

**Return of Organization Exempt From Income Tax**

Department of the Treasury  
Internal Revenue Service

Under section 501(c) of the Internal Revenue Code (except black lung benefit trust or private foundation) or section 4947(a)(1) nonexempt charitable trust

Note: The organization may have to use a copy of this return to satisfy state reporting requirements.

This Form is Open to Public Inspection

**A** For the 1999 calendar year, OR tax year period beginning and ending

<b>B</b> Check if: Change of address  Initial return Final return Amended return (required also for state reporting)	Please use IRS label or print or type. See Specific Instructions.	<b>C</b> Name of organization <b>THE BARNES FOUNDATION</b>		<b>D</b> Employer identification number 23-6000149
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite		<b>E</b> Telephone number 610-664-3542
		300 N. LATCH'S LANE		<b>F</b> Check <input type="checkbox"/> if exemption application is pending
		City or town, state or country, and ZIP+4 MERION STATION, PA 19066-1759		

**G** Type of organization  Exempt under 501(c) ( 3 ) (insert number) OR  section 4947(a)(1) nonexempt charitable trust

Note: Section 501(c)(3) exempt organizations and 4947(a)(1) nonexempt charitable trusts MUST attach a completed Schedule A (Form 990).

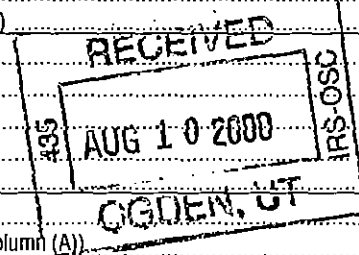
**H(a)** Is this a group return filed for affiliates? Yes  No   
**(b)** If "Yes," enter the number of affiliates for which this return is filed:   
**(c)** Is this a separate return filed by an organization covered by a group ruling? Yes  No   
**I** If either box in H is checked "Yes," enter four-digit group exemption number (GEN)   
**J** Accounting method: Cash  Accrual   
 Other (specify)

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if it received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

Note: Form 990-EZ may be used by organizations with gross receipts less than \$100,000 and total assets less than \$250,000 at end of year.

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue	1	Contributions, gifts, grants, and similar amounts received:				
	a	Direct public support	1a	867,813.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c			
	d	Total (add lines 1a through 1c) (attach schedule of contributors) (cash \$ 867,813. noncash \$ )		STMT 1	1d	867,813.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		2	431,132.
	3	Membership dues and assessments	3			
	4	Interest on savings and temporary cash investments	4			
	5	Dividends and interest from securities	5			366,524.
	6a	Gross rents	6a			
	6b	Less: rental expenses	6b			
	6c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	
7	Other investment income (describe )	7				
8a	Gross amount from sale of assets other than inventory	(A) Securities	8a			
		1,198,750.	8a			
		Less: cost or other basis and sales expenses	8b			
		1,172,200.	8b			
8c	Gain or (loss) (attach schedule)	8c	26,550.			
8d	Net gain or (loss) (combine line 8c, columns (A) and (B))		STMT 2	8d	26,550.	
9	Special events and activities (attach schedule)	a	Gross revenue (not including \$ of contributions reported on line 1a)	9a		
		b	Less: direct expenses other than fundraising expenses	9b		
		9c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		
10a	Gross sales of inventory, less returns and allowances	10a	267,735.			
		b	Less: cost of goods sold	10b	285,901.	
		c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)		STMT 3	10c
11	Other revenue (from Part VII, line 103)	11			102,251.	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			1,776,104.	
Expenses	13	Program services (from line 44, column (B))	13			1,861,736.
	14	Management and general (from line 44, column (C))	14			1,163,584.
	15	Fundraising (from line 44, column (D))	15			127,615.
	16	Payments to affiliates (attach schedule)	16			
	17	Total expenses (add lines 13 and 14, column (A))	17			3,152,935.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18			-1,376,831.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19			23,001,757.
	20	Other changes in net assets or fund balances (attach explanation)	20	SEE STATEMENT 4		-42,925.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			21,582,001.



FILMED  
 AUG 17 2000

<b>Part II Statement of Functional Expenses</b>		All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.			
Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	cash \$ _____ noncash \$ _____	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25	161,539.	105,000.	24,231.
26	Other salaries and wages	26	704,238.	505,510.	134,013.
27	Pension plan contributions	27			
28	Other employee benefits	28	62,304.	43,934.	11,388.
29	Payroll taxes	29	69,279.	48,853.	12,663.
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32	623,046.	1,542.	621,504.
33	Supplies	33	48,019.	37,182.	8,450.
34	Telephone	34	32,274.	20,470.	11,220.
35	Postage and shipping	35	11,089.	5,106.	3,115.
36	Occupancy	36	150,641.	148,632.	2,009.
37	Equipment rental and maintenance	37	84,156.	83,392.	764.
38	Printing and publications	38	73,605.	71,573.	1,262.
39	Travel	39	16,950.	2,716.	10,626.
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42	434,576.	429,830.	4,746.
43	Other expenses (itemize):				
a	_____	43a			
b	_____	43b			
c	_____	43c			
d	_____	43d			
e	SEE STATEMENT 5	43e	681,219.	357,996.	317,593.
44	Total functional expenses (add lines 22 through 43. Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	3,152,935.	1,861,736.	1,163,584.

**Reporting of Joint Costs.** - Did you report in column (B) (Program services) any joint costs from a combined educational campaign and fundraising solicitation? Yes  No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_.

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? <span style="float:right">▶</span>	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
<b>EDUCATION - ART &amp; HORTICULTURE</b>	
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
<b>a ART EDUCATION</b>	
(Grants and allocations \$ _____)	592,732.
<b>b HORTICULTURE EDUCATION</b>	
(Grants and allocations \$ _____)	291,875.
<b>c PUBLIC ACCESS</b>	
(Grants and allocations \$ _____)	825,828.
<b>d GALLERY SHOP</b>	
(Grants and allocations \$ _____)	151,301.
<b>e Other program services (attach schedule)</b>	(Grants and allocations \$ _____)
<b>f Total of Program Service Expenses (should equal line 44, column (B), Program services)</b>	1,861,736.

**Part IV Balance Sheets**

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing .....	24,150.	35,727.
	46 Savings and temporary cash investments .....		
	47 a Accounts receivable .....	9,338.	
	b Less: allowance for doubtful accounts .....		9,338.
	48 a Pledges receivable .....	762,380.	
	b Less: allowance for doubtful accounts .....		762,380.
	49 Grants receivable .....		
	50 Receivables from officers, directors, trustees, and key employees .....		
	51 a Other notes and loans receivable .....		
	b Less: allowance for doubtful accounts .....		
	52 Inventories for sale or use .....	315,801.	102,344.
	53 Prepaid expenses and deferred charges .....	101,441.	68,228.
	54 Investments - securities STMT 6 STMT 7 .....	8,027,182.	6,456,115.
	55 a Investments - land, buildings, and equipment: basis .....		
	b Less: accumulated depreciation .....		
56 Investments - other .....			
57 a Land, buildings, and equipment: basis .....	14,216,423.		
b Less: accumulated depreciation .....	2,197,953.	12,018,470.	
58 Other assets (describe ► SEE STATEMENT 8 ) .....	3,920,824.	2,792,386.	
59 Total assets (add lines 45 through 58) (must equal line 74) .....	24,166,028.	22,244,988.	
Liabilities	60 Accounts payable and accrued expenses .....	1,164,271.	662,987.
	61 Grants payable .....		
	62 Deferred revenue .....		
	63 Loans from officers, directors, trustees, and key employees .....		
	64 a Tax-exempt bond liabilities .....		
	b Mortgages and other notes payable .....		
	65 Other liabilities (describe ► ) .....		
66 Total liabilities (add lines 60 through 65) .....	1,164,271.	662,987.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted .....	16,142,273.	15,623,661.
	68 Temporarily restricted .....	6,859,484.	5,958,340.
	69 Permanently restricted .....		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds .....		
	71 Paid-in or capital surplus, or land, building, and equipment fund .....		
	72 Retained earnings, endowment, accumulated income, or other funds .....		
	73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72; column (A) must equal line 19 and column (B) must equal line 21) .....	23,001,757.	21,582,001.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73) .....	24,166,028.	22,244,988.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return**

a	Total revenue, gains, and other support per audited financial statements	a	2,019,080.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments		
(2)	Donated services and use of facilities		
(3)	Recoveries of prior year grants		
(4)	Other (specify):		
	STMT 9 \$ 242,976.		
	Add amounts on lines (1) through (4)	b	242,976.
c	Line a minus line b	c	1,776,104.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	Add amounts on lines (1) and (2)	d	
e	Total revenue per line 12, Form 990 (line c plus line d)	e	1,776,104.

**Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

a	Total expenses and losses per audited financial statements	a	3,438,836.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities		
(2)	Prior year adjustments reported on line 20, Form 990		
(3)	Losses reported on line 20, Form 990		
(4)	Other (specify):		
	STMT 10 \$ 285,901.		
	Add amounts on lines (1) through (4)	b	285,901.
c	Line a minus line b	c	3,152,935.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	Add amounts on lines (1) and (2)	d	
e	Total expenses per line 17, Form 990 (line c plus line d)	e	3,152,935.

**Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)**

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
BERNARD C. WATSON, PH.D. 473 COOPER BEECH CIRCLE ELKINS PARK, PA 19027	PRESIDENT/TRUSTEE PART TIME	0.	0.	933.
JEFF R. DONALDSON, PH.D. 504 T STREET, NW WASHINGTON, DC 20001	VICE PRESIDENT/TRUSTEE PART TIME	0.	0.	776.
SHERMAN WHITE ONE MELLON BANK CENTER, 500 GRANT STR PITTSBURGH, PA 15258	TREASURER/TRUSTEE PART TIME	0.	0.	0.
RANDOLPH S. KINDER 157 BAYBERRIE DRIVE STAMFORD, CT 06902	TRUSTEE PART TIME	0.	0.	0.
KENNETH M. SADLER, D.D.S. 201 CHARLOIS BOULEVARD WINSTON-SALEM, NC 27102	TRUSTEE PART TIME	0.	0.	5,530.
KIMBERLY CAMP 300 N. LATCH'S LANE MERION STATION, PA 19066	EXECUTIVE DIRECTOR FULL TIME	161,539.	2,542.	0.

Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.		X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement;		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		X
b	If "Yes," enter the name of the organization and check whether it is exempt OR nonexempt.		
81 a	Enter the amount of political expenditures, direct or indirect, as described in the instructions for line 81	81a	0.
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions for reporting in Part III.)	82b	N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? N/A	85a	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A	85b	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount in 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notice were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax in 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed PENNSYLVANIA		
b	Number of employees employed in the pay period that includes March 12, 1999	90b	39

91 The books are in care of **KIMBERLY CAMP, BARNES FOUNDATION** Telephone no. **610-664-3542**  
 Located at **MERION STATION, PA** ZIP +4 **19066**

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the tax year **92** N/A

**Part VII Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
(a) <b>EDUCATION</b>					191,645.
(b) <b>ADMISSION, AUDIO RENTAL</b>					239,487.
(c)					
(d)					
(e)					
(f) Medicare/Medicaid payments					
(g) Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	366,524.	
97 Net rental income or (loss) from real estate:					
(a) debt-financed property					
(b) not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	26,550.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					-18,166.
103 Other revenue:					
a <b>BOOK CONTRACT</b>			15	4,214.	
b <b>LICENSING &amp; MERCHANDNG</b>			15	26,556.	
c <b>OTHER REVENUE</b>					18,818.
d <b>USE OF FACILITIES</b>					52,663.
e					
104 Subtotal (add columns (B), (D), and (E))		0.		423,844.	484,447.
105 TOTAL (add line 104, columns (B), (D), and (E))					908,291.

Note: (Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.)

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	THE BARNES FOUNDATION WAS CHARTERED IN 1922 AS A PRIVATELY ENDOWED
93B	NONPROFIT EDUCATIONAL INSTITUTION BY THE COMMONWEALTH OF PENNSYLVANIA FOR THE PURPOSE OF CONDUCTING CLASSES IN ART APPRECIATION AND HORTICULTURE. THE FOUNDATION INCLUDES A GALLERY AND ARBORETUM WHICH ARE OPEN TO THE PUBLIC AT DESIGNATED TIMES.
103C	MISCELLANEOUS EXEMPT PURPOSES REVENUE
103D	USE OF FACILITIES TO AID EDUCATION OF PUBLIC

**Part IX Information Regarding Taxable Subsidiaries (Complete this Part if the "Yes" box on 88 is checked.)**

Name, address, and employer identification number of corporation or partnership	Percentage of ownership interest	Nature of business activities	Total income	End-of-year assets
N/A	%			
	%			
	%			
	%			

I am preparing this return on the basis of the information provided to me by the taxpayer and the accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete on all information of which preparer has any knowledge. (Important: See General Instruction U.)

08/04/00 X KIMBERLY CAMP, EX. DIR + CEO

**SCHEDULE A  
(Form 990)**

**Organization Exempt Under Section 501(c)(3)**

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**1999**

Department of the Treasury  
Internal Revenue Service

**Supplementary Information**

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization

**THE BARNES FOUNDATION**

Employer identification number

**23-6000149**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<u>ANTHONY C NG</u> ----- <u>DIRECTOR OF DEVELOPMENT</u>	FULL TIME	63,369.	1,795.	
<u>VIVIAN CLINE</u> ----- <u>BUSINESS MANAGER</u>	FULL TIME	61,192.	3,011.	
-----				
-----				
-----				
-----				
-----				
-----				
Total number of other employees paid over \$50,000 ▶	0			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>J.S. CORNELL &amp; SON, INC.</u> ----- <u>1528 CHERRY STREET PHILADELPHIA, PA</u>	CONTRACTOR	744,778.
<u>DELOITTE &amp; TOUCHE LLP</u> ----- <u>1700 MARKET STREET PHILADELPHIA, PA</u>	PROFESSIONAL SERVICES	338,286.
<u>FOULKE ASSOCIATES, INC.</u> ----- <u>P.O. BOX 243 323 WEST FRONT STREET MEDIA, PA</u>	SECURITY	275,083.
<u>SCHNADER HARRISON SEGAL &amp; LEWIS LLP</u> ----- <u>1600 MARKET STREET PHILADELPHIA, PA</u>	LEGAL SERVICES	258,612.
<u>PAUL WEISS RIFKIND WHARTON &amp; GARRISON</u> ----- <u>1285 AVENUE OF THE AMERICAS NEW YORK, NY</u>	LEGAL SERVICES	160,485.
Total number of others receiving over \$50,000 for professional services ▶	2	

LHA For Paperwork Reduction Act Notice, see page 1 of the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990) 1999

Part III Statements About Activities		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities $\blacktriangleright$ \$ _____ Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1	X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any of its trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary:		
a	Sale, exchange, or leasing of property? .....	2a	X
b	Lending of money or other extension of credit? .....	2b	X
c	Furnishing of goods, services, or facilities? .....	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? .....	2d	X
e	Transfer of any part of its income or assets? .....	2e	X
	If the answer to any question is "Yes," attach a detailed statement explaining the transactions. <span style="float: right;">SEE STATEMENT 11</span>		
3	Does the organization make grants for scholarships, fellowships, student loans, etc.? .....	3	X
4 a	Do you have a section 403(b) annuity plan for your employees? .....	4a	X
b	Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs qualify to receive payments. (See instructions.)		

**Part IV Reason for Non-Private Foundation Status** (See instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

5	A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
6	<input checked="" type="checkbox"/> A school. Section 170(b)(1)(A)(ii). (Also complete Part V, page 4.)
7	A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
8	A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
9	A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state $\blacktriangleright$ _____
10	An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the <b>Support Schedule</b> in Part IV-A.)
11a	An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the <b>Support Schedule</b> in Part IV-A.)
11b	A community trust. Section 170(b)(1)(A)(vi). (Also complete the <b>Support Schedule</b> in Part IV-A.)
12	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 charitable, etc., 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). (Also complete the <b>Support Schedule</b> in Part IV-A.)
13	An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).) Provide the following information about the supported organizations. (See page 4 of the instructions.)
	(a) Name(s) of supported organization(s)
	(b) Line number from above
14	An organization organized and operated to test for public safety. Section 509(a)(4). (See page 4 of the instructions.)



**Part IV-A** Support Schedule (Complete only if you checked a box on line 10, 11, or 12 above.) Use cash method of accounting. **N/A**  
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 1998	(b) 1997	(c) 1996	(d) 1995	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	0.	0.	0.	0.	0.
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described in lines 10 or 11: a Enter 2% of amount in column (a), line 24	26a	N/A
b Attach a list (which is not open to public inspection) showing the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1995 through 1998 exceeded the amount shown in line 26a. Enter the sum of all these excess amounts	26b	N/A
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	N/A
d Add: Amounts from column (e) for lines: 18 _____ 19 _____	26d	N/A
22 _____ 26b _____		
e Public support (line 26c minus line 26d total)	26e	N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	N/A %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," attach a list to show the name of, and total amounts received in each year from, each "disqualified person." Enter the sum of such amounts for each year. (1998) _____ (1997) _____ (1996) _____ (1995) _____		
b For any amount included in line 17 that was received from a nondisqualified person, attach a list to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (1998) _____ (1997) _____ (1996) _____ (1995) _____		
c Add: Amounts from column (e) for lines: 15 _____ 16 _____	27c	N/A
17 _____ 20 _____ 21 _____		
d Add: Line 27a total _____ and line 27b total _____	27d	N/A
e Public support (line 27c, total minus line 27d total)	27e	N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶ 27f		N/A
g Public support percentage (line 27e (numerator) divided by line 27f, (denominator))	27g	N/A %
h Investment income percentage (line 18 column (e) (numerator) divided by line 27f (denominator))	27h	N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12, that received any unusual grants during 1995 through 1998, attach a list (which is not open to public inspection) for each year showing the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not include these grants in line 15. (See instructions.)

**Part V Private School Questionnaire**  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

		Yes	No
29	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? .....	X	
30	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? .....	X	
31	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? .....	X	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
<b>STATED IN LITERATURE AND MAIL COMMUNICATIONS WITH POTENTIAL STUDENTS</b>			
.....			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff? .....	X	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....	X	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....	X	
d	Copies of all material used by the organization or on its behalf to solicit contributions? .....	X	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges? .....		X
b	Admissions policies? .....		X
c	Employment of faculty or administrative staff? .....		X
d	Scholarships or other financial assistance? .....		X
e	Educational policies? .....		X
f	Use of facilities? .....		X
g	Athletic programs? .....		X
h	Other extracurricular activities? .....		X
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
34 a	Does the organization receive any financial aid or assistance from a governmental agency? .....		X
b	Has the organization's right to such aid ever been revoked or suspended? .....		X
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	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," attach an explanation .....	X	

**Part VI-A Lobbying Expenditures by Electing Public Charities**

(To be completed ONLY by an eligible organization that filed Form 5768)

N/A

- Check here  a If the organization belongs to an affiliated group.
- Check here  b If you checked "a" above and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred)		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	37	
38	Total lobbying expenditures (add lines 36 and 37) .....	38	
39	Other exempt purpose expenditures .....	39	
40	Total exempt purpose expenditures (add lines 38 and 39) .....	40	
41	Lobbying nontaxable amount. Enter the amount from the following table -		
	If the amount on line 40 is -		
	The lobbying nontaxable amount is -		
	Not over \$500,000 .....	20% of the amount on line 40 .....	
	Over \$500,000 but not over \$1,000,000 .....	\$100,000 plus 15% of the excess over \$500,000 .....	
	Over \$1,000,000 but not over \$1,500,000 .....	\$175,000 plus 10% of the excess over \$1,000,000 .....	
	Over \$1,500,000 but not over \$17,000,000 .....	\$225,000 plus 5% of the excess over \$1,500,000 .....	
	Over \$17,000,000 .....	\$1,000,000 .....	
42	Grassroots nontaxable amount (enter 25% of line 41) .....	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 1999	(b) 1998	(c) 1997	(d) 1996	(e) Total
45	Lobbying nontaxable amount .....				0.
46	Lobbying ceiling amount (150% of line 45(e)) .....				0.
47	Total lobbying expenditures .....				0.
48	Grassroots nontaxable amount .....				0.
49	Grassroots ceiling amount (150% of line 48(e)) .....				0.
50	Grassroots lobbying expenditures .....				0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers .....			
b Paid staff or management (include compensation in expenses reported on lines c through h) .....			
c Media advertisements .....			
d Mailings to members, legislators, or the public .....			
e Publications, or published or broadcast statements .....			
f Grants to other organizations for lobbying purposes .....			
g Direct contact with legislators, their staffs, government officials, or a legislative body .....			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means .....			
i Total lobbying expenditures (add lines c through h) .....			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

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

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

- (i) Cash
(ii) Other assets
b Other transactions:
(i) Sales of assets to a noncharitable exempt organization
(ii) Purchases of assets from a noncharitable exempt organization
(iii) Rental of facilities or equipment
(iv) Reimbursement arrangements
(v) Loans or loan guarantees
(vi) Performance of services or membership or fundraising solicitations

Table with 3 columns: Question, Yes, No. Rows include 51a(i), a(ii), b(i), b(ii), b(iii), b(iv), b(v), b(vi), and c.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always indicate the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

N/A

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3) or in section 527)?

Yes X No

b If "Yes," complete the following schedule:

N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 2

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
US TREASURY BOND	1,198,750.	1,172,200.	0.	26,550.
TO FORM 990, PART I, LINE 8	1,198,750.	1,172,200.	0.	26,550.

FORM 990

INCOME AND COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS . . . . .	267,735	
2. RETURNS AND ALLOWANCES . . . . .		
3. LINE 1 LESS LINE 2 . . . . .		267,735
4. COST OF GOODS SOLD (LINE 13) . . . . .	285,901	
5. GROSS PROFIT (LINE 3 LESS LINE 4) . . . . .		-18,166

COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR . . . . .		
7. MERCHANDISE PURCHASED . . . . .	285,901	
8. COST OF LABOR . . . . .		
9. MATERIALS AND SUPPLIES . . . . .		
10. OTHER COSTS . . . . .		
11. ADD LINES 6 THROUGH 10 . . . . .		285,901
12. INVENTORY AT END OF YEAR . . . . .		
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12). . . . .		285,901

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
DESCRIPTION		AMOUNT	
UNREALIZED LOSS ON MARKETABLE SECURITIES		-42,925.	
TOTAL TO FORM 990, PART I, LINE 20		-42,925.	

FORM 990	OTHER EXPENSES				STATEMENT	5
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING		
PROFESSIONAL AND CONSULTING	206,061.	14,481.	190,205.	1,375.		
SECURITY	302,387.	301,805.	120.	462.		
ART CONSERVATION COMMISSIONS	15,801.	15,801.				
INSURANCE	1,482.		1,482.			
MISCELLANEOUS	113,744.		113,744.			
	41,744.	25,909.	12,042.	3,793.		
TOTAL TO FM 990, LN 43	681,219.	357,996.	317,593.	5,630.		

FORM 990	NON-GOVERNMENT SECURITIES					STATEMENT	6
DESCRIPTION	VALUE METHOD	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES	
COMMON STOCK	COST	10,000.				10,000.	
TO FM 990, LN 54 COL B		10,000.				10,000.	

FORM 990 GOVERNMENT SECURITIES STATEMENT 7

DESCRIPTION	VALUATION METHOD	U.S. GOVERNMENT	STATE AND LOCAL GOV'T	TOTAL GOV'T SECURITIES
US TREASURY BONDS	MARKET VALUE	2,667,168.		2,667,168.
MONEY MARKET FUNDS	COST	3,778,947.		3,778,947.
CERTIFICATE OF DEPOSIT	COST		0.	
TOTAL TO FORM 990, LINE 54, COL B		6,446,115.		6,446,115.

FORM 990 OTHER ASSETS STATEMENT 8

DESCRIPTION	AMOUNT
PAINTINGS, SCULPTURE AND OTHER ARTWORK	2,775,386.
INTEREST RECEIVABLE	17,000.
CONSTRUCTION IN PROGRESS	0.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	2,792,386.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON MARKETABLE SECURITIES	-42,925.
COST OF GOODS SOLD	285,901.
TOTAL TO FORM 990, PART IV-A	242,976.

FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 10

DESCRIPTION	AMOUNT
COST OF GOODS SOLD	285,901.
TOTAL TO FORM 990, PART IV-B	285,901.





**BOARD OF TRUSTEES**  
(Internal Use Only)

**Dr. Kenneth M. Sadler**  
Winston-Salem Dental Care  
201 Charlois Boulevard  
Winston-Salem, NC 27103  
336-718-1807 (O) Asst. Sharon/718-1806  
336-718-1804 (Fax)  
E-mail: [kmsadler@novanthealth.org](mailto:kmsadler@novanthealth.org)

8519 Brook Meadow Lane  
Lewisville, NC 27023  
336-945-4439 (H)  
336-946-2496 (Fax)  
*(all non-emergency faxes)*

**Mr. Randolph S. Kinder**  
157 Bayberrie Drive  
Stamford, CT 06902-2004  
203-978-9056  
203-348-1472 (Fax)  
203-912-4403 (Cell)  
212-459-2907 (NY Office)  
212-459-2905 (NY Fax)  
E-mail: [hayberrie@aol.com](mailto:hayberrie@aol.com)

Executive Vice President for  
Marketing and Sales  
ValueOptions Healthcare  
3110 Fairview Park Drive  
Falls Church, VA 22042  
703-205-7314 (O) (Mon.-Wed.)  
703-205-7291 (Fax)  
Asst. Diane Treecs/703-208-8573

**Jeff R. Donaldson, Ph.D., Vice-President**  
504 T Street, NW  
Washington, DC 20001-1811  
202-332-7446 (H)  
202-332-7763 (Fax)

**Mr. Sherman White, Treasurer**  
Executive Vice President  
Mellon Bank, N.A.  
One Mellon Bank Center  
500 Grant Street, Room 1535  
Pittsburgh, PA 15258  
412-234-3303 (O) Asst. Janie/ext. 4930  
412-236-1871 (Fax)  
E-mail: [white.s2@mellon.com](mailto:white.s2@mellon.com)

432 Woodland Road  
Sewickley, PA 15143

**Bernard C. Watson, Ph.D., President**  
473 Cooper Beech Circle  
Elkins, Park, PA 19027  
215-886-2048 (H)  
215-886-2049 (Fax)

7428 Eaton Court  
University Park, FL 34201  
941-351-7933  
941-359-2461 (Fax)

Temple University Center City  
Campus  
1616 Walnut Street  
Philadelphia, PA 19103  
215-204-2361 or 2523 (O)  
215-204-4353 (Fax)  
Res. Asst. Mrs. Dorothy Blanchard

**Finance Committee**

Kenneth Sadler  
Randy Kinder  
Sherman White

Application for Extension of Time To File Certain Excise, Income, Information, and Other Returns

File a separate application for each return.

ENVELOPE POSTMARK DATE MAY 15 2000

Please type or print. File the original and one copy by the due date for filing your return.

Name: THE BARNES FOUNDATION
Employer identification number: 23 6000149
Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address): 300 N. LATCH'S LANE
City, town, or post office, state, and ZIP code. For a foreign address, see instructions. MERION STATION, PA 19066-1759

Note: Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICS, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

1 I request an extension of time until AUGUST 15, 2000, to file (check only one):
Form 706-GS(D)
Form 706-GS(T)
[X] Form 990 or 990-EZ
Form 990-BL
Form 990-PF
Form 990-T (sec. 401(a) or 408(a) trust)
Form 990-T (trust other than above)
Form 1041 (estate)
Form 1041-A
Form 1042
Form 1120-ND (sec. 4951 taxes)
Form 3520-A
Form 4720
Form 5227
Form 6069
Form 8612
Form 8613
Form 8725
Form 8804
Form 8831

If the organization does not have an office or place of business in the United States, check this box

2a For calendar year 1999, or other tax year beginning and ending
b If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
3 Has an extension of time to file been previously granted for this tax year? Yes No [X]
4 State in detail why you need the extension: ADDITIONAL INFORMATION IS STILL NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 6069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits.
b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.
c Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete; and that I am authorized to prepare this form.
Signature: [Signature] Title: CPA Date: 5/15/00

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

Notice to Applicant - To Be Completed by IRS

[X] We HAVE approved your application. Please attach this form to your return.
[ ] We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.
[ ] We HAVE NOT approved your application. After considering your reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.
[ ] We cannot consider your application because it was filed after the due date of the return for which an extension was requested.
[ ] Other:

EXTENSION APPROVED

JUN 09 2000

RICHARD CREAMER, DIRECTOR
COGEN SUBMISSION PROCESSING CENTER

By: Director

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Please Type or Print: Name COGEN SKLAR LLP
Number, street and room or suite no. (or P.O. box no. if mail is not delivered to street address) 150 MONUMENT RD - SUITE 500
City, town, or post office, state, and ZIP code. For a foreign address; see instructions. BALA CYNWYD, PA 19004