT WITH SOCIETY IN PRODUCTIVE WAYS THROUGH COMMUNITY ENGAGEMENT, SKILL-BUILDING, AND COLLABORATIVE MURAL PROJECTS. IN 2019, THE BARNES PARTNERED WITH THE MURAL ARTS PHILADELPHIA AND BAKER INDUSTRIES, WHOSE PROGRAMS BOAST REMARKABLE TRACK RECORDS IN REDUCING RECIDIVISM AND SECURING EMPLOYMENT POST-PROGRAM. FROM JULY 11 THROUGH AUGUST 8, 2019, THE BARNES HOSTED BREAKING BARRIERS: ART AS SOCIAL JUSTICE, AN EXHIBITION OF COLLABORATIVE WORKS CREATED BY 12 EMERGING ARTISTS FROM THE GUILD, MURAL ARTS PHILADELPHIA'S PAID APPRENTICE PROGRAM FOR FORMERLY INCARCERATED INDIVIDUALS AND YOUNG ADULTS ON PROBATION, AND 11 ARTISTS FROM SCI: PHOENIX, SOUTHEAST PENNSYLVANIA'S MAXIMUM-SECURITY PRISON. GUILD MEMBERS STUDIED WORKS IN THE BARNES GALLERIES AND TOOK PRINTMAKING CLASSES AT THE PENNSYLVANIA ACADEMY OF THE FINE ARTS, WHILE INMATES AT SCI: PHOENIX LEARNED ABOUT THE HISTORY AND EVOLUTION OF PAPERMAKING TECHNOLOGY. THROUGHOUT THE PROJECT, PARTICIPANTS EXCHANGED IMAGES AND LETTERS FOR INSPIRATION, CREATING A BRIDGE BETWEEN THE TWO

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GROUPS. THE RESULTING WORKS IN BREAKING BARRIERS WERE TRULY
COLLABORATIVE EFFORTS.

PROGRAM EXPENSES FOR VISITATION INCLUDES A PRO-RATA SHARE OF
DEPRECIATION AND OTHER FACILITY COSTS FOR ALL LOCATIONS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:
GRANTED 120 NEED BASED SCHOLARSHIPS TO STUDENTS WHO OTHERWISE MAY NOT
HAVE BEEN ABLE TO PARTICIPATE.

IN FALL 2019, THE BARNES LAUNCHED THE RESEARCH, EDUCATION, ADAPTATION,
AND DEVELOPMENT (READ) PRAXIS, A NEW PROFESSIONAL DEVELOPMENT PROGRAM
THAT USES THE BARNES COLLECTION TO HELP COMPANIES IMPROVE AND EMPOWER
TEAMS, TRAIN EMPLOYEES, AND INSPIRE CREATIVITY IN THE WORKPLACE. THE
READ PRAXIS OFFERS A WAY TO ENGAGE NEW AUDIENCES AND TO ENSURE THAT OUR
FOUNDER'S TEACHINGS REMAIN RELEVANT IN THE MODERN WORLD.

THE BARNES OFFERED A SERIES OF PUBLIC LECTURES IN 2019 ON TOPICS
RELATED TO THE COLLECTION AND SPECIAL EXHIBITIONS. THE BARNES ALSO
PRESENTED TWO PUBLIC SYMPOSIA. IN MARCH, THE 24TH ANNUAL GRADUATE
STUDENT SYMPOSIUM DREW SPEAKERS AND FACULTY FROM NINE AREA
UNIVERSITIES.

IN COLLABORATION WITH THE SCHOOL DISTRICT OF PHILADELPHIA, THE
FOUNDATION HAS DEVELOPED GRADE-SPECIFIC OUTREACH PROGRAMS THAT COMBINE
IN-CLASS LEARNING WITH A STRUCTURED TOUR OF THE FOUNDATION'S ART
COLLECTIONS. LED BY BARNES EDUCATORS, THESE PROGRAMS ARE DESIGNED TO
DEVELOP STUDENT'S ART APPRECIATION AND REINFORCE READING COMPREHENSION,

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MATH SKILLS AND KNOWLEDGE OF SCIENCE, HISTORY AND SOCIAL STUDIES, DEPENDING ON THE GRADE LEVEL. THESE PROGRAMS SERVED APPROXIMATELY 12,000 SCHOOL CHILDREN IN 2019. IN 2019, THE BARNES FULLY LAUNCHED A STEAM-BASED ONLINE TEACHER TRAINING PROGRAM-A SERIES OF COURSES FOR EDUCATORS INTERESTED IN LEARNING HOW TO CONNECT MATH, SCIENCE, AND ART IN THEIR CLASSROOMS. THE FIRST COURSE, MATH IN ART, COMPRISES SIX MODULES THAT USE VIDEO TO HELP TEACHERS PRACTICE USING CONVERSATIONS ABOUT ART TO TEACH MATH CONCEPTS. TEACHERS ARE INTRODUCED TO THE BARNES METHOD OF ANALYZING ART AND LEARN STRATEGIES FOR FACILITATING INQUIRY-BASED DISCUSSION. SO FAR, 46 TEACHERS HAVE COMPLETED THE MATH IN ART COURSE. THE BARNES ALSO HOSTED ITS ANNUAL ART OF MATH CHALLENGE, A CONTEST THAT ASKS STUDENTS TO CREATE THREE-DIMENSIONAL MODELS BASED ON PAINTINGS IN THE BARNES COLLECTION AND EXPLAIN THE MATHEMATICAL PRINCIPLES THAT INFORMED THEIR DESIGN CHOICES. IN 2019, 269 STUDENTS AND 35 TEACHERS FROM 31 SCHOOLS FROM PENNSYLVANIA AND NEW JERSEY PARTICIPATED IN THE PROGRAM.

THE BARNES WELCOMES STUDENTS FROM KINDERGARTEN THROUGH HIGH SCHOOL FOR EDUCATIONAL TOURS OF THE COLLECTION AND EXHIBITIONS. THE EDUCATION DEPARTMENT TAILORS THE TOUR EXPERIENCE FOR EACH VISIT, DEPENDING ON THE CLASSROOM TEACHER'S STATED GOALS. APPROXIMATELY 4,300 STUDENTS VISITED THE BARNES THIS YEAR FOR SINGLE-VISIT THEMED TOURS OF THE COLLECTION.

IN 2019, THE BARNES CONTINUED ITS EDUCATION PARTNERSHIP WITH SAINT JOSEPH'S UNIVERSITY. THE LONG-RUNNING HORTICULTURE CERTIFICATE PROGRAM ESTABLISHED IN 1940 BY LAURA BARNES CONTINUES, AND SAINT JOSEPH'S UNIVERSITY IS EXPLORING A NEW HORTICULTURE MINOR AS WELL AS ACADEMIC CREDIT FOR SELECT COURSES.

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THE FOUNDATION HAS A LARGE LIVING COLLECTION, WHICH IS MAINTAINED IN ITS 12 ACRE ARBORETUM. THE LIVING COLLECTION CONTAINS OVER 2,500 TAXA OF WOODY PLANTS AND PERENNIALS. IN ADDITION, THE FOUNDATION HAS AN HERBARIUM WHICH INCLUDES OVER 10,000 PRESERVED PLANT SPECIMENS. THE FOUNDATION'S LIVING COLLECTION INCLUDES OVER 38 "STATE CHAMPION" TREES. THE BARNES ARBORETUM IS HOME FOR A NATIONAL DISPLAY GARDEN OF HOSTA, THE LARGEST COLLECTION OF HARDY ORNAMENTAL FERNS IN THE MID-ATLANTIC STATES, AND A DISPLAY GARDEN OF MEDICINAL PLANTS UNIQUE IN THE DELAWARE VALLEY REGION.

PROGRAM EXPENSES FOR EDUCATION INCLUDES A PRO-RATA SHARE OF DEPRECIATION AND OTHER FACILITY COSTS.

FORM 990, PART VI, SECTION B, LINE 11B:

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

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

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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.

FORM 990, PART VI, SECTION B, LINE 15:

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

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

CA, CO, CT, DC, DE, FL, GA, IL, MA, MD, MN, NC, NH, NJ, NY, OH, PA, SC, TN, VA, WA, WI

FORM 990, PART VI, SECTION C, LINE 19:

THE BARNES FOUNDATION'S BY-LAWS, CHARTER, FINANCIAL STATEMENTS AND CERTAIN

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OTHER GOVERNING DOCUMENTS (E.G., CONFLICT OF INTEREST POLICY), ARE AVAILABLE FOR REVIEW UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D), DIRECTED TO THE FOLLOWING: GENERAL COUNSEL (A MEMBER OF MANAGEMENT), BARNES FOUNDATION, 2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130.

FORM 990, PART IX, LINE 11G, OTHER FEES:

SECURITY:

PROGRAM SERVICE EXPENSES	1,217,049.
MANAGEMENT AND GENERAL EXPENSES	69,213.
FUNDRAISING EXPENSES	24,400.
TOTAL EXPENSES	1,310,662.

OTHER PROFESSIONAL SERVICES:

PROGRAM SERVICE EXPENSES	1,431,547.
MANAGEMENT AND GENERAL EXPENSES	81,411.
FUNDRAISING EXPENSES	28,701.
TOTAL EXPENSES	1,541,659.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	2,852,321.

FORM 990, PART X, LINE 27-29

IN 2019, THE FOUNDATION ADOPTED ASC 606 REVENUE FROM CONTRACTS WITH CUSTOMERS IN ACCORDANCE WITH U.S. GAAP AND ELECTED TO IMPLEMENT USING THE FULL RETROSPECTIVE METHOD. AMONGST OTHER CHANGES, IMPLEMENTATION RESULTED IN AN INCREASE IN LIABILITIES OF \$985,809 TO REFLECT THE ADDITIONAL DEFERRED REVENUE WHICH RESULTED FROM ACCOUNTING FOR THE OBLIGATION TO PROVIDE BENEFITS TO MEMBERS OVER A FUTURE MEMBERSHIP PERIOD. THERE WAS A CORRESPONDING REDUCTION IN NET ASSETS WITHOUT

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DONOR RESTRICTION OF \$985,993 AS OF DECEMBER 31, 2018.