

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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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; include room or suite number (employer, if for a 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. Signature of plan administrator	<u>09/12/2013</u> Date	<u>NANCY WILLIAMS</u> Enter name of individual signing as plan administrator
SIGN HERE	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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
5 Total number of participants at the beginning of the plan year		5 230
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	253
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	18
d Subtotal. Add lines 6a , 6b , and 6c	6d	272
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	272
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	122
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
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	Service Provider Information (see instructions)
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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
ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(b) Enter name and EIN or address of person who provided you disclosure 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)

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	27922	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 ☐

(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
ASSOCIATED TRUST COMPANY, N.A.	28 60	0
(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.
RIDGEWORTH FUNDS 3435 STELZER RD COLUMBUS, OH 43219	35 BASIS POINTS	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASSOCIATED TRUST COMPANY, N.A.	28 60	0
(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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS	

(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.

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

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BARNES INTERNATIONAL 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>004</u>
C Plan or DFE 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	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

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN <u>93-6274329-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>904135</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET COMMON TRUST FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY, N.A.

c EIN-PN <u>52-7241044-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>425</u>
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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:

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):

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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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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
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
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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

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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
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	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	9792	12807
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	14135	35788
(2) Participant contributions	1b(2)	2743	4083
(3) Other.....	1b(3)	1312	1198
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)	105319	83548
(9) Value of interest in common/collective trusts.....	1c(9)	896985	904560
(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)	3029693	3958729
(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	4059979	5000713

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4059979	5000713
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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)	135476	
(B) Participants	2a(1)(B)	358246	
(C) Others (including rollovers)	2a(1)(C)	105807	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		599529
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)	4689	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4689
(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)	51190	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		51190
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		12016
(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)		448339
c Other income.....	2c		154
d Total income. Add all income amounts in column (b) and enter total.....	2d		1115917

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	147261	
(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)		147261
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)	24921	
(4) Other	2i(4)	3001	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		27922
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		175183

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		940734
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		500000
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.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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	Distributions
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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	<u>0</u>
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): <u>30-0219031</u>		
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
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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

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

BARNES INTERNATIONAL, INC. 401(K) PLAN
Rockford, Illinois

FINANCIAL STATEMENTS
December 31, 2012 and 2011



CliftonLarsonAllen

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INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Barnes International, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 Associated Trust Company, N.A. for 2012 and the period of September 1, 2011 through December 31, 2011 and BMO Harris Bank, N.A for the period of January 1, 2011 through August 31, 2011, the Trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, 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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "CliftonLarsonAllen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

Rockford, Illinois
September 6, 2013

BARNES INTERNATIONAL, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash	\$ 12,807	\$ 9,792
Participant-directed investments at fair value	<u>4,880,716</u>	<u>3,949,963</u>
Receivables:		
Interest and dividends	1,198	1,312
Participant contributions	4,083	2,743
Employer contributions	35,788	14,135
Notes receivable from participants	<u>83,548</u>	<u>105,319</u>
Total receivables	<u>124,617</u>	<u>123,509</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	5,018,140	4,083,264
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(17,427)</u>	<u>(23,285)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,000,713</u>	<u>\$ 4,059,979</u>

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

BARNES INTERNATIONAL, INC. 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ 460,653	\$ (79,879)
Interest and dividends	<u>51,074</u>	<u>31,548</u>
Net investment income (loss)	<u>511,727</u>	<u>(48,331)</u>
Interest income from notes receivable from participants	<u>4,689</u>	<u>5,359</u>
Contributions:		
Employer	135,476	56,067
Participants	358,246	293,818
Participant rollovers	<u>105,807</u>	<u>40,546</u>
Total contributions	<u>599,529</u>	<u>390,431</u>
Total additions	<u>1,115,945</u>	<u>347,459</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	147,261	338,635
Administrative expenses	<u>27,950</u>	<u>13,822</u>
Total deductions	<u>175,211</u>	<u>352,457</u>
NET INCREASE (DECREASE)	940,734	(4,998)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>4,059,979</u>	<u>4,064,977</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 5,000,713</u>	<u>\$ 4,059,979</u>

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

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

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 and amendments.

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.

Effective January 1, 2012, the Company's contributed matching contribution on behalf of each participant, increased from 25% to 50% 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 3% of the participant's salary. The Company may also make a discretionary profit sharing match. A profit sharing match was not made in 2011 or 2012. 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 investments in the Plan. Accounts of terminated participants do not receive any Company contributions.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - PLAN DESCRIPTION (continued)

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>Vested Percentage</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 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 the prime rate plus 2%, which range from 4.25% to 6.25% on existing loans. 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.

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 59½ 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.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - PLAN DESCRIPTION (continued)

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. During 2012 and 2011, \$627 and \$0 of forfeitures were used to use to reduce employer contributions, respectively. The forfeiture account balance at December 31, 2012 and 2011 was \$425 and \$0, respectively.

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 the Employee Retirement Income Security Act of 1974. In the event of Plan termination, participants would become 100% vested in their accounts.

Tax Status

Effective September 1, 2011, the Plan is operating under a nonstandardized 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 (IRS) 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 IRC.

Prior to September 1, 2011, the Plan was operating under a nonstandardized adoption agreement sponsored by Harris, N.A., for which the prototype sponsor had received an opinion letter from the IRS as to the prototype plan's qualified status. The prototype plan opinion letter had been relied upon by this Plan.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

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 common collective trust is based on the net asset value (NAV) of the funds as reported by the investment advisor. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are 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 require 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. The Plan's administrator determines the Plan's valuation policies utilizing information provided by the investment advisors. 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 (depreciation) includes the Plan's gains (losses) on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded when paid.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. Delinquent participant notes receivable are reclassified as distributions based upon the terms of the Plan documents.

Reclassification

Certain reclassifications have been made to 2011 balances to be consistent with the 2012 presentation.

NOTE 3 - SUMMARY OF INFORMATION CERTIFIED BY TRUSTEES

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the Trustees have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- a. Total participants' directed investments and cash as shown in the accompanying statements of net assets available for benefits of \$4,876,096 and \$3,936,470 as of December 31, 2012 and 2011, respectively, adjusted from fair value to contract value for fully benefit-responsive investment contracts.
- b. Notes receivables from participants as shown in the accompanying statements of net assets available for benefits of \$83,548 and \$105,319 as of December 31, 2012 and 2011, respectively.
- c. Net investment income (loss) as shown in the accompanying statements of changes in net assets available for benefits of \$511,727 and \$(48,331) for the years ended December 31, 2012 and 2011, respectively.
- d. Interest income from notes receivable from participants as shown in the accompanying statements of changes in net assets available for benefits of \$4,689 and \$5,359 for the years ended December 31, 2012 and 2011, 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 schedule.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 - INVESTMENTS

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

	<u>2012</u>	<u>2011</u>
Interest and dividends - mutual funds	\$ <u>51,074</u>	\$ <u>31,548</u>
Net appreciation (depreciation) in fair value of investments:		
Common collective trust	\$ 6,446	\$ 10,882
Mutual funds	<u>454,207</u>	<u>(90,761)</u>
	<u>\$ 460,653</u>	<u>\$ (79,879)</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>2012</u>	<u>2011</u>
Common collective trust:		
Morley Stable Value Fund	\$ 921,562	\$ 920,270
Mutual funds:		
T. Rowe Price Growth Stock Fund	1,268,952	994,539
RidgeWorth Mid Cap Value Equity Fund	314,054	244,614
Royce Special Equity Fund	475,776	390,582
Vanguard Total Bond Market Index Signal Fund	283,441	240,883
Vanguard Fixed Income Short-Term Bond Index Fund	271,489	263,781
Vanguard Mid Cap Index Signal Fund	426,453	332,293

NOTE 5 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 820 (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.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE MEASUREMENTS (continued)

- 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; and
 - 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.

The following is a description of the valuation methodologies used for assets measured at fair value at December 31, 2012 and 2011:

- Mutual funds: Valued at the NAV of the shares held by the Plan at year-end. NAV is determined based on quoted prices in active markets.
- Money market funds: Valued at \$1 per share which approximates fair value.
- Common collective trust: The common collective trust 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 NAV per unit on the valuation date (December 31, 2012 and 2011). 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 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.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

<u>December 31, 2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash	\$ 12,807	\$ -	\$ -	\$ 12,807
Money market fund	-	425	-	425
Mutual funds:				
Growth funds	2,310,800	-	-	2,310,800
Income funds	5,689	-	-	5,689
Index funds	1,287,771	-	-	1,287,771
Balanced funds	354,469	-	-	354,469
Common collective trust	-	921,562	-	921,562
Total assets at fair value	<u>\$ 3,971,536</u>	<u>\$ 921,987</u>	<u>\$ -</u>	<u>\$ 4,893,523</u>
<u>December 31, 2011</u>				
Cash	\$ 9,792	\$ -	\$ -	\$ 9,792
Mutual funds:				
Growth funds	1,797,907	-	-	1,797,907
Fixed-income funds	5,723	-	-	5,723
Index funds	1,036,755	-	-	1,036,755
Balanced funds	189,308	-	-	189,308
Common collective trust	-	920,270	-	920,270
Total assets at fair value	<u>\$ 3,039,485</u>	<u>\$ 920,270</u>	<u>\$ -</u>	<u>\$ 3,959,755</u>

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

During 2012, 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.

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.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (continued)

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 \$1.019 and \$1.026 per \$1.00 of contract value at December 31, 2012 and 2011, respectively.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on actual earnings	0.869%	1.367%
Based on interest rate credited to participants	1.653%	2.447%

NOTE 7 - RELATED PARTY TRANSACTIONS

Associated Trust Company, N.A., is the Trustee as defined by the Plan, and therefore, transactions qualify as party-in-interest transactions. Fees paid to the Trustee during 2012 and 2011, were \$27,950 and \$2,394, respectively.

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. 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 statements of net assets available for benefits.

NOTE 9 - PROHIBITED TRANSACTIONS

During 2011, the Plan sponsor inadvertently failed to deposit approximately \$51,000 of participant deferrals and loan repayments within the required time frame as stated by the DOL. The DOL considers late deposits to be prohibited transactions. The Plan sponsor filed Form 5330 and paid the applicable excise tax during 2012. The excise tax payments were made from the Plan sponsor's assets and not from the Plan assets.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 10 - SUBSEQUENT EVENTS

Management evaluated subsequent events through September 6, 2013, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2012, but prior to September 6, 2013 that provided additional evidence about conditions that existed at December 31, 2012, have been recognized in the financial statements for the year ended December 31, 2012. Events or transactions that provided evidence about conditions that did not exist at December 31, 2012, 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, 2012.

Effective June 30, 2013, Arlington Plating Company is no longer a participating employer of the Plan.

This information is an integral part of the accompanying financial statements.

SUPPLEMENTAL INFORMATION

BARNES INTERNATIONAL, INC. 401(K) PLAN
SCHEDULE H, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 36-3029729 PLAN NUMBER: 004
December 31, 2012

(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 727.494 shares	**	\$ 5,689
	Goldman Sachs Growth Opportunities Fund	Mutual fund 1,789.772 shares	**	44,225
	Harbor International Fund	Mutual fund 3,345.039 shares	**	207,794
	RidgeWorth Mid Cap Value Equity Fund	Mutual fund 26,727.985 shares	**	314,054
	Royce Special Equity Fund	Mutual fund 22,516.592 shares	**	475,776
	T Rowe Price Retirement Income Fund	Mutual fund 2,604.812 shares	**	36,337
	T Rowe Price Retirement 2010 Fund	Mutual fund 902.687 shares	**	14,867
	T Rowe Price Retirement 2015 Fund	Mutual fund 3,077.665 shares	**	39,640
	T Rowe Price Retirement 2020 Fund	Mutual fund 6,779.991 shares	**	121,226
	T Rowe Price Retirement 2025 Fund	Mutual fund 287.612 shares	**	3,775
	T Rowe Price Retirement 2030 Fund	Mutual fund 2,391.988 shares	**	45,256
	T Rowe Price Retirement 2035 Fund	Mutual fund 5.483 shares	**	73
	T Rowe Price Retirement 2040 Fund	Mutual fund 3,693.026 shares	**	70,500
	T Rowe Price Retirement 2045 Fund	Mutual fund 124.480 shares	**	1,582
	T Rowe Price Retirement 2050 Fund	Mutual fund 1,953.126 shares	**	20,820
	T Rowe Price Retirement 2055 Fund	Mutual fund 37.203 shares	**	392
	T Rowe Price Growth Stock Fund	Mutual fund 33,587.923 shares	**	1,268,952
	Vanguard 500 Index Signal Fund	Mutual fund 1,639.423 shares	**	177,910
	Vanguard Mid Cap Index Signal Fund	Mutual fund 13,252.109 shares	**	426,453
	Vanguard Fixed Income Short-Term Bond Index Fund	Mutual fund 25,068.264 shares	**	271,489
	Vanguard Small Cap Growth Index Fund	Mutual fund 559.441 shares	**	14,003
	Vanguard Small Cap Index Signal Fund	Mutual fund 3,278.207 shares	**	114,475
	Vanguard Total Bond Market Index Signal Fund	Mutual fund 25,558.272 shares	**	283,441
	Money Market Fund	Money market fund 288.273 shares	**	425
	Morley Stable Value Fund	Common collective trust 37,620.886 shares	**	<u>921,562</u>
				4,880,716
* Cash		Cash	**	12,807
Notes receivable from participants:				
* Participant loans		Interest rate ranging between 4.25% and 6.25%	\$-	<u>83,548</u>
TOTAL ASSETS HELD FOR INVESTMENT PURPOSES				<u>\$ 4,977,071</u>

* Indicates a party-in-interest, as defined by the Employee Retirement Income Security Act of 1974
** Not applicable as the Plan is participant-directed.

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

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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	12,807.23 .000	12,807.23 .000	.26	0	0.00
TOTAL CASH AND EQUIVALENTS			----- 12,807.23	----- 12,807.23	----- .26	----- 0	----- 0.00
EQUITIES							
EQUITY MUTUAL FUNDS							
025076-10-0	727.494	AMERICAN CENTURY EQUITY INCOME FD	5,438.68 7.476	5,689.00 7.820	.11	144	2.53
38142Y-40-1	1,789.772	GOLDMAN SACHS GROWTH OPPORT INSTL	45,844.93 25.615	44,225.27 24.710	.89	0	0.00
411511-30-6	3,345.039	HARBOR FD INTERNATIONAL FD	190,364.19 56.909	207,793.82 62.120	4.19	4,201	2.02
741479-10-9	33,587.923	ROWE T PRICE GROWTH STK FD CL I	1,070,545.36 31.873	1,268,951.73 37.780	25.58	2,351	0.19
74149P-10-1	902.687	T ROWE PRICE RETIREMENT 2010 FD	14,143.03 15.668	14,867.25 16.470	.30	343	2.31
74149P-20-0	6,779.991	T ROWE PRICE RETIREMENT 2020 FD	113,186.69 16.694	121,226.24 17.880	2.44	2,372	1.96
74149P-30-9	2,391.988	T ROWE PRICE RETIREMENT 2030 FD	41,785.54 17.469	45,256.41 18.920	.91	717	1.59
74149P-40-8	3,693.026	T ROWE PRICE RETIREMENT 2040 FD	62,076.91 16.809	70,499.87 19.090	1.42	960	1.36
74149P-50-7	2,604.812	T ROWE PRICE RETIREMENT INCOME FD 173.88	34,280.27 13.160	36,337.13 13.950	.73	306	0.84

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

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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-74-7	37.203	T ROWE PRICE RETIREMENT 2055 FD	391.49 10.523	392.12 10.540	.01	5	1.33
74149P-75-4	1,953.126	T ROWE PRICE RETIREMENT 2050 FD	19,561.38 10.015	20,820.32 10.660	.42	273	1.31
74149P-76-2	124.480	T ROWE PRICE RETIREMENT 2045 FD	1,510.98 12.138	1,582.14 12.710	.03	21	1.34
74149P-77-0	5.483	T ROWE PRICE RETIREMENT 2035 FD	71.40 13.022	73.36 13.380		1	1.49
74149P-78-8	287.612	T ROWE PRICE RETIREMENT 2025 FD	3,728.36 12.963	3,773.47 13.120	.08	63	1.68
74149P-79-6	3,077.665	T ROWE PRICE RETIRE 2015	38,870.41 12.630	39,640.33 12.880	.80	830	2.10
76628R-61-5	26,727.985	RW FDS MID CAP VAL EQ FD CL I	278,750.07 10.429	314,053.82 11.750	6.33	4,517	1.44
780905-78-2	22,516.592	ROYCE FD SPECIAL EQUITY	445,744.12 19.796	475,775.59 21.130	9.59	9,659	2.03
922908-42-1	3,278.207	VANGUARD SMALL CAP INDEX SIGNAL	99,261.72 30.279	114,474.99 34.920	2.31	2,127	1.86
922908-44-7	13,252.109	VANGUARD MID CAP INDEX SIGNAL	374,024.57 28.224	426,452.87 32.180	8.60	6,042	1.42
922908-49-6	1,639.423	VANGUARD 500 INDEX FUND SIGNAL	160,151.29 97.688	177,910.18 108.520	3.59	3,867	2.17
922908-82-7	559.441	VANGUARD INDEX SMALL CAP GROWTH	13,174.77 23.550	14,002.81 25.030	.28	125	0.89
TOTAL EQUITY MUTUAL FUNDS			----- 3,012,906.16	----- 3,403,798.72	----- 68.61	----- 38,924	----- 1.14
TOTAL EQUITIES			----- 3,012,906.16	----- 3,403,798.72	----- 68.61	----- 38,924	----- 1.14

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

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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 COMMON TRUST FUNDS							
999999-19-6	288.273	MONEY MARKET FUND	424.41 1.472	424.89 1.473	.01	0	0.00
TOTAL FIXED INCOME COMMON TRUST FUNDS			----- 424.41	----- 424.89	----- .01	----- 0	----- 0.00
FIXED INC MUT/ETF FD							
852320-42-3	37,620.886	MORLEY STABLE VALUE FUND	888,055.82 23.605	904,135.23 24.032	18.23	0	0.00
921937-86-8	25,558.272	VANGUARD TOT BOND MKT INDEX SIGNAL 565.58	281,518.42 11.015	283,441.24 11.090	5.71	6,499	2.29
922031-83-6	25,068.264	VANGUARD FIXED INC SHORT TERM CORP ADMIRAL SHARES 458.22	269,014.59 10.731	271,489.30 10.830	5.47	5,219	1.92
TOTAL FIXED INCOME MUTUAL/ETF FUNDS			----- 1,438,588.83	----- 1,459,065.77	----- 29.41	----- 11,718	----- 0.80
TOTAL FIXED INCOME SECURITIES			----- 1,439,013.24	----- 1,459,490.66	----- 29.42	----- 11,718	----- 0.80
MISCELLANEOUS							
MS1029-78-9	83,547.520	MASTER LOAN	83,547.52 1.000	83,547.52 1.000	1.68	0	0.00
TOTAL MISCELLANEOUS			----- 83,547.52	----- 83,547.52	----- 1.68	----- 0	----- 0.00
TOTAL ASSETS			4,548,274.15	4,959,644.13			

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

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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
		ACCRUED INCOME					
		DIVIDENDS	173.88	173.88	.00		
		INTEREST	1,023.80	1,023.80	.02		
		TOTAL ACCRUED INCOME	----- 1,197.68	----- 1,197.68	----- .02		
		TOTAL ASSETS PLUS ACCRUED INCOME	4,549,471.83	4,960,841.81			