

Form **990**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

Department of the Treasury  
Internal Revenue Service

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

**2018**

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

Open to Public Inspection

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**A** For the 2018 calendar year, or tax year beginning and ending

<b>B</b> Check if applicable: Address change Name change Initial return Final return/terminated Amended return Application pending	<b>C</b> Name of organization <b>THE BARNES FOUNDATION</b>		<b>D</b> Employer identification number <b>23-6000149</b>
	Doing business as		<b>E</b> Telephone number <b>215-278-7000</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>99,500,237.</b>
	<b>2025 BENJAMIN FRANKLIN PARKWAY</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
City or town, state or province, country, and ZIP or foreign postal code <b>PHILADELPHIA, PA 19130</b>		<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>F</b> Name and address of principal officer: <b>THOMAS COLLINS</b> <b>SAME AS C ABOVE</b>		If "No," attach a list. (see instructions)	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) 501(c)( ) (insert no.) 4947(a)(1) or 527			
<b>J</b> Website: <b>WWW.BARNESFOUNDATION.ORG</b>		<b>H(c)</b> Group exemption number	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other			<b>L</b> Year of formation: <b>1922</b> <b>M</b> State of legal domicile: <b>PA</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO PROMOTE THE ADVANCEMENT OF EDUCATION AND THE APPRECIATION OF THE FINE ARTS AND HORTICULTURE.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>13</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>13</b>
	<b>5</b> Total number of individuals employed in calendar year 2018 (Part V, line 2a)	<b>5</b>	<b>188</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>165</b>
	<b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>861,734.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 38	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>16,070,197.</b>	<b>24,219,932.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>4,336,247.</b>	<b>4,692,107.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>2,335,194.</b>	<b>6,881,003.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>285,358.</b>	<b>730,436.</b>
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>23,026,996.</b>	<b>36,523,478.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16 a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>9,569,262.</b>	<b>10,001,172.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	<b>250,554.</b>	<b>310,088.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>3,218,631.</b>	
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>14,538,588.</b>	<b>14,852,687.</b>
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>24,358,404.</b>	<b>25,163,947.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>-1,331,408.</b>	<b>11,359,531.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>202,910,631.</b>	<b>204,717,439.</b>
		<b>2,585,742.</b>	<b>2,238,458.</b>
		<b>200,324,889.</b>	<b>202,478,981.</b>

**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 based on all information of which preparer has any knowledge.

Sign Here: **MARGARET B. ZMINDA, EXECUTIVE VP, CFO AND COO**  
Date: **10/17/2019**

Print/Type preparer's name: **LYNNE JOHNSON**  
Preparer's signature: [Redacted]  
Date: **10/8/19**  
Check # self-employed: **P00757336**  
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

# Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Go to [www.irs.gov/Form8868](http://www.irs.gov/Form8868) for the latest information.**

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits](http://www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits).

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>THE BARNES FOUNDATION</b>	Employer identification number (EIN) or  <b>23-6000149</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2025 BENJAMIN FRANKLIN PARKWAY</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PHILADELPHIA, PA 19130</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MARGARET B. ZMINDA**

- The books are in the care of ▶ **2025 BENJAMIN FRANKLIN PARKWAY - PHILADELPHIA, PA 19130**  
Telephone No. ▶ **215-278-7000** Fax No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box  ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 6-month extension of time until **NOVEMBER 15, 2019**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2018** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return  
Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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 [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 8,203,985. including grants of \$ ) (Revenue \$ 23,490. ) 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 2018, 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. A COMPREHENSIVE EXAMINATION OF CEZANNE'S THE LARGE BATHERS COMMENCED, ENHANCING OUR UNDERSTANDING OF THE ARTIST'S MATERIALS AND WORKING METHODS THROUGH SCIENTIFIC ANALYSIS AND TECHNICAL IMAGING. IN A GROUNDBREAKING COLLABORATIVE PROJECT, THE BARNES PAINTING WILL BE STUDIED WITHIN THE CONTEXT OF THE ARTIST'S TWO OTHER PAINTINGS OF THE

4b (Code: ) (Expenses \$ 7,584,937. including grants of \$ ) (Revenue \$ 4,034,479. ) THE FOUNDATION'S PERMANENT COLLECTION GALLERY IN PHILADELPHIA IS OPEN TO THE PUBLIC SIX DAYS PER WEEK, WITH 2018 VISITATION OF APPROXIMATELY 228,000 VISITORS. APPROXIMATELY 20% OF THOSE VISITORS WERE MEMBERSHIP SUPPORTERS OF THE BARNES FOUNDATION. A RETAIL STORE SELLS REPRODUCTIONS, PUBLICATIONS AND OTHER ITEMS RELATED TO THE ART COLLECTION AND ARBORETUM. THE FOUNDATION ALSO PROVIDES ENTERTAINING PRIVILEGES TO ITS MEMBERS, HOSTING APPROXIMATELY 250 SPECIAL EVENTS WITH APPROXIMATELY 24,000 GUESTS IN 2018. 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, CONTINUES TO BE STATIONED IN THE GALLERIES AND AVAILABLE TO ALL VISITORS. THE FOUNDATION'S ARBORETUM IS OPEN TO THE PUBLIC ON

4c (Code: ) (Expenses \$ 3,027,721. including grants of \$ ) (Revenue \$ 306,565. ) THE FOUNDATION SPONSORS SEPARATE CERTIFICATE PROGRAMS IN HORTICULTURE AND IN ART AND AESTHETICS. DURING THE 2017-18 ACADEMIC YEAR, COURSE OFFERINGS WERE EXPANDED WITH NEW CONTENT AND INSTRUCTORS INCLUDING ART HISTORY FACULTY FROM THE UNIVERSITY OF PENNSYLVANIA, DREXEL UNIVERSITY, BRYN MAWR COLLEGE, THE UNIVERSITY OF DELAWARE, TEMPLE UNIVERSITY, THE PENNSYLVANIA ACADEMY OF THE FINE ARTS, AND MOORE COLLEGE OF ART & DESIGN. 37 CLASSES WERE OFFERED-INCLUDING 24 NEW COURSES AND SEVEN DESIGNED AROUND SPECIAL EXHIBITIONS. ENROLLMENT HAS MORE THAN TRIPLED SINCE THE 2015-16 ACADEMIC YEAR, WITH MORE THAN 800 STUDENTS PARTICIPATING IN 2018. THE BARNES-DE MAZIA EDUCATION PROGRAM ALSO OFFERS NEED-BASED FULL SCHOLARSHIPS TO IMPROVE ACCESS TO THE PROGRAM. IN 2018, 135 SCHOLARSHIPS WERE AWARDED TO ADULT LEARNERS WHO OTHERWISE

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

4e Total program service expenses 18,816,643.

**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 <b>Section 501(c)(3) organizations.</b> 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 temporarily restricted endowments, permanent endowments, or 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
<b>22</b> 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
<b>23</b> 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	
<b>24a</b> 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
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> 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
<b>33</b> 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
<b>34</b> 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
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36 Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O .....	X	

**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
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable .....		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable .....		
<b>c</b> 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
<b>2a</b>	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		188
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
	<b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	X	
<b>4a</b>	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)?		X
<b>b</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).		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	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?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	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?	X	
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the sponsoring organization make any taxable distributions under section 4966?		
<b>b</b>	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	10a	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders	11a	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state?	13a	
	<b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>b</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	
<b>c</b>	Enter the amount of reserves on hand	13c	
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	
<b>15</b>	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?		X
	If "Yes," see instructions and file Form 4720, Schedule N.		
<b>16</b>	Is the organization an educational institution subject to the section 4968 excise tax on net investment income?		X
	If "Yes," complete Form 4720, Schedule O.		

**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 in Schedule O. See instructions.

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

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a		13
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		13
<b>2</b>	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?		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7a</b>	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?		X
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>b</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?		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>13</b>	Did the organization have a written whistleblower policy?	X	
<b>14</b>	Did the organization have a written document retention and destruction policy?	X	
<b>15</b>	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?		
<b>a</b>	The organization's CEO, Executive Director, or top management official	X	
<b>b</b>	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</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, CT, DC, DE, FL, IL, MA, MD, NJ, NY, PA, VA**
- 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 in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **MARGARET B. ZMINDA - 215-278-7000**  
**2025 BENJAMIN FRANKLIN PARKWAY, PHILADELPHIA, PA 19130**

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

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

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

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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	X		X				0.	0.	0.
(2) CATHERINE HUGHES TRUSTEE	1.00	X						0.	0.	0.
(3) DANIEL DILELLA TRUSTEE	1.00	X						0.	0.	0.
(4) DR. BRENDA T. THOMPSON TRUSTEE	1.00	X						0.	0.	0.
(5) CHRISTINE POGGI, PHD TRUSTEE (AS OF 12/18/18)	1.00	X						0.	0.	0.
(6) DR. KHALIL GIBRAN MUHAMMAD TRUSTEE (THRU 12/18/18)	1.00	X						0.	0.	0.
(7) DR. NEIL L. RUDENSTINE TRUSTEE (THRU 9/25/18)	1.00	X						0.	0.	0.
(8) JOHN ALCHIN TRUSTEE	1.00	X						0.	0.	0.
(9) JOHN J. AGLIALORO TRUSTEE	1.00	X						0.	0.	0.
(10) JOHN MCFADDEN, ESQ TRUSTEE (AS OF 12/18/18)	1.00	X						0.	0.	0.
(11) JOSEPH NEUBAUER CHAIRMAN, TRUSTEE	1.00	X		X				0.	0.	0.
(12) SHELDON M. BONOVIKZ, ESQ TRUSTEE	1.00	X						0.	0.	0.
(13) STEPHEN J. HARMELIN, ESQ TREASURER, TRUSTEE	1.00	X		X				0.	0.	0.
(14) THE HON. JACQUELINE F. ALLEN SECRETARY, TRUSTEE	1.00	X		X				0.	0.	0.
(15) TORY BURCH TRUSTEE (THRU 12/18/18)	1.00	X						0.	0.	0.
(16) PAMELA D. BUNDY TRUSTEE	1.00	X						0.	0.	0.
(17) THOMAS COLLINS EXECUTIVE DIRECTOR & PRESIDENT	40.00			X				421,507.	0.	24,734.



**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) MARGARET B. ZMINDA EXECUTIVE VP, CFO AND COO	40.00			X				255,981.	0.	33,938.
(19) SARA GEELAN DEP DIR, GEN COUNSEL, ASST SECRETARY	40.00			X				238,956.	0.	29,973.
(20) NINA DIEFENBACH DEPUTY DIRECTOR OF ADVANCEMENT	40.00				X			316,694.	0.	12,682.
(21) VINCENT D'ANTONIO SENIOR DIRECTOR OF OPERATIONS	40.00			X				184,275.	0.	7,590.
(22) SHELLEY BERNSTEIN DEP DIRECTOR FOR DIGITAL INITIATIVES	40.00			X				163,343.	0.	20,401.
(23) MARTHA LUCY DEP DIR FOR EDUCATION, PUBLIC PROGRAM	40.00					X		138,036.	0.	3,528.
(24) WILLIAM CARY DIRECTOR OF ANNUAL GIVING	40.00					X		133,738.	0.	6,054.
(25) STEVEN BRADY DIRECTOR OF INFORMATION TECHNOLOGY	40.00					X		137,429.	0.	31,598.
(26) GEORGETTE C. HAMATY DIRECTOR OF FOUNDATION RELATIONS	40.00					X		126,970.	0.	15,992.
<b>1b Sub-total</b>								2,116,929.	0.	186,490.
<b>c Total from continuation sheets to Part VII, Section A</b>								106,950.	0.	33,014.
<b>d Total (add lines 1b and 1c)</b>								2,223,879.	0.	219,504.

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 **14**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	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	1,292,325.
L.F. DRISCOLL CO., 401 CITY AVE, SUITE 500, BALA CYNWYD, PA 19004	CONSTRUCTION	671,614.
MASTERPIECE INTERNATIONAL 39 BROADWAY, SUITE 1410, NEW YORK, NY 10006	FINE ART LOGISTICS	613,598.
ELLIOT-LEWIS CORPORATION, 2900 BLACK LAKE PLACE, PHILADELPHIA, PA 19154	FACILITIES MGMT.	451,120.
CLEAN TECH SERVICES, INC., 114 CHESTNUT STREET, 5TH FLOOR, PHILADELPHIA, PA 19130	CLEANING SERVICES	410,674.

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 **13**

SEE PART VII, SECTION A CONTINUATION SHEETS



**Part VIII Statement of Revenue**

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	<b>1 a</b> Federated campaigns	<b>1a</b>					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>	411,140.				
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>	81,936.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	23,726,856.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		42,820.				
	<b>h Total.</b> Add lines 1a-1f		24,219,932.				
Program Service Revenue	<b>2 a</b> ADMISSIONS	Business Code 900099	3,408,854.	3,408,854.			
	<b>b</b> SPECIAL EVENTS	900099	953,198.		654,853.	298,345.	
	<b>c</b> EDUCATION	611600	306,565.	306,565.			
	<b>d</b> PUBLICATIONS	900004	23,490.	23,490.			
	<b>e</b>						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f		4,692,107.				
Other Revenue	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		1,530,329.			1,530,329.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real					
		(ii) Personal					
		<b>b</b> Less: rental expenses					
		<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities		65,287,032.	2,070,960.		
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses		61,986,173.	21,145.		
		<b>c</b> Gain or (loss)		3,300,859.	2,049,815.		
	<b>d</b> Net gain or (loss)		5,350,674.			5,350,674.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 411,140. of contributions reported on line 1c). See Part IV, line 18	<b>a</b>		37,310.			
		<b>b</b> Less: direct expenses		155,104.			
<b>c</b> Net income or (loss) from fundraising events			-117,794.			-117,794.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses						
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>		1,533,254.				
	<b>b</b> Less: cost of goods sold		814,337.				
	<b>c</b> Net income or (loss) from sales of inventory		718,917.	512,036.	206,881.		
Miscellaneous Revenue		Business Code					
<b>11 a</b> MISCELLANEOUS INCOME	900099		113,589.	113,589.			
<b>b</b> LICENSING & MERCHANDISING	900099		15,724.			15,724.	
<b>c</b>							
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d			129,313.				
<b>12 Total revenue.</b> See instructions			36,523,478.	4,364,534.	861,734.	7,077,278.	

**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
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22 .....				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....				
<b>4</b> Benefits paid to or for members .....				
<b>5</b> Compensation of current officers, directors, trustees, and key employees .....	2,375,235.	698,731.	1,019,886.	656,618.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
<b>7</b> Other salaries and wages .....	6,042,366.	4,505,353.	338,060.	1,198,953.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) .....	123,941.	94,076.	7,882.	21,983.
<b>9</b> Other employee benefits .....	830,335.	388,740.	249,368.	192,227.
<b>10</b> Payroll taxes .....	629,295.	471,866.	58,662.	98,767.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management .....				
<b>b</b> Legal .....	81,664.	3,774.	77,100.	790.
<b>c</b> Accounting .....	108,695.		108,695.	
<b>d</b> Lobbying .....				
<b>e</b> Professional fundraising services. See Part IV, line 17 .....	310,088.			310,088.
<b>f</b> Investment management fees .....	247,931.		247,931.	
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.) .....	3,202,926.	2,901,998.	284,588.	16,340.
<b>12</b> Advertising and promotion .....	505,711.	504,711.	186.	814.
<b>13</b> Office expenses .....	325,824.	97,417.	39,908.	188,499.
<b>14</b> Information technology .....	748,900.	562,975.	69,280.	116,645.
<b>15</b> Royalties .....				
<b>16</b> Occupancy .....	2,667,665.	2,372,347.	284,898.	10,420.
<b>17</b> Travel .....	184,784.	154,891.	19,705.	10,188.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
<b>19</b> Conferences, conventions, and meetings .....				
<b>20</b> Interest .....				
<b>21</b> Payments to affiliates .....				
<b>22</b> Depreciation, depletion, and amortization .....	5,041,758.	4,818,181.	198,735.	24,842.
<b>23</b> Insurance .....	434,014.	367,977.	24,607.	41,430.
<b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a CREDIT CARD FEES</b> .....	325,202.	251,116.	139.	73,947.
<b>b EVENT EXPENSES</b> .....	322,680.	117,652.		205,028.
<b>c PRINTING &amp; POSTAGE</b> .....	266,465.	203,681.	11,732.	51,052.
<b>d CONSERVATION &amp; EXHIBITI</b> .....	147,008.	147,008.		
<b>e</b> All other expenses .....	241,460.	154,149.	87,311.	
<b>25 Total functional expenses.</b> Add lines 1 through 24e	25,163,947.	18,816,643.	3,128,673.	3,218,631.
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	2,144,659.	<b>2</b>	2,074,046.
	<b>3</b> Pledges and grants receivable, net .....	5,296,666.	<b>3</b>	16,871,493.
	<b>4</b> Accounts receivable, net .....	51,398.	<b>4</b>	109,546.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....	1,110,042.	<b>8</b>	1,027,080.
	<b>9</b> Prepaid expenses and deferred charges .....	804,934.	<b>9</b>	825,907.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 148,009,365.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 43,387,987.		
	<b>11</b> Investments - publicly traded securities .....	108,757,236.	<b>10c</b>	104,621,378.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	78,385,783.	<b>11</b>	73,400,556.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>12</b>	
	<b>14</b> Intangible assets .....		<b>13</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	6,359,913.	<b>14</b>	5,787,433.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	202,910,631.	<b>15</b>	204,717,439.	
<b>17</b> Accounts payable and accrued expenses .....	2,174,918.	<b>16</b>	2,238,458.	
<b>18</b> Grants payable .....		<b>17</b>	1,784,740.	
<b>19</b> Deferred revenue .....	410,824.	<b>18</b>	453,718.	
<b>20</b> Tax-exempt bond liabilities .....		<b>19</b>		
<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>20</b>		
<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>21</b>		
<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>22</b>		
<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>23</b>		
<b>25</b> 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 .....		<b>24</b>		
<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....	2,585,742.	<b>25</b>	2,238,458.	
<b>27</b> <b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
<b>28</b> Unrestricted net assets .....	116,004,776.	<b>26</b>	2,238,458.	
<b>29</b> Temporarily restricted net assets .....	12,563,218.	<b>27</b>	114,240,292.	
<b>30</b> Permanently restricted net assets .....	71,756,895.	<b>28</b>	9,405,489.	
<b>31</b> <b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>		<b>29</b>	78,833,200.	
<b>32</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
<b>33</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
<b>34</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
<b>33</b> Total net assets or fund balances .....	200,324,889.	<b>33</b>	202,478,981.	
<b>34</b> Total liabilities and net assets/fund balances .....	202,910,631.	<b>34</b>	204,717,439.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	36,523,478.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	25,163,947.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	11,359,531.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	200,324,889.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-9,172,899.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	-32,540.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	202,478,981.

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	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: Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>b</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	
<b>c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
<b>3a</b>	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>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2018**

Open to Public Inspection

<b>Name of the organization</b> <p style="text-align:center;">THE BARNES FOUNDATION</p>	<b>Employer identification number</b> <p style="text-align:center;">23-6000149</p>
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An agricultural research organization described in **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).

(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		
<b>Total</b>						

**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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> 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) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> 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 <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)) .....	14	%
<b>15</b> Public support percentage from 2017 Schedule A, Part II, line 14 .....	15	%
<b>16a 33 1/3% support test - 2018.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2017.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2018.</b> 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 <b>stop here.</b> 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>b 10% -facts-and-circumstances test - 2017.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2017 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2017 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2018.** 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 - 2017.** 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
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>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.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
<b>c</b> 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)? <i>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.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>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).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> 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? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> 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? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> 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))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</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? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> 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? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> 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)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> 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?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

**Section E. Type III Functionally Integrated Supporting Organizations**

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

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

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

<b>Section A - Adjusted Net Income</b>		(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	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

<b>Section B - Minimum Asset Amount</b>		(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	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):		
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	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

<b>Section C - Distributable Amount</b>			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	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions.	
<b>7 Total annual distributions.</b> Add lines 1 through 6.	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions.	
<b>9</b> Distributable amount for 2018 from Section C, line 6	
<b>10</b> Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
<b>1</b> Distributable amount for 2018 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in <b>Part VI</b> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2018			
<b>a</b> From 2013			
<b>b</b> From 2014			
<b>c</b> From 2015			
<b>d</b> From 2016			
<b>e</b> From 2017			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2018 distributable amount			
<b>i</b> Carryover from 2013 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2018 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2018 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4.			
<b>5</b> Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>6</b> Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>7 Excess distributions carryover to 2019.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2014			
<b>b</b> Excess from 2015			
<b>c</b> Excess from 2016			
<b>d</b> Excess from 2017			
<b>e</b> Excess from 2018			



**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](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2018**  
**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? .....	Yes	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? .....	Yes	No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)  Preservation of a historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

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

	Held at the End of the 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 SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

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

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

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

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

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

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

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

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other EDUCATION

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

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

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

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

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

	Amount
c Beginning balance	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	69,130,963.	61,884,200.	62,264,076.	57,589,383.	51,367,619.
b Contributions	10,907,504.	1,603,196.	12,864.	10,169,556.	6,335,075.
c Net investment earnings, gains, and losses	-4,634,186.	8,809,304.	2,784,075.	-2,306,429.	2,340,686.
d Grants or scholarships					
e Other expenditures for facilities and programs	3,367,000.	3,165,737.	3,176,815.	3,188,434.	2,453,997.
f Administrative expenses					
g End of year balance	72,037,281.	69,130,963.	61,884,200.	62,264,076.	57,589,383.

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

- a Board designated or quasi-endowment  2.97 %
- b Permanent endowment  97.03 %
- c Temporarily restricted 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"/>
3a(ii)		<input checked="" type="checkbox"/>
3b		

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		140,148,578.	37,359,177.	102,789,401.
c Leasehold improvements				
d Equipment		1,170,803.	727,694.	443,109.
e Other		6,527,095.	5,301,116.	1,225,979.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				104,621,378.



**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)		
<b>Total.</b> (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)		
<b>Total.</b> (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)	
<b>Total.</b> (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)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	30,487,647.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	-9,172,899.	
<b>b</b>	Donated services and use of facilities	<b>2b</b>	2,415,558.	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	566,406.	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>		-6,190,935.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	36,678,582.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	-155,104.	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>		-155,104.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)		<b>5</b>	36,523,478.

**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.

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	28,333,555.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>	2,415,558.	
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	1,001,981.	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>		3,417,539.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	24,916,016.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	247,931.	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>		247,931.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)		<b>5</b>	25,163,947.

**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 2018 OR IN 2017.

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, 2018 OR 2017. 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 2015.

## PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	814,337.
INVESTMENT EXPENSES	-247,931.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	566,406.

## PART XI, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT DIRECT EXPENSES REPORTED ON FORM 990, PART VIII, LINE 8B	-155,104.
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## PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	814,337.
RESERVE ON BENEFICIAL INTEREST IN LEAD TRUST	32,540.
SPECIAL EVENT DIRECT EXPENSES REPORTED ON FORM 990, PART VIII, LINE 8B	155,104.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,001,981.

**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](http://www.irs.gov/Form990) for the latest information.**

OMB No. 1545-0047

**2018**

**Open to Public Inspection**

Name of the organization

**THE BARNES FOUNDATION**

Employer identification number

**23-600149**

**Part I**

	YES	NO
<b>1</b> 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? .....	<b>X</b>	
<b>2</b> 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?	<b>X</b>	
<b>3</b> 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 .....	<b>X</b>	
<b>SEE PART II</b>		
<b>4</b> Does the organization maintain the following?		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? .....	<b>X</b>	
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....	<b>X</b>	
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....	<b>X</b>	
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? .....	<b>X</b>	
If you answered "No" to any of the above, please explain. If you need more space, use Part II.		
<b>5</b> Does the organization discriminate by race in any way with respect to:		
<b>a</b> Students' rights or privileges? .....		<b>X</b>
<b>b</b> Admissions policies? .....		<b>X</b>
<b>c</b> Employment of faculty or administrative staff? .....		<b>X</b>
<b>d</b> Scholarships or other financial assistance? .....		<b>X</b>
<b>e</b> Educational policies? .....		<b>X</b>
<b>f</b> Use of facilities? .....		<b>X</b>
<b>g</b> Athletic programs? .....		<b>X</b>
<b>h</b> Other extracurricular activities? .....		<b>X</b>
If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.		
<b>6a</b> Does the organization receive any financial aid or assistance from a governmental agency? .....	<b>X</b>	
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? .....		<b>X</b>
If you answered "Yes" on either line 6a or line 6b, explain on Part II.		
<b>7</b> 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 .....	<b>X</b>	

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

Schedule E (Form 990 or 990-EZ) 2018

**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 (\$11,185), THE NATIONAL ENDOWMENT FOR THE ARTS (\$40,000), AND THE COMMONWEALTH OF PENNSYLVANIA (\$70,751).



**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	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		<b>FUNDRAISER</b> (event type)	(event type)	<b>NONE</b> (total number)	
Revenue	<b>1</b> Gross receipts .....	448,450.			448,450.
	<b>2</b> Less: Contributions .....	411,140.			411,140.
	<b>3</b> Gross income (line 1 minus line 2) .....	37,310.			37,310.
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Food and beverages .....	93,820.			93,820.
	<b>8</b> Entertainment .....				
	<b>9</b> Other direct expenses .....	61,284.			61,284.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				155,104.
<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) .....				-117,794.	

**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	<b>1</b> Gross revenue .....				
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Noncash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
	<b>6</b> 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	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....				
	<b>8</b> 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



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2018**

Open to Public Inspection

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](http://www.irs.gov/Form990) for instructions and the latest information.

Department of the Treasury  
Internal Revenue Service

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 ..... **1b**

**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? ..... **2**

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

<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? ..... **4a**

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? ..... **4b**

**c** Participate in, or receive payment from, an equity-based compensation arrangement? ..... **4c**

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? ..... **5a**

**b** Any related organization? ..... **5b**

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? ..... **6a**

**b** Any related organization? ..... **6b**

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 ..... **7**

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

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

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

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

Schedule J (Form 990) 2018

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) THOMAS COLLINS EXECUTIVE DIRECTOR & PRESIDENT	(i)	395,258.	20,000.	6,249.	8,025.	16,709.	446,241.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) MARGARET B. ZMINDA EXECUTIVE VP, CFO AND COO	(i)	253,529.	0.	2,452.	7,950.	25,988.	289,919.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SARA GEELAN DEP DIR, GEN COUNSEL, ASST SECRETARY	(i)	237,845.	0.	1,111.	7,431.	22,542.	268,929.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) NINA DIEFENBACH DEPUTY DIRECTOR OF ADVANCEMENT	(i)	313,888.	0.	2,806.	8,041.	4,641.	329,376.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) VINCENT D'ANTONIO SENIOR DIRECTOR OF OPERATIONS	(i)	183,250.	0.	1,025.	5,338.	2,252.	191,865.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) SHELLEY BERNSTEIN DEP DIRECTOR FOR DIGITAL INITIATIVES	(i)	162,593.	0.	750.	4,800.	15,601.	183,744.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) STEVEN BRADY DIRECTOR OF INFORMATION TECHNOLOGY	(i)	136,685.	0.	744.	410.	31,188.	169,027.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**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)**

**Noncash Contributions**

OMB No. 1545-0047

**2018**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ 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](http://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 ▶ ( AIRLINES MILE )	X	1	22,125.	
26 Other ▶ ( HOTEL ROOMS )	X	1	15,000.	
27 Other ▶ ( IPADS )	X	1	5,695.	
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**

	Yes	No
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?		X
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?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
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.		

**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 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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Open to Public  
Inspection

Name of the organization

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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:

SAME SUBJECT IN THE COLLECTIONS OF THE NATIONAL GALLERY IN LONDON AND  
THE PHILADELPHIA MUSEUM OF ART.

THE FOUNDATION CONTINUED THE MULTI-YEAR PROJECT, BEGUN IN 2015, OF  
RECOATING THE NEARLY 900 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. 378 OBJECTS HAVE BEEN TREATED TO DATE.

THE FOUNDATION PRESENTED THREE SPECIAL EXHIBITIONS IN 2018. RUNNING  
NOVEMBER 17, 2017, THROUGH MARCH 12, 2018, THE BARNES PRESENTED THE  
ONLY US SHOWING OF KIEFER RODIN, A MAJOR EXHIBITION ORGANIZED IN  
COLLABORATION WITH THE MUSEE RODIN, PARIS TO MARK THE CENTENNIAL OF  
AUGUSTE RODIN'S DEATH. THE EXHIBITION FEATURED RECENT WORKS BY RENOWNED  
CONTEMPORARY ARTIST ANSELM KIEFER THAT OFFER A NEW WAY OF OBSERVING AND  
UNDERSTANDING RODIN-ALONGSIDE WORKS BY RODIN, SOME ON VIEW IN THE US  
FOR THE FIRST TIME. THE EXHIBITION BROUGHT TOGETHER OVER 100 ITEMS,  
INCLUDING SEVERAL LARGE-SCALE ILLUSTRATED BOOKS MADE BY KIEFER (B.  
1945) IN HOMAGE TO RODIN (1840-1917); A SERIES OF LARGE PAINTINGS  
TITLED LES CATHEDRALES DE FRANCE; AND VITRINES FILLED WITH ASSORTED  
OBJECTS INCLUDING PLASTER CASTS, DRIED PLANTS, STONES, AND PIECES OF  
FABRIC. ALSO ON VIEW WERE SCULPTURES AND DRAWINGS BY RODIN, INCLUDING



Name of the organization THE BARNES FOUNDATION	Employer identification number 23-6000149
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RARELY DISPLAYED PLASTER MOLDS.

FROM MAY 6 THROUGH SEPTEMBER 3, 2018, THE BARNES PRESENTED RENOIR: FATHER AND SON/PAINTING AND CINEMA, A MAJOR EXHIBITION EXAMINING THE ARTISTIC EXCHANGE BETWEEN RENOWNED IMPRESSIONIST PAINTER PIERRE AUGUSTE RENOIR AND HIS SON, CELEBRATED FILMMAKER JEAN RENOIR. THE EXHIBITION BROUGHT TOGETHER OVER 120 WORKS, INCLUDING PAINTINGS, FILMS, DRAWINGS, CERAMICS, COSTUMES, PHOTOGRAPHS, AND POSTERS, FOR AN ILLUMINATING EXPLORATION OF PIERRE-AUGUSTE'S ROLE IN HIS SON'S WORK AND THE RELATIONSHIP BETWEEN PAINTING AND CINEMA. THE EXHIBITION WAS ORGANIZED BY THE BARNES AND THE MUSEES D'ORSAY ET DE L'ORANGERIE, PARIS, IN COLLABORATION WITH LA CINEMATHEQUE FRANCAISE, PARIS.

THE THIRD EXHIBITION, ON VIEW FROM OCTOBER 21, 2018, THROUGH JANUARY 14, 2019, WAS TITLED BERTHE MORISOT: WOMAN IMPRESSIONIST. THIS LANDMARK EXHIBITION WAS THE US DEBUT OF THE SHOW, EXPLORING THE SIGNIFICANT YET UNDER-RECOGNIZED CONTRIBUTIONS OF BERTHE MORISOT (1841-1895), ONE OF THE FOUNDERS OF IMPRESSIONISM. BERTHE MORISOT: WOMAN IMPRESSIONIST WAS THE FIRST MONOGRAPHIC EXHIBITION OF THE ARTIST TO BE HELD IN THE US SINCE 1987. THE INTERNATIONALLY TOURING EXHIBITION WAS CO-ORGANIZED BY THE BARNES, THE DALLAS MUSEUM OF ART, THE MUSEE NATIONAL DES BEAUX-ARTS DU QUEBEC, AND THE MUSEES D'ORSAY ET DE L'ORANGERIE, PARIS. THE PRESENTATION AT THE BARNES PROVIDED NEW INSIGHT INTO A DEFINING CHAPTER IN ART HISTORY AND THE OPPORTUNITY TO EXPERIENCE MORISOT'S WORK IN THE CONTEXT OF THE BARNES'S COLLECTION OF IMPRESSIONIST PAINTINGS.

THE FOUNDATION CONDUCTS ONGOING SCHOLARSHIP AND RESEARCH ON OBJECTS AND WORKS OF ART IN ITS COLLECTION, AND ON THE HISTORY OF THE ORGANIZATION

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AND ITS FOUNDERS. IN 2018, 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 2019. 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. THE FIRST EXHIBIT: PAUL PHILIPPE CRET AND THE BARNES FOUNDATION (SPRING 2018) REVIEWED HOW IN 1922, ALBERT BARNES CONTRACTED FRENCH ARCHITECT PAUL PHILIPPE CRET TO DESIGN A GALLERY AND RESIDENCE IN MERION, PENNSYLVANIA. FEATURED IN THIS EXHIBITION WERE LETTERS BETWEEN THE TWO MEN, PLUS CRET'S PLANS AND SKETCHES FOR THE BUILDINGS THAT OFFICIALLY HOUSED THE BARNES FOUNDATION IN 1925. SINCE CRET HELPED DESIGN THE BENJAMIN FRANKLIN PARKWAY, THE SITE OF THE NEW BARNES BUILDING, THE EXHIBIT CELEBRATED THE PARKWAY'S CENTENNIAL YEAR AS WELL; THE SECOND EXHIBIT: A SHADOW ON HER SUNSHINE: ALBERT BARNES AND GEORGIA O'KEEFFE (FALL 2018) WAS ALIGNED WITH THE BERTHE MORISOT EXHIBITION. TO CELEBRATE WOMEN ARTISTS, THIS EXHIBIT FEATURED LETTERS BETWEEN ALBERT BARNES AND GEORGIA O'KEEFFE.

A NEW RESEARCH INITIATIVE, OBJECT WHITE PAPERS, WAS LAUNCHED IN 2018 TO PRODUCE NEW KNOWLEDGE ABOUT UNDER-RESEARCHED OBJECTS IN THE COLLECTION. WRITTEN PRIMARILY BY GRADUATE STUDENTS AND MEMBERS OF THE FOUNDATION'S ART TEAM, THESE SCHOLARLY PAPERS PLACE WORKS OF ART IN THEIR CULTURAL AND SOCIAL-HISTORICAL CONTEXTS. THOUGH THESE PAPERS ARE INTENDED FOR

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INTERNAL USE, THEY FORM THE BASIS FOR CONTENT THAT IS SHARED WITH THE PUBLIC.

ART-HISTORICAL CONTENT FOR 250 COLLECTION OBJECTS WAS ADDED TO THE BARNES WEBSITE IN 2018. 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. THIS CONTENT WILL ALSO BE VIEWABLE ON AN IN-GALLERY DIGITAL GUIDE, SET TO LAUNCH IN 2019.

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.

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

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:  
SELECTED DAYS OF THE WEEK SEASONALLY.

THE FOUNDATION OFFERS A VARIETY OF PUBLIC PROGRAMS TO ENGAGE NEW AND DIVERSE AUDIENCES AND IS COMMITTED TO WELCOMING COMMUNITIES FROM ACROSS

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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.

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 AND WELCOMES MULTI-GENERATIONAL FAMILIES WITH A VARIETY OF CROSS-CULTURAL PROGRAMMING AND ACTIVITIES FOR ALL AGES. THE BARNES'S ARTIST BASH IS HELD THREE TIMES A YEAR, AND ENCOURAGES THE CROWD TO GET CREATIVE AND MEET MUSICIANS, DANCERS, DESIGNERS, PERFORMERS, AND POETS. YOUNG PROFESSIONALS NIGHT IS A SOCIAL EVENT FOR YOUNG ART AFICIONADOS AND APPRECIATORS, HELD THREE TIMES A YEAR AND ATTRACTING APPROXIMATELY 700 GUESTS EACH EVENT. BARNES ON THE BLOCK PARTIES WERE HELD TO CONNECT AND ENLIVEN THE NEIGHBORHOOD; MORE THAN HALF OF THE ATTENDEES LIVED WITHIN THREE MILES OF THE PARKWAY CAMPUS. THE EVENT OFFERED FREE ADMISSION TO THE COLLECTION, PLUS INDOOR AND OUTDOOR ACTIVITIES, INCLUDING A DANCE PARTY IN THE PARKING LOT WITH MUSIC FROM DJS, FOOD TRUCKS, AND A LOCAL BREWERY. IN 2018, THE BARNES LAUNCHED BARNES JAWN(T)S, IMPROVISED AFTER-HOURS TOURS OF THE COLLECTION THAT GIVE THE SPOTLIGHT TO A DIVERSE ARRAY OF COMMUNITY LEADERS AND ARTISTS. THE BARNES TAKEOVER SERIES, LAUNCHED IN OCTOBER 2018, INVITES LOCAL ARTISTS TO SHARE THEIR UNIQUE INTERPRETATIONS OF THE BARNES COLLECTION.

DURING 2018 THE BARNES CONTINUED ITS COLLABORATION WITH PUENTES DE SALUD, TO CONTINUE THE PROGRAM PUENTES A LAS ARTES (BRIDGES TO THE

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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. IN ITS FIRST YEAR, THE PROGRAM SERVED 78 FAMILIES. EARLY LEARNERS GAINED 50 HOURS OF ARTS AND LITERACY INSTRUCTION AT SOUTHWARK COMMUNITY SCHOOL, LED BY TWO BILINGUAL TEACHING ARTISTS OVER 25 WEEKS.

BARNES @ LOLA 38, A COLLABORATION WITH THE PEOPLE'S EMERGENCY CENTER COMMUNITY DEVELOPMENT CORPORATION (PECCDC), WAS LAUNCHED TO FOSTER NEW CULTURAL PATHWAYS AND ACCESS TO THE ARTS FOR COMMUNITIES IN WEST PHILADELPHIA, WHERE DR. BARNES'S ARGYROL FACTORY WAS LOCATED AND HIS IDEOLOGY OF "ART IS FOR EVERYONE" WAS SEEDED. BARNES @ LOLA 38 IS A TWO-YEAR, MULTIFACETED SERIES OF ALL-AGES ARTS PROGRAMS, INCLUDING FAMILY WORKSHOPS, ARTIST PERFORMANCES, AND A TEEN STUDIO WITH A FREE MONTHLY SHUTTLE TO PECO FREE FIRST SUNDAY FAMILY DAY AT THE BARNES.

OVER THE SUMMER, A TEAM OF MUSEUM EDUCATORS AND TEACHING ARTISTS AND DESIGNERS PARTNERED WITH FOUR PHILADELPHIA PARKS AND RECREATION CENTERS, AS WELL AS THE CENTER FOR ARCHITECTURE AND DESIGN, TO LAUNCH SUMMER IMAGINARIUM WORKSHOPS. MORE THAN 120 CHILDREN AGES 6-13 EXPLORED THE THEME "CITY AS ENSEMBLE" OVER SIX SESSIONS, AND LEARNED TO BE BOLD URBAN PLANNERS AND VISIONARIES.

THE BARNES ALSO LAUNCHED THE ART FOR ALL COMMUNITY PASS, WHICH OFFERS FREE BARNES ADMISSION TO LOW-INCOME, UNDERSERVED AUDIENCES WHO HAVE PARTICIPATED IN BARNES COMMUNITY ENGAGEMENT INITIATIVES AND EDUCATION OUTREACH EFFORTS. IN 2018, 235 GUESTS VISITED THE BARNES USING THE PASS.

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THE BARNES DEVELOPED VIRTUAL REALITY (VR) HEADSETS THAT 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.

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

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS: WOULD NOT HAVE HAD THE OPPORTUNITY TO PARTICIPATE. ADDITIONALLY, A SPECIAL CURRICULUM WAS DEVELOPED TO ENGAGE MEDICAL STUDENTS AND PROFESSIONALS, FOCUSING ON HOW CLOSE-LOOKING SKILLS CAN BE BENEFICIAL IN A CLINICAL SETTING.

IN 2018, THE BARNES LAUNCHED AN 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 WILL EXPLORE A NEW HORTICULTURE MINOR AS WELL AS ACADEMIC CREDIT FOR SELECT COURSES.

THE BARNES OFFERED A SERIES OF PUBLIC LECTURES IN 2018 ON TOPICS RELATED TO THE COLLECTION AND SPECIAL EXHIBITIONS. THE BARNES ALSO PRESENTED TWO PUBLIC SYMPOSIA. IN APRIL, THE 23RD ANNUAL GRADUATE STUDENT SYMPOSIUM DREW SPEAKERS AND FACULTY FROM NINE AREA UNIVERSITIES.

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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 STUDENTS' ART APPRECIATION AND REINFORCE READING COMPREHENSION, MATH SKILLS AND KNOWLEDGE OF SCIENCE, HISTORY AND SOCIAL STUDIES, DEPENDING ON THE GRADE LEVEL. THESE PROGRAMS SERVED APPROXIMATELY 10,000 PHILADELPHIA SCHOOLCHILDREN IN 2018. THE BARNES ALSO PILOTED AND LAUNCHED IN FALL 2018 A SIX-WEEK ONLINE TEACHER TRAINING PROGRAM CALLED MATH IN ART TO PROVIDE TEACHERS IN THE PHILADELPHIA AREA AND BEYOND WITH TECHNIQUES FOR INTEGRATING ART INTO OTHER SUBJECT AREAS.

IN 2018 APPROXIMATELY 3,000 STUDENTS FROM KINDERGARTEN THROUGH HIGH SCHOOL VISITED THE BARNES FOR EDUCATIONAL TOURS OF THE COLLECTION AND EXHIBITIONS. EDUCATORS AT THE BARNES TAILOR THE TOUR EXPERIENCE TO MEET THE CLASSROOM TEACHER'S GOALS. THE FOUNDATION HAS ALSO DEVELOPED EDUCATIONAL FAMILY PROGRAMS.

PROGRAM EXPENSES FOR EDUCATION INCLUDE A PRO-RATE 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

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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 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



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## COMPLEXITY OF THE ORGANIZATION.

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

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

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

## SECURITY:

PROGRAM SERVICE EXPENSES	1,317,459.
MANAGEMENT AND GENERAL EXPENSES	52,852.
FUNDRAISING EXPENSES	6,607.
TOTAL EXPENSES	1,376,918.

## OTHER PROFESSIONAL SERVICES:

PROGRAM SERVICE EXPENSES	1,584,539.
MANAGEMENT AND GENERAL EXPENSES	231,736.
FUNDRAISING EXPENSES	9,733.
TOTAL EXPENSES	1,826,008.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	3,202,926.

## FORM 990, PART X, LINE 27-29

IN THE PREPARATION OF ITS 2018 FINANCIAL STATEMENTS, THE FOUNDATION ADOPTED THE PROVISIONS OF ASU 2016-14 NOT-FOR-PROFIT ENTITIES (TOPIC 958): PRESENTATION OF FINANCIAL STATEMENTS FOR NOT-FOR-PROFIT ENTITIES.

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IN CONNECTION WITH THIS CHANGE, THE FOUNDATION RECORDED SOME RECLASSIFICATIONS OF NET ASSETS BETWEEN THE TWO NEW CLASSIFICATIONS, THOSE (1) WITH DONOR RESTRICTIONS AND (2) WITHOUT DONOR RESTRICTIONS. THE FORM 990, PART X, HOWEVER, HAS NOT BEEN REVISED TO INCORPORATE THIS CHANGE AND AS A RESULT THE NET ASSETS ARE STILL CLASSIFIED IN THREE CATEGORIES: (1) UNRESTRICTED, (2) TEMPORARY RESTRICTED AND (3) PERMANENTLY RESTRICTED. THEREFORE, BARNES FOUNDATION HAS UPDATED THE BEGINNING YEAR NET ASSETS TO REFLECT THE RECLASSIFICATIONS AS MENTIONED ABOVE IN ORDER TO REPORT CONSISTENTLY WITH THE END OF YEAR NET ASSETS. THIS RECLASSIFICATION HAD NO EFFECT ON TOTAL NET ASSETS.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:  
RESERVE ON BENEFICIAL INTEREST IN LEAD TRUST -32,540.