

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BARNES INTERNATIONAL 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>06/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>004</u>				
1c Effective date of plan <u>06/01/1985</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>BARNES INTERNATIONAL, INC.</u> <u>814 CHESTNUT ST</u> <u>ROCKFORD, IL 61105-1203</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-3029729</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>815-966-2542</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>333900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-3029729</u>	2c Sponsor's telephone number <u>815-966-2542</u>	2d Business code (see instructions) <u>333900</u>	
2b Employer Identification Number (EIN) <u>36-3029729</u>					
2c Sponsor's telephone number <u>815-966-2542</u>					
2d Business code (see instructions) <u>333900</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	NANCY WILLIAMS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	NANCY WILLIAMS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BARNES INTERNATIONAL, INC. 814 CHESTNUT ST ROCKFORD, IL 61105-1203	3b Administrator's EIN 36-3029729 3c Administrator's telephone number 815-966-2542
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	183
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	207
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	18
d Subtotal. Add lines 6a , 6b , and 6c	6d	228
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	228
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	111
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
(2) ☐ **I** (Financial Information – Small Plan)
(3) ☐ **A** (Insurance Information)
(4) ☒ **C** (Service Provider Information)
(5) ☒ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BARNES INTERNATIONAL 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BARNES INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>36-3029729</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AMCORE BANK

36-7031385

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 50 60 62 63 64	NONE	11428	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 24 28 37 38 50 51 64 70	NONE	2394	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan BARNES INTERNATIONAL 401(K) PLAN	B Three-digit plan number (PN)	004
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BARNES INTERNATIONAL, INC.	D Employer Identification Number (EIN) 36-3029729
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	STABLE VALUE FUND
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b Name of sponsor of entity listed in (a):	UNION BOND & TRUST COMPANY
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c EIN-PN	93-6274329-001	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	896985
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

b Name of sponsor of entity listed in (a):	
---	--

c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>BARNES INTERNATIONAL 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BARNES INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>36-3029729</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		<u>9792</u>
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>24648</u>	<u>14135</u>
(2) Participant contributions	1b(2)	<u>8933</u>	<u>2743</u>
(3) Other.....	1b(3)		<u>1312</u>
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	<u>132655</u>	<u>105319</u>
(9) Value of interest in common/collective trusts.....	1c(9)	<u>675736</u>	<u>896985</u>
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>3223005</u>	<u>3029693</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4064977	4059979

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4064977	4059979
---	-----------	---------	---------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	56067	
(B) Participants	2a(1)(B)	293818	
(C) Others (including rollovers)	2a(1)(C)	40546	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		390431
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5359	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5359
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	34026	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		34026
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		14610
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-96967
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		347459

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	338635	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		338635
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	12853	
(4) Other	2i(4)	969	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		13822
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		352457

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4998
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLIFTONLARSONALLEN LLP (2) EIN: 41-0746749

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan BARNES INTERNATIONAL 401(K) PLAN		B Three-digit plan number (PN) 004
C Plan sponsor's name as shown on line 2a of Form 5500 BARNES INTERNATIONAL, INC.		D Employer Identification Number (EIN) 36-3029729
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 30-0219031 36-7031385		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2011 v.012611		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Barnes International Inc.
401(k) Plan
Rockford, Illinois**

**FINANCIAL STATEMENTS
December 31, 2011 and 2010**



CliftonLarsonAllen

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Independent Auditor's Report

To the Plan Administrator of
Barnes International, Inc. 401(k) Plan
Rockford, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Barnes International, Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2011. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by BMO Harris Bank, N.A. and Associated Trust Company, N.A., the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes investment transactions. The Plan Administrator has obtained a certification from the Trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CliftonLarsonAllen LLP

Rockford, Illinois
October 9, 2012

BARNES INTERNATIONAL, INC. 401(K)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Cash	\$ 9,792	\$ -
Participant-directed investments at fair value	3,949,963	3,911,854
Receivables:		
Interest and dividends	1,312	-
Participant contributions	2,743	8,933
Employer contributions	14,135	24,648
Notes receivable from participants	<u>105,319</u>	<u>132,655</u>
Total receivables	<u>123,509</u>	<u>166,236</u>
Total assets	<u>4,083,264</u>	<u>4,078,090</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	4,083,264	4,078,090
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(23,285)</u>	<u>(13,113)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,059,979</u>	<u>\$ 4,064,977</u>

The accompanying notes are an integral part of the financial statements.

BARNES INTERNATIONAL, INC. 401(K)
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (79,879)	\$ 291,613
Interest and dividends	<u>31,548</u>	<u>64,052</u>
Net investment (loss) income	<u>(48,331)</u>	<u>355,665</u>
Interest income from notes receivable from participants	<u>5,359</u>	<u>6,012</u>
Contributions:		
Employer	56,067	46,061
Participants	<u>334,364</u>	<u>308,100</u>
Total contributions	<u>390,431</u>	<u>354,161</u>
Total additions	<u>347,459</u>	<u>715,838</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	338,635	979,647
Administrative expenses	<u>13,822</u>	<u>18,251</u>
Total deductions	<u>352,457</u>	<u>997,898</u>
NET DECREASE	(4,998)	(282,060)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>4,064,977</u>	<u>4,347,037</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 4,059,979</u>	<u>\$ 4,064,977</u>

The accompanying notes are an integral part of the financial statements.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Barnes International, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of Barnes International, Inc. (the Company) and affiliated company Arlington Plating Company, who are at least 21 years old. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and amendments.

On April 23, 2010, AMCORE Bank, N.A. went into receivership and BMO Harris N.A. took over operations and became Trustee of the Plan.

Effective September 1, 2011, the Plan changed its Plan recordkeeper and Trustee from Harris Retirement Plan Solutions and BMO Harris Bank, N.A. to Associated Retirement Services and Associated Trust Company.

Contributions

Participants may make salary deferral contributions up to the maximum amount allowed by the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. If employee contributions cause the Plan to exceed the 401(k) discrimination limits, excess contributions are refunded to the participants.

The Company contributed a matching contribution on behalf of each participant, 25% of the participant contributions up to 6% of their salary. If a participant contributes greater than 6% of their salary, the Company's match is 1.5% of the participant's salary. The Company may also make a discretionary profit sharing match. A profit sharing match was not made in 2010 or 2011. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's voluntary salary deferral contribution, the Company's matching contributions (if applicable), and an allocation of (a) the Company's profit sharing contribution (if applicable) and (b) Plan earnings and is reduced for certain fees. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The Company's profit sharing contributions are allocated based on participant's eligible compensation. The participant's account is charged with an allocation of the individual investment's administrative expenses and charged directly for those obtaining loans. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Company allows terminated participants to keep their

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION (CONTINUED)

Participant Accounts (Continued)

investments in the Plan. Accounts of terminated participants do not receive any Company contributions.

Vesting

Participant contributions, employer match, and earnings thereon vest immediately. A participant's vesting in Profit Sharing is based on years of service. A participant becomes vested in the Profit Sharing according to the following schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 2 years	0%
2	20
3	40
4	60
5	80
6 years or more	100

A participant must work at least 1,000 hours during a Plan year to increase the vested portion of Company Profit Sharing contributions.

Investment Options

Participants must direct all contributions to selected investments as made available and determined by the Plan Administrator. Participants have the option to transfer monies between funds and change the allocation of their investment options daily.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 and up to a maximum of the lesser of \$50,000 or 50% of their employee deferral account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%. Loan terms range from one to five years, or longer for the purchase of a primary residence. Principal and interest are paid ratably through payroll deductions. Plan participants may have only one loan outstanding at a time.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION (CONTINUED)

Payment of Benefits

Upon termination of service due to death, disability, retirement or termination, a participant may elect to receive an amount equal to the participant's vested account balance as a lump-sum distribution or lifetime annuity installments. Upon reaching 59-1/2 years of age, a participant with a fully-vested account may receive an in-service distribution prior to separation from service.

If the vested benefits are less than \$5,000, the balance will be distributed as either a cash distribution to the participant or transferred to an eligible retirement plan, at the direction of the participant. If the participant does not elect a method of payment and the balance is greater than \$1,000, it will automatically be rolled over into an individual retirement account (IRA). Balances of less than \$1,000 will be distributed in cash to the participant. If the balance is more than \$5,000, an election to receive the benefit must be made.

Administrative Expenses

Recordkeeping and investment management fees incurred by the Plan are paid by the Plan Sponsor. Administrative expenses charged by the individual investment are paid from the assets of the Plan.

Forfeited Accounts

Forfeitures are used to reduce employer contributions. There were no forfeitures for 2011 or 2010 to use to reduce employer contributions. The Forfeiture account balance at December 31, 2011 and 2010 was zero.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

Tax Status

The Plan is operating under a non-standardized adoption agreement sponsored by Associated Trust Company, N.A. for which the prototype sponsor has received an opinion letter dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in an investment contract through a common collective trust. Contract value for the collective trust is based on the net asset value of the funds as reported by the investment advisor. The statements of net assets available for benefits presents the fair value of the investment contracts (common collective trust) as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains on investments bought and sold as well as held during the year.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits

Benefit payments to participants are recorded when paid.

Notes Receivable from Participants

Notes receivables from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant note receivables are reclassified as distributions based upon the terms of the Plan documents.

NOTE 3 – SUMMARY OF INFORMATION CERTIFIED BY TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules & Regulations for Reporting & Disclosure under ERISA. Accordingly, the Trustees have certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

- a) Total participants' directed investments as shown in the accompanying statements of net assets available for benefits of \$3,937,782 and \$3,898,741 as of December 31, 2011 and 2010, respectively.
- b) Notes receivables from participants as shown in the accompanying statements of net assets available for benefits of \$105,319 and \$132,655 as of December 31, 2011 and 2010, respectively.
- c) Net investment income (loss) as shown in the accompanying statements of changes in net assets available for benefits of \$(48,331) and \$355,665, for the years ended December 31, 2011 and 2010, respectively.
- d) Interest income from notes receivable from participants as shown in the accompanying statements of changes in net assets available for benefits of \$5,359 and \$6,012, for the years ended December 31, 2011 and 2010, respectively.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 4 – INVESTMENTS

Investment income is comprised of the following for the years ended December 31:

	<u>2011</u>	<u>2010</u>
Interest and dividends	\$ <u>31,548</u>	\$ <u>64,052</u>
Net (depreciation) appreciation in fair value of investments:		
Common/collective trust fund	\$ 10,882	\$ 10,173
Mutual funds	<u>(90,761)</u>	<u>281,440</u>
	<u>\$ (79,879)</u>	<u>\$ 291,613</u>

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2011</u>	<u>2010</u>
Common/collective trust fund:		
Morley Stable Value Fund	\$ 920,270	\$ 688,849
Mutual funds:		
American Funds Growth Fund of America Fund	***	442,538
Perkins Small Cap Value Fund	***	372,687
American Funds Selected American Fund	***	626,245
Aston/Optimum Mid Cap Fund	***	426,977
Invesco US Mid Cap Value Fund	***	232,683
Vanguard Short Term Bond Index Fund	***	263,344
PIMCO Total Return Fund	***	205,085
T. Rowe Price Growth Stock Fund	994,539	**
RidgeWorth Mid Cap Value Equity Fund	244,614	**
Royce Special Equity Fund	390,582	**
Vanguard Total Bond Market Index		
Signal Fund	240,883	**
Vanguard Fixed Income Short-Term Bond		
Index Fund	263,781	**
Vanguard Mid Cap Index Signal Fund	332,293	**

*Below 5% threshold in the Plan

**New investment for the Plan in 2011

***Removed as an investment option in 2011

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board FASB *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets and liabilities in active markets that the Plan has the ability to access;
- Level 2 - Inputs to the valuation methodology include:
 - Quoted prices for similar assets and liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2011 and 2010:

- Mutual funds: Valued at the net asset value (NAV) of the shares held by the Plan at year end. NAV is determined based on quoted prices in active markets.
- Common collective fund: The common collective fund invests in collective investments and reinvestment in one or more bank, insurance company, or synthetic investment contracts, and in short-term investments which are not publicly traded. The fund is valued at the net-assets value per unit on the valuation date (December 31, 2011 and 2010). There are no redemption restrictions for Plan participants with this fund.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

<u>December 31, 2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 1,797,907	\$ -	\$ -	\$ 1,797,907
Income funds	5,723	-	-	5,723
Index funds	1,036,755	-	-	1,036,755
Balanced funds	189,308	-	-	189,308
Common/collective trust fund	-	920,270	-	920,270
Total assets at fair value	\$ 3,029,693	\$ 920,270	\$ -	\$ 3,949,963
<u>December 31, 2010</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 1,838,207	\$ -	\$ -	\$ 1,838,207
Fixed income funds	363,191	-	-	363,191
Index funds	263,344	-	-	263,344
Balanced funds	758,263	-	-	758,263
Common/collective trust fund	-	688,849	-	688,849
Total assets at fair value	\$ 3,223,005	\$ 688,849	\$ -	\$ 3,911,854

NOTE 6 – INVESTMENT CONTRACT WITH INSURANCE COMPANY

During 2011, the Plan participated in a common collective trust managed by Associated Trust Company, N.A., (Trustee), which invests solely in a managed group annuity contract with Union Bond & Trust Company called Morley Stable Value Fund (the Fund). The Trustee maintains the contributions in a general account. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

During 2010, the Plan participated in a common collective trust managed by Harris Bank, N.A., (Trustee), which invests solely in a managed group annuity contract with Union Bond & Trust Company called Morley Stable Value Fund (the Fund). The Trustee maintains the contributions

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 6 – INVESTMENT CONTRACT WITH INSURANCE COMPANY (CONTINUED)

in a general account. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for Plan benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by the Trustee, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed quarterly for resetting.

The Fund could be limited in its ability to transact with issuers at contract value. Such events include the Fund raising its risk profile or being subjected to an extended period of significant cash outflow, amendments to the plan documents, bankruptcy of the plan sponsor, or failure of the Trust to qualify for tax exempt status. The Plan administrator does not believe that the occurrence of any such event is probable.

The fair market value of the specific contracts inside the Fund was \$1.0260 and \$1.0194 per \$1.00 of contract value at December 31, 2011 and 2010, respectively.

Average yields:	<u>2011</u>	<u>2010</u>
Based on actual earnings	1.367%	1.970%
Based on interest rate credited to participants	2.447%	2.754%

NOTE 7 – RELATED PARTY TRANSACTIONS

Certain Plan investments are funds managed by the Trustees. BMO Harris Bank, N.A. and Associated Trust Company, N.A., are the Trustees, as defined by the Plan, and therefore, transactions qualify as party-in-interest transactions.

Certain administrative functions are performed by officers or employees of the Company for which they receive no compensation from the Plan.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in various combinations of investment funds. Investment funds are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 9 – PROHIBITED TRANSACTIONS

During 2010, the Plan Sponsor inadvertently failed to deposit approximately \$19,564 of participant deferrals and loan repayments within the required time frame as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The Plan sponsor filed Form 5330 and paid the applicable excise tax during 2011. The excise tax payments were made from the Plan sponsor's assets and not from the Plan assets.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the changes in net assets per the financial statements to the Form 5500 for the years ended December 31:

	<u>2011</u>	<u>2010</u>
Change in net assets available for benefits per the financial statements	\$ (4,998)	\$ (282,060)
Change for prior year liability and corrective distributions	<u>-</u>	<u>(7,625)</u>
Change in net assets available for Benefits per Form 5500	<u><u>\$ (4,998)</u></u>	<u><u>\$ (289,685)</u></u>

NOTE 11 – SUBSEQUENT EVENTS

Management evaluated subsequent events through October 9, 2012, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2011, but prior to October 9, 2012, that provided additional evidence about conditions that existed at December 31, 2011, have been recognized in the financial statements for the year ended December 31, 2011. Events or transactions that provided evidence about conditions that did not exist at December 31, 2011, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2011.

During 2012, the DOL investigated the Plan from January 1, 2009 to April 4, 2012, and determined the Plan Sponsor inadvertently failed to deposit approximately \$25,767, \$37,405 and \$51,355 of participant deferrals and loan repayments within the required time frame as stated by the DOL for Plan year 2009, 2010 and 2011, respectively. The Plan sponsor filed Form 5330 and paid the applicable excise tax during 2012.

SUPPLEMENTAL SCHEDULES

BARNES INTERNATIONAL, INC. 401(K)
EIN: 36-3029729
Plan Number: 004
Schedule H, line 4i - Schedule of Assets (Held At End of Year)
December 31, 2011

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
Participant - Directed Investments			
American Century Equity Income Fund	Mutual fund 787.260 shares	** \$	5,723
Goldman Sachs Growth Opportunities Fund	Mutual fund 26.674 shares	**	589
Harbor International Fund	Mutual fund 3,195.097 shares	**	167,583
RidgeWorth Mid Cap Value Equity Fund	Mutual fund 24,909.784 shares	**	244,614
Royce Special Equity Fund	Mutual fund 19,826.498 shares	**	390,582
T Rowe Price Retirement Income Fund	Mutual fund 1,817.526 shares	**	23,537
T Rowe Price Retirement 2010 Fund	Mutual fund 446.227 shares	**	6,702
T Rowe Price Retirement 2015 Fund	Mutual fund 118.404 shares	**	1,371
T Rowe Price Retirement 2020 Fund	Mutual fund 3,511.593 shares	**	55,869
T Rowe Price Retirement 2030 Fund	Mutual fund 2,280.226 shares	**	37,715
T Rowe Price Retirement 2040 Fund	Mutual fund 3,363.753 shares	**	55,737
T Rowe Price Retirement 2045 Fund	Mutual fund 29.610 shares	**	327
T Rowe Price Retirement 2050 Fund	Mutual fund 870.228 shares	**	8,050
T. Rowe Price Growth Stock Fund	Mutual fund 31,245.336 shares	**	994,539
Vanguard 500 Index Signal Fund	Mutual fund 1,136.844 shares	**	108,739
Vanguard Mid Cap Index Signal Fund	Mutual fund 11,812.758 shares	**	332,293
Vanguard Fixed Income Short-Term Bond Index Fund	Mutual fund 24,791.414 shares	**	263,781
Vanguard Small Cap Growth Index Fund	Mutual fund 345.217 shares	**	7,419
Vanguard Small Cap Index Signal Fund	Mutual fund 2,780.589 shares	**	83,640
Vanguard Total Bond Market Index Signal Fund	Mutual fund 21,898.411 shares	**	240,883
Morley Stable Value Fund	Common/collective trust 37,834.855 shares	**	920,270
			<u>3,949,963</u>
Notes Receivable from Participants			
* Participant loans	Interest rate ranging between 4.25% and 9.25%	\$ -	105,319
			<u>\$ 4,055,282</u>

* Indicates a party-in-interest, as defined by ERISA

** Not applicable as the Plan is participant-directed.

BARNES INTERNATIONAL, INC. 401(K)

EIN: 36-3029729

Plan Number: 004

Schedule H, line 4a--Schedule of Delinquent Participant Contributions

December 31, 2011

Participant Contributions Transferred Late to Plan		Total That Constitutes Non Exempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: ☒		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$	3,594	\$ -	\$ 3,594	\$ -	\$ -
	3,658	-	3,658	-	-
	10,963	-	10,963	-	-
	3,864	-	3,864	-	-
	10,201	-	10,201	-	-
	3,381	-	3,381	-	-
	8,094	-	8,094	-	-
	3,703	-	3,703	-	-
	3,897	-	3,897	-	-

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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BARNES INTERNATIONAL 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
CASH AND EQUIVALENTS							
	0	CASH	9,791.67 .000	9,791.67 .000	.24	0	0.00
TOTAL CASH AND EQUIVALENTS			----- 9,791.67	----- 9,791.67	----- .24	----- 0	----- 0.00
EQUITIES							
EQUITY MUTUAL FUNDS							
025076-10-0	787.260	AMERICAN CENTURY EQUITY INCOME FD	5,316.14 6.753	5,723.38 7.270	.14	151	2.65
38142Y-40-1	26.674	GOLDMAN SACHS GROWTH OPPORT INSTL	604.58 22.666	588.96 22.080	.01	0	0.00
411511-30-6	3,195.097	HARBOR FD INTERNATIONAL FD	181,374.22 56.766	167,582.84 52.450	4.14	4,204	2.51
741479-10-9	31,245.336	ROWE T PRICE GROWTH STK FD CL I	980,877.94 31.393	994,539.04 31.830	24.60	0	0.00
74149P-10-1	446.227	T ROWE PRICE RETIREMENT 2010 FD	6,823.18 15.291	6,702.33 15.020	.17	0	0.00
74149P-20-0	3,511.593	T ROWE PRICE RETIREMENT 2020 FD	56,507.80 16.092	55,869.44 15.910	1.38	0	0.00
74149P-30-9	2,280.226	T ROWE PRICE RETIREMENT 2030 FD	37,961.19 16.648	37,714.94 16.540	.93	0	0.00
74149P-40-8	3,363.753	T ROWE PRICE RETIREMENT 2040 FD	55,724.81 16.566	55,737.39 16.570	1.38	0	0.00
74149P-50-7	1,817.526	T ROWE PRICE RETIREMENT INCOME FD 108.55	23,610.01 12.990	23,536.96 12.950	.58	265	1.13

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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BARNES INTERNATIONAL 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
74149P-75-4	870.228	T ROWE PRICE RETIREMENT 2050 FD	8,112.46 9.322	8,049.61 9.250	.20	0	0.00
74149P-76-2	29.610	T ROWE PRICE RETIREMENT 2045 FD	328.97 11.110	326.60 11.030	.01	0	0.00
74149P-79-6	118.404	T ROWE PRICE RETIRE 2015	1,388.80 11.729	1,371.12 11.580	.03	0	0.00
76628R-61-5	24,909.784	RW FDS MID CAP VAL EQ FD CL I	257,889.23 10.353	244,614.08 9.820	6.05	3,761	1.54
780905-78-2	19,826.498	ROYCE FD SPECIAL EQUITY	385,705.13 19.454	390,582.01 19.700	9.66	1,843	0.47
852320-42-3	37,834.855	MORLEY STABLE VALUE FUND	891,671.39 23.567	896,984.96 23.707	22.19	0	0.00
922908-42-1	2,780.589	VANGUARD SMALL CAP INDEX SIGNAL	80,849.88 29.077	83,640.12 30.080	2.07	1,148	1.37
922908-44-7	11,812.758	VANGUARD MID CAP INDEX SIGNAL	328,298.17 27.792	332,292.88 28.130	8.22	4,500	1.35
922908-49-6	1,136.844	VANGUARD 500 INDEX FUND SIGNAL	104,683.26 92.082	108,739.13 95.650	2.69	2,245	2.06
922908-82-7	345.217	VANGUARD INDEX SMALL CAP GROWTH	6,887.94 19.952	7,418.71 21.490	.18	29	0.40
TOTAL EQUITY MUTUAL FUNDS			----- 3,414,615.10	----- 3,422,014.50	84.64	----- 18,146	----- 0.53
TOTAL EQUITIES			----- 3,414,615.10	----- 3,422,014.50	84.64	----- 18,146	----- 0.53

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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BARNES INTERNATIONAL 401K PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
FIXED INCOME SECURITIES							
FIXED INCOME MUTUAL FUNDS							
921937-86-8	21,898.411	VANGUARD TOT BOND MKT INDEX SIGNAL 603.44	240,885.14 11.000	240,882.52 11.000	5.96	6,995	2.90
922031-83-6	24,791.414	VANGUARD FIXED INC SHORT TERM CORP ADMIRAL SHARES 601.54	265,977.23 10.729	263,780.64 10.640	6.52	6,999	2.65
TOTAL FIXED INCOME MUTUAL FUNDS			506,862.37	504,663.16	12.48	13,994	2.77
TOTAL FIXED INCOME SECURITIES			506,862.37	504,663.16	12.48	13,994	2.77
MISCELLANEOUS							
MS1029-78-9	105,318.700	MASTER LOAN	105,318.70 1.000	105,318.70 1.000	2.60	0	0.00
TOTAL MISCELLANEOUS			105,318.70	105,318.70	2.60	0	0.00
TOTAL ASSETS			4,036,587.84	4,041,788.03			
ACCRUED INCOME							
DIVIDENDS			108.55	108.55	.00		
INTEREST			1,204.98	1,204.98	.03		
TOTAL ACCRUED INCOME			1,313.53	1,313.53	.03		
TOTAL ASSETS PLUS ACCRUED INCOME			4,037,901.37	4,043,101.56			

**Barnes International Inc.
401(k) Plan
Rockford, Illinois**

**FINANCIAL STATEMENTS
December 31, 2011 and 2010**



CliftonLarsonAllen

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Independent Auditor's Report

To the Plan Administrator of
Barnes International, Inc. 401(k) Plan
Rockford, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Barnes International, Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2011. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by BMO Harris Bank, N.A. and Associated Trust Company, N.A., the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes investment transactions. The Plan Administrator has obtained a certification from the Trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the Trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

CliftonLarsonAllen LLP

Rockford, Illinois
October 9, 2012

BARNES INTERNATIONAL, INC. 401(K)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Cash	\$ 9,792	\$ -
Participant-directed investments at fair value	3,949,963	3,911,854
Receivables:		
Interest and dividends	1,312	-
Participant contributions	2,743	8,933
Employer contributions	14,135	24,648
Notes receivable from participants	<u>105,319</u>	<u>132,655</u>
Total receivables	<u>123,509</u>	<u>166,236</u>
Total assets	<u>4,083,264</u>	<u>4,078,090</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	4,083,264	4,078,090
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(23,285)</u>	<u>(13,113)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,059,979</u>	<u>\$ 4,064,977</u>

The accompanying notes are an integral part of the financial statements.

BARNES INTERNATIONAL, INC. 401(K)
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (79,879)	\$ 291,613
Interest and dividends	<u>31,548</u>	<u>64,052</u>
Net investment (loss) income	<u>(48,331)</u>	<u>355,665</u>
Interest income from notes receivable from participants	<u>5,359</u>	<u>6,012</u>
Contributions:		
Employer	56,067	46,061
Participants	<u>334,364</u>	<u>308,100</u>
Total contributions	<u>390,431</u>	<u>354,161</u>
Total additions	<u>347,459</u>	<u>715,838</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	338,635	979,647
Administrative expenses	<u>13,822</u>	<u>18,251</u>
Total deductions	<u>352,457</u>	<u>997,898</u>
NET DECREASE	(4,998)	(282,060)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>4,064,977</u>	<u>4,347,037</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 4,059,979</u>	<u>\$ 4,064,977</u>

The accompanying notes are an integral part of the financial statements.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Barnes International, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of Barnes International, Inc. (the Company) and affiliated company Arlington Plating Company, who are at least 21 years old. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and amendments.

On April 23, 2010, AMCORE Bank, N.A. went into receivership and BMO Harris N.A. took over operations and became Trustee of the Plan.

Effective September 1, 2011, the Plan changed its Plan recordkeeper and Trustee from Harris Retirement Plan Solutions and BMO Harris Bank, N.A. to Associated Retirement Services and Associated Trust Company.

Contributions

Participants may make salary deferral contributions up to the maximum amount allowed by the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. If employee contributions cause the Plan to exceed the 401(k) discrimination limits, excess contributions are refunded to the participants.

The Company contributed a matching contribution on behalf of each participant, 25% of the participant contributions up to 6% of their salary. If a participant contributes greater than 6% of their salary, the Company's match is 1.5% of the participant's salary. The Company may also make a discretionary profit sharing match. A profit sharing match was not made in 2010 or 2011. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's voluntary salary deferral contribution, the Company's matching contributions (if applicable), and an allocation of (a) the Company's profit sharing contribution (if applicable) and (b) Plan earnings and is reduced for certain fees. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The Company's profit sharing contributions are allocated based on participant's eligible compensation. The participant's account is charged with an allocation of the individual investment's administrative expenses and charged directly for those obtaining loans. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Company allows terminated participants to keep their

**BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE 1 – PLAN DESCRIPTION (CONTINUED)

Participant Accounts (Continued)

investments in the Plan. Accounts of terminated participants do not receive any Company contributions.

Vesting

Participant contributions, employer match, and earnings thereon vest immediately. A participant's vesting in Profit Sharing is based on years of service. A participant becomes vested in the Profit Sharing according to the following schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 2 years	0%
2	20
3	40
4	60
5	80
6 years or more	100

A participant must work at least 1,000 hours during a Plan year to increase the vested portion of Company Profit Sharing contributions.

Investment Options

Participants must direct all contributions to selected investments as made available and determined by the Plan Administrator. Participants have the option to transfer monies between funds and change the allocation of their investment options daily.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 and up to a maximum of the lesser of \$50,000 or 50% of their employee deferral account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%. Loan terms range from one to five years, or longer for the purchase of a primary residence. Principal and interest are paid ratably through payroll deductions. Plan participants may have only one loan outstanding at a time.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – PLAN DESCRIPTION (CONTINUED)

Payment of Benefits

Upon termination of service due to death, disability, retirement or termination, a participant may elect to receive an amount equal to the participant's vested account balance as a lump-sum distribution or lifetime annuity installments. Upon reaching 59-1/2 years of age, a participant with a fully-vested account may receive an in-service distribution prior to separation from service.

If the vested benefits are less than \$5,000, the balance will be distributed as either a cash distribution to the participant or transferred to an eligible retirement plan, at the direction of the participant. If the participant does not elect a method of payment and the balance is greater than \$1,000, it will automatically be rolled over into an individual retirement account (IRA). Balances of less than \$1,000 will be distributed in cash to the participant. If the balance is more than \$5,000, an election to receive the benefit must be made.

Administrative Expenses

Recordkeeping and investment management fees incurred by the Plan are paid by the Plan Sponsor. Administrative expenses charged by the individual investment are paid from the assets of the Plan.

Forfeited Accounts

Forfeitures are used to reduce employer contributions. There were no forfeitures for 2011 or 2010 to use to reduce employer contributions. The Forfeiture account balance at December 31, 2011 and 2010 was zero.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

Tax Status

The Plan is operating under a non-standardized adoption agreement sponsored by Associated Trust Company, N.A. for which the prototype sponsor has received an opinion letter dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in an investment contract through a common collective trust. Contract value for the collective trust is based on the net asset value of the funds as reported by the investment advisor. The statements of net assets available for benefits presents the fair value of the investment contracts (common collective trust) as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains on investments bought and sold as well as held during the year.

**BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits

Benefit payments to participants are recorded when paid.

Notes Receivable from Participants

Notes receivables from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant note receivables are reclassified as distributions based upon the terms of the Plan documents.

NOTE 3 – SUMMARY OF INFORMATION CERTIFIED BY TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules & Regulations for Reporting & Disclosure under ERISA. Accordingly, the Trustees have certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

- a) Total participants' directed investments as shown in the accompanying statements of net assets available for benefits of \$3,937,782 and \$3,898,741 as of December 31, 2011 and 2010, respectively.
- b) Notes receivables from participants as shown in the accompanying statements of net assets available for benefits of \$105,319 and \$132,655 as of December 31, 2011 and 2010, respectively.
- c) Net investment income (loss) as shown in the accompanying statements of changes in net assets available for benefits of \$(48,331) and \$355,665, for the years ended December 31, 2011 and 2010, respectively.
- d) Interest income from notes receivable from participants as shown in the accompanying statements of changes in net assets available for benefits of \$5,359 and \$6,012, for the years ended December 31, 2011 and 2010, respectively.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 4 – INVESTMENTS

Investment income is comprised of the following for the years ended December 31:

	<u>2011</u>	<u>2010</u>
Interest and dividends	\$ <u>31,548</u>	\$ <u>64,052</u>
Net (depreciation) appreciation in fair value of investments:		
Common/collective trust fund	\$ 10,882	\$ 10,173
Mutual funds	<u>(90,761)</u>	<u>281,440</u>
	<u>\$ (79,879)</u>	<u>\$ 291,613</u>

The fair values of individual investments that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	<u>2011</u>	<u>2010</u>
Common/collective trust fund:		
Morley Stable Value Fund	\$ 920,270	\$ 688,849
Mutual funds:		
American Funds Growth Fund of America Fund	***	442,538
Perkins Small Cap Value Fund	***	372,687
American Funds Selected American Fund	***	626,245
Aston/Optimum Mid Cap Fund	***	426,977
Invesco US Mid Cap Value Fund	***	232,683
Vanguard Short Term Bond Index Fund	***	263,344
PIMCO Total Return Fund	***	205,085
T. Rowe Price Growth Stock Fund	994,539	**
RidgeWorth Mid Cap Value Equity Fund	244,614	**
Royce Special Equity Fund	390,582	**
Vanguard Total Bond Market Index		
Signal Fund	240,883	**
Vanguard Fixed Income Short-Term Bond		
Index Fund	263,781	**
Vanguard Mid Cap Index Signal Fund	332,293	**

*Below 5% threshold in the Plan

**New investment for the Plan in 2011

***Removed as an investment option in 2011

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board FASB *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets and liabilities in active markets that the Plan has the ability to access;
- Level 2 - Inputs to the valuation methodology include:
 - Quoted prices for similar assets and liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2011 and 2010:

- Mutual funds: Valued at the net asset value (NAV) of the shares held by the Plan at year end. NAV is determined based on quoted prices in active markets.
- Common collective fund: The common collective fund invests in collective investments and reinvestment in one or more bank, insurance company, or synthetic investment contracts, and in short-term investments which are not publicly traded. The fund is valued at the net-assets value per unit on the valuation date (December 31, 2011 and 2010). There are no redemption restrictions for Plan participants with this fund.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

<u>December 31, 2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 1,797,907	\$ -	\$ -	\$ 1,797,907
Income funds	5,723	-	-	5,723
Index funds	1,036,755	-	-	1,036,755
Balanced funds	189,308	-	-	189,308
Common/collective trust fund	<u>-</u>	<u>920,270</u>	<u>-</u>	<u>920,270</u>
Total assets at fair value	<u>\$ 3,029,693</u>	<u>\$ 920,270</u>	<u>\$ -</u>	<u>\$ 3,949,963</u>
<u>December 31, 2010</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 1,838,207	\$ -	\$ -	\$ 1,838,207
Fixed income funds	363,191	-	-	363,191
Index funds	263,344	-	-	263,344
Balanced funds	758,263	-	-	758,263
Common/collective trust fund	<u>-</u>	<u>688,849</u>	<u>-</u>	<u>688,849</u>
Total assets at fair value	<u>\$ 3,223,005</u>	<u>\$ 688,849</u>	<u>\$ -</u>	<u>\$ 3,911,854</u>

NOTE 6 – INVESTMENT CONTRACT WITH INSURANCE COMPANY

During 2011, the Plan participated in a common collective trust managed by Associated Trust Company, N.A., (Trustee), which invests solely in a managed group annuity contract with Union Bond & Trust Company called Morley Stable Value Fund (the Fund). The Trustee maintains the contributions in a general account. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

During 2010, the Plan participated in a common collective trust managed by Harris Bank, N.A., (Trustee), which invests solely in a managed group annuity contract with Union Bond & Trust Company called Morley Stable Value Fund (the Fund). The Trustee maintains the contributions

**BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE 6 – INVESTMENT CONTRACT WITH INSURANCE COMPANY (CONTINUED)

in a general account. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for Plan benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by the Trustee, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed quarterly for resetting.

The Fund could be limited in its ability to transact with issuers at contract value. Such events include the Fund raising its risk profile or being subjected to an extended period of significant cash outflow, amendments to the plan documents, bankruptcy of the plan sponsor, or failure of the Trust to qualify for tax exempt status. The Plan administrator does not believe that the occurrence of any such event is probable.

The fair market value of the specific contracts inside the Fund was \$1.0260 and \$1.0194 per \$1.00 of contract value at December 31, 2011 and 2010, respectively.

Average yields:	<u>2011</u>	<u>2010</u>
Based on actual earnings	1.367%	1.970%
Based on interest rate credited to participants	2.447%	2.754%

NOTE 7 – RELATED PARTY TRANSACTIONS

Certain Plan investments are funds managed by the Trustees. BMO Harris Bank, N.A. and Associated Trust Company, N.A., are the Trustees, as defined by the Plan, and therefore, transactions qualify as party-in-interest transactions.

Certain administrative functions are performed by officers or employees of the Company for which they receive no compensation from the Plan.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in various combinations of investment funds. Investment funds are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 9 – PROHIBITED TRANSACTIONS

During 2010, the Plan Sponsor inadvertently failed to deposit approximately \$19,564 of participant deferrals and loan repayments within the required time frame as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The Plan sponsor filed Form 5330 and paid the applicable excise tax during 2011. The excise tax payments were made from the Plan sponsor's assets and not from the Plan assets.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the changes in net assets per the financial statements to the Form 5500 for the years ended December 31:

	<u>2011</u>	<u>2010</u>
Change in net assets available for benefits per the financial statements	\$ (4,998)	\$ (282,060)
Change for prior year liability and corrective distributions	<u>-</u>	<u>(7,625)</u>
Change in net assets available for Benefits per Form 5500	<u><u>\$ (4,998)</u></u>	<u><u>\$ (289,685)</u></u>

NOTE 11 – SUBSEQUENT EVENTS

Management evaluated subsequent events through October 9, 2012, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2011, but prior to October 9, 2012, that provided additional evidence about conditions that existed at December 31, 2011, have been recognized in the financial statements for the year ended December 31, 2011. Events or transactions that provided evidence about conditions that did not exist at December 31, 2011, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2011.

During 2012, the DOL investigated the Plan from January 1, 2009 to April 4, 2012, and determined the Plan Sponsor inadvertently failed to deposit approximately \$25,767, \$37,405 and \$51,355 of participant deferrals and loan repayments within the required time frame as stated by the DOL for Plan year 2009, 2010 and 2011, respectively. The Plan sponsor filed Form 5330 and paid the applicable excise tax during 2012.

SUPPLEMENTAL SCHEDULES

BARNES INTERNATIONAL, INC. 401(K)
EIN: 36-3029729
Plan Number: 004
Schedule H, line 4i - Schedule of Assets (Held At End of Year)
December 31, 2011

(a) (b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
Participant - Directed Investments			
American Century Equity Income Fund	Mutual fund 787.260 shares	** \$	5,723
Goldman Sachs Growth Opportunities Fund	Mutual fund 26.674 shares	**	589
Harbor International Fund	Mutual fund 3,195.097 shares	**	167,583
RidgeWorth Mid Cap Value Equity Fund	Mutual fund 24,909.784 shares	**	244,614
Royce Special Equity Fund	Mutual fund 19,826.498 shares	**	390,582
T Rowe Price Retirement Income Fund	Mutual fund 1,817.526 shares	**	23,537
T Rowe Price Retirement 2010 Fund	Mutual fund 446.227 shares	**	6,702
T Rowe Price Retirement 2015 Fund	Mutual fund 118.404 shares	**	1,371
T Rowe Price Retirement 2020 Fund	Mutual fund 3,511.593 shares	**	55,869
T Rowe Price Retirement 2030 Fund	Mutual fund 2,280.226 shares	**	37,715
T Rowe Price Retirement 2040 Fund	Mutual fund 3,363.753 shares	**	55,737
T Rowe Price Retirement 2045 Fund	Mutual fund 29.610 shares	**	327
T Rowe Price Retirement 2050 Fund	Mutual fund 870.228 shares	**	8,050
T. Rowe Price Growth Stock Fund	Mutual fund 31,245.336 shares	**	994,539
Vanguard 500 Index Signal Fund	Mutual fund 1,136.844 shares	**	108,739
Vanguard Mid Cap Index Signal Fund	Mutual fund 11,812.758 shares	**	332,293
Vanguard Fixed Income Short-Term Bond Index Fund	Mutual fund 24,791.414 shares	**	263,781
Vanguard Small Cap Growth Index Fund	Mutual fund 345.217 shares	**	7,419
Vanguard Small Cap Index Signal Fund	Mutual fund 2,780.589 shares	**	83,640
Vanguard Total Bond Market Index Signal Fund	Mutual fund 21,898.411 shares	**	240,883
Morley Stable Value Fund	Common/collective trust 37,834.855 shares	**	920,270
			<u>3,949,963</u>
Notes Receivable from Participants			
* Participant loans	Interest rate ranging between 4.25% and 9.25%	\$ -	105,319
			<u>\$ 4,055,282</u>

* Indicates a party-in-interest, as defined by ERISA

** Not applicable as the Plan is participant-directed.

BARNES INTERNATIONAL, INC. 401(K)

EIN: 36-3029729

Plan Number: 004

**Schedule H, line 4a--Schedule of Delinquent Participant Contributions
December 31, 2011**

Participant Contributions Transferred Late to Plan		Total That Constitutes Non Exempt Prohibited Transactions			
Check here if Late Participant Loan Repayments are included: ☒		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$	3,594	\$ -	\$ 3,594	\$ -	\$ -
	3,658	-	3,658	-	-
	10,963	-	10,963	-	-
	3,864	-	3,864	-	-
	10,201	-	10,201	-	-
	3,381	-	3,381	-	-
	8,094	-	8,094	-	-
	3,703	-	3,703	-	-
	3,897	-	3,897	-	-