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EXTENDED TO NOVEMBER 16, 2020

Form 990-T

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

OMB No 1545-0047

2019For calendar year 2019 or other tax year beginning _____ and ending 1912▶ Go to www.irs.gov/Form990T for instructions and the latest information

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

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

Department of the Treasury
Internal Revenue ServiceA ☐ Check box if
address changedName of organization (☐ Check box if name changed and see instructions.)D Employer identification number
(Employees' trust, see
instructions)B Exempt under section
☒ 501(c)(3) ☐ 408(e) ☐ 220(e)
☐ 408A ☐ 530(a)
☐ 529(a)Print
or
Type

THE BARNES FOUNDATION

23-6000149

Number, street, and room or suite no. If a P O box, see instructions

2025 BENJAMIN FRANKLIN PARKWAY

E Unrelated business activity code
(See instructions)

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

PHILADELPHIA, PA 19130

453000

C Book value of all assets
at end of year
214,994,378.

F Group exemption number (See instructions) ▶

G Check organization type ☒ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust

H Enter the number of the organization's unrelated trades or businesses. ▶ 2

Describe the only (or first) unrelated

trade or business here ▶ RETAIL SALES

If only one, complete Parts I-V. If more than one,

describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or
business, then complete Parts III-V.I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidary controlled group? ▶ ☐ Yes ☒ No

If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ MARGARET B. ZMINDA

Telephone number ▶ 215-278-7000

Part I Unrelated Trade or Business Income

	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales <u>412,295.</u>			
b Less returns and allowances			
c Balance ▶	1c 412,295.		
2 Cost of goods sold (Schedule A, line 7)	2 176,578.		
3 Gross profit. Subtract line 2 from line 1c	3 235,717.		235,717.
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from a partnership or an S corporation (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions, attach schedule)	12		
13 Total. Combine lines 3 through 12	13 235,717.		235,717.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions)

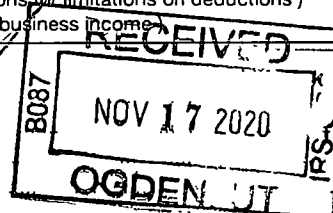
(Deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		97,047.
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule) (see instructions)	18		
19 Taxes and licenses	19		
20 Depreciation (attach Form 4562)	20	45,345.	
21 Less depreciation claimed on Schedule A and elsewhere on return	21a		
22 Depletion	21b		45,345.
23 Contributions to deferred compensation plans	22		
24 Employee benefit programs	23		
25 Excess exempt expenses (Schedule I)	24		
26 Excess readership costs (Schedule J)	25		
27 Other deductions (attach schedule)	26		
28 Total deductions. Add lines 14 through 27	27		165,700.
29 Unrelated business taxable income before net operating loss deduction. Subtract line 28 from line 13	28		308,092.
30 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	29		-72,375.
31 Unrelated business taxable income. Subtract line 30 from line 29	30		0.
	31		-72,375.

SEE STATEMENT 2

SEE STATEMENT 3

SCANNED SEP 16 2021



G10 A

Part III Total Unrelated Business Taxable Income

32	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	82	0.
33	Amounts paid for disallowed fringes	83	
34	Charitable contributions (see instructions for limitation rules)	34	0.
35	Total unrelated business taxable income before pre 2018 NOLs and specific deduction Subtract line 34 from the sum of lines 32 and 33	35	
36	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions) STMT 4	36	0.
37	Total of unrelated business taxable income before specific deduction. Subtract line 36 from line 35	37	
38	Specific deduction (Generally \$1,000, but see line 38 instructions for exceptions) 8	38	1,000.
39	Unrelated business taxable income Subtract line 38 from line 37. If line 38 is greater than line 37, enter the smaller of zero or line 37	39	0.

Part IV Tax Computation

40	Organizations Taxable as Corporations Multiply line 39 by 21% (0.21)	40	0.
41	Trusts Taxable at Trust Rates. See instructions for tax computation Income tax on the amount on line 39 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	41	
42	Proxy tax. See instructions	42	
43	Alternative minimum tax (trusts only)	43	
44	Tax on Noncompliant Facility Income See instructions	44	
45	Total. Add lines 42, 43, and 44 to line 40 or 41, whichever applies	45	0.

Part V Tax and Payments

46a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	46a	
b	Other credits (see instructions)	46b	
c	General business credit. Attach Form 3800	46c	
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	46d	
e	Total credits. Add lines 46a through 46d	46e	
47	Subtract line 46e from line 45	47	0.
48	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	48	
49	Total tax. Add lines 47 and 48 (see instructions)	49	0.
50	2019 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 3	50	0.
51a	Payments: A 2018 overpayment credited to 2019	51a	
b	2019 estimated tax payments	51b	
c	Tax deposited with Form 8868	51c	
d	Foreign organizations: Tax paid or withheld at source (see instructions)	51d	
e	Backup withholding (see instructions)	51e	
f	Credit for small employer health insurance premiums (attach Form 8941)	51f	
g	Other credits, adjustments, and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	51g	
52	Total payments. Add lines 51a through 51g	52	
53	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	53	
54	Tax due. If line 52 is less than the total of lines 49, 50, and 53, enter amount owed	54	
55	Overpayment. If line 52 is larger than the total of lines 49, 50, and 53, enter amount overpaid	55	
56	Enter the amount of line 55 you want: Credited to 2020 estimated tax Refunded	56	

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

57	At any time during the 2019 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
58	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
59	Enter the amount of tax-exempt interest received or accrued during the tax year \$		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				
	Signature of officer <i>Margaret B. Smith</i>	Date 11/9/2020			
Paid Preparer Use Only	Preparer's name LYNNE JOHNSON	Preparer's signature <i>[Signature]</i>	Date 10/29/2020	Check <input type="checkbox"/> if self-employed	PTIN 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 below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1	Inventory at beginning of year	1	0.	6	Inventory at end of year	6	0.
2	Purchases	2	176,578.	7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	176,578.
3	Cost of labor	3					
4a	Additional section 263A costs (attach schedule)	4a		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4b	Other costs (attach schedule)	4b					X
5	Total. Add lines 1 through 4b	5	176,578.				

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

(see instructions)

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

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

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

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

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

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)
Totals			0.	0.

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

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A)		Enter here and on page 1, Part I, line 9, column (B)
Totals		0.		0.

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

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
		Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)			Enter here and on page 1, Part II, line 25
Totals		0.	0.			0.

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3). If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

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

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

FOOTNOTES

STATEMENT 1

THE FURTHER CONSOLIDATED APPROPRIATIONS ACT, 2020, P.L. 116-94, H.R. 1865, WAS SIGNED INTO LAW BY THE PRESIDENT OF THE UNITED STATES ON FRIDAY, DECEMBER 20, 2019. DIVISION Q, TITLE III, SECTION 302 OF THE BILL REPEALED IRC SECTION 512(A)(7), THE SECTION TAXING QUALIFIED TRANSPORTATION FRINGE BENEFITS. IRC SECTION 512(A)(7) WAS ENACTED ON DECEMBER 22, 2017, AS PART OF THE TAX CUTS AND JOBS ACT. THE BARNES FOUNDATION REPORTED \$46,665 OF DISALLOWED FRINGE BENEFITS ON ITS 2018 FORM 990-T, LINE 34 AS ORIGINALLY FILED, RESULTING IN A REDUCTION OF LOSS OF \$(46,665) ON LINE 35. WITH THE REPEAL OF IRC SECTION 512(A)(7), THE DISALLOWED FRINGE BENEFITS AMOUNT IS REDUCED TO \$0. THE NET OPERATING LOSS FOR RETAIL SALES (BUSINESS ACTIVITY CODE 453000) CARRIED OVER FROM 2018 FORM 990-T IS ADJUSTED TO \$(79,511) ACCORDINGLY. THE NET OPERATING LOSS FOR SPECIAL EVENTS (BUSINESS ACTIVITY CODE 722320) CARRIED OVER FROM 2018 FORM 990-T IS ADJUSTED TO \$(298,998) ACCORDINGLY.

FORM 990-T

OTHER DEDUCTIONS

STATEMENT 2

DESCRIPTION

AMOUNT

OPERATIONS	67,394.
SECURITY	14,217.
INSURANCE	2,745.
INFORMATION TECHNOLOGY	15,349.
FINANCE EXPENSES	17,832.
HUMAN RESOURCES	2,018.
PUBLICATIONS	3,970.
DEVELOPMENT	4,335.
OTHER SHOP COSTS	37,840.

TOTAL TO FORM 990-T, PAGE 1, LINE 27

165,700.

FORM 990-T

NET OPERATING LOSS DEDUCTION

STATEMENT 3

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/18	79,511.	0.	79,511.	79,511.
NOL CARRYOVER AVAILABLE THIS YEAR			79,511.	79,511.

FORM 990-T

NET OPERATING LOSS DEDUCTION

STATEMENT 4

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/13	1,459.	1,459.	0.	0.
12/31/15	3,718.	0.	3,718.	3,718.
12/31/16	631,948.	0.	631,948.	631,948.
12/31/17	474,037.	0.	474,037.	474,037.
NOL CARRYOVER AVAILABLE THIS YEAR			1,109,703.	1,109,703.

**SCHEDULE M
(Form 990-T)**

**Unrelated Business Taxable Income from an
Unrelated Trade or Business**

ENTITY 2

OMB No 1545-0047

2019

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or other tax year beginning _____, and ending _____

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

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

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

Name of the organization

THE BARNES FOUNDATION

Employer identification number

23-6000149

Unrelated Business Activity Code (see instructions) ▶ 722320

Describe the unrelated trade or business ▶ SPECIAL EVENTS

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales				
b Less returns and allowances				
c Balance ▶	1c			
2 Cost of goods sold (Schedule A, line 7)	2			
3 Gross profit Subtract line 2 from line 1c	3			
4 a Capital gain net income (attach Schedule D)	4a			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c Capital loss deduction for trusts	4c			
5 Income (loss) from a partnership or an S corporation (attach statement)	5			
6 Rent income (Schedule C)	6			
7 Unrelated debt-financed income (Schedule E)	7			
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10 Exploited exempt activity income (Schedule I)	10			
11 Advertising income (Schedule J)	11			
12 Other income (See instructions, attach schedule) STMT 5	12	959,863.		959,863.
13 Total. Combine lines 3 through 12	13	959,863.		959,863.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15	361,800.	
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule) (see instructions)	18		
19 Taxes and licenses	19		
20 Depreciation (attach Form 4562)	20	265,473.	
21 Less depreciation claimed on Schedule A and elsewhere on return	21a		21b 265,473.
22 Depletion	22		
23 Contributions to deferred compensation plans	23		
24 Employee benefit programs	24		
25 Excess exempt expenses (Schedule I)	25		
26 Excess readership costs (Schedule J)	26		
27 Other deductions (attach schedule) SEE STATEMENT 6	27	521,032.	
28 Total deductions. Add lines 14 through 27	28	1,148,305.	
29 Unrelated business taxable income before net operating loss deduction Subtract line 28 from line 13	29	-188,442.	
30 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions) STMT 7	30	0.	
31 Unrelated business taxable income Subtract line 30 from line 29	31	-188,442.	

LHA For Paperwork Reduction Act Notice, see instructions.

Schedule M (Form 990-T) 2019

THE BARNES FOUNDATION

23-6000149

FORM 990-T (M)

OTHER INCOME

STATEMENT 5

DESCRIPTION

AMOUNT

SPECIAL EVENT REVENUE

959,863.

TOTAL TO SCHEDULE M, PART I, LINE 12

959,863.

FORM 990-T (M)

OTHER DEDUCTIONS

STATEMENT 6

DESCRIPTION

AMOUNT

OTHER SPECIAL EVENT COSTS

215,274.

OPERATIONS

127,017.

SECURITY

76,556.

INSURANCE

14,782.

IT

57,858.

FINANCE

22,405.

HUMAN RESOURCES

7,140.

TOTAL TO SCHEDULE M, PART II, LINE 27

521,032.

SCHEDULE M

NET OPERATING LOSS DEDUCTION

STATEMENT 7

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/18	298,998.		298,998.	298,998.
NOL CARRYOVER AVAILABLE THIS YEAR			298,998.	298,998.