

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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.	09/03/2014	NANCY WILLIAMS
	Signature of plan administrator	Date	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	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	276
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	262
b Retired or separated participants receiving benefits		6b	3
c Other retired or separated participants entitled to future benefits		6c	9
d Subtotal. Add lines 6a , 6b , and 6c		6d	274
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	274
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	88
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	
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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
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	27628	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	
(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.	

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

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan BARNES INTERNATIONAL 401(K) PLAN	B Three-digit plan number (PN) ►	004
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	

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 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) 537786
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 52-7241044-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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 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)
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 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)**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
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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
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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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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			
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	12807	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	35788	28986
(2) Participant contributions.....	1b(2)	4083	
(3) Other.....	1b(3)	1198	989
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)	83548	38078
(9) Value of interest in common/collective trusts	1c(9)	904560	537787
(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)	3958729	4033844
(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	5000713	4639684

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	5000713	4639684
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	130143	
(B) Participants	2a(1)(B)	351343	
(C) Others (including rollovers)	2a(1)(C)	2354	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		483840

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)	2848	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2848

(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)	40581	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		40581

(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)		7952
(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)		918789
c Other income.....	2c		13
d Total income. Add all income amounts in column (b) and enter total.....	2d		1454023

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	404058	
(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)		404058
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)	24778	
(4) Other.....	2i(4)	2850	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		27628
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		431686

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1022337
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		1383366

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: CLIFTON LARSON ALLEN

(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		9513
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.	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)
SYNERGY MULTIPLE EMPLOYEE RETIREMENT PLAN	76-0721383	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
-----------------	-------------------

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, 2013 and 2012



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, 2013 and 2012, 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 (ERISA), 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., the Trustee 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 Trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the Plan administrator by the Trustee 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 of Assets (Held at End of Year), Schedule of Delinquent Participant Contributions, and Schedule of Reportable Transactions as of and for the year ended December 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the Trustee, 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 ERISA.

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

CliftonLarsonAllen LLP

Rockford, Illinois
August 29, 2014

BARNES INTERNATIONAL, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Cash	\$ -	\$ 12,807
Participant-directed investments at fair value	<u>4,573,390</u>	<u>4,880,716</u>
Receivables:		
Interest and dividends	989	1,198
Participant contributions	-	4,083
Employer contributions	28,986	35,788
Notes receivable from participants	<u>38,078</u>	<u>83,548</u>
Total receivables	<u>68,053</u>	<u>124,617</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	4,641,443	5,018,140
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,760)</u>	<u>(17,427)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,639,683</u>	<u>\$ 5,000,713</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, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 926,962	\$ 460,653
Interest and dividends	<u>40,372</u>	<u>51,074</u>
Net investment income	<u>967,334</u>	<u>511,727</u>
Interest income from notes receivable from participants	<u>2,848</u>	<u>4,689</u>
Contributions:		
Employer	130,143	135,476
Participants	351,343	358,246
Participant rollovers	<u>2,354</u>	<u>105,807</u>
Total contributions	<u>483,840</u>	<u>599,529</u>
Total additions	<u>1,454,022</u>	<u>1,115,945</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	404,058	147,261
Administrative expenses	<u>27,628</u>	<u>27,950</u>
Total deductions	<u>431,686</u>	<u>175,211</u>
NET INCREASE	1,022,336	940,734
TRANSFER OUT OF PLAN	(1,383,366)	-
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>5,000,713</u>	<u>4,059,979</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 4,639,683</u>	<u>\$ 5,000,713</u>

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

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 1 - PLAN DESCRIPTION

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 (APC). Effective July 1, 2013, the Plan was amended to exclude employees of APC. As a result, the accounts of all APC employees were transferred out of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

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 his/her salary. If a participant contributes greater than 6% of his/her 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 2013 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 his/her 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, 2013 and 2012

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%

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 his/her investment options daily.

Notes Receivable from Participants

Participants may borrow from his/her accounts a minimum of \$1,000 and up to a maximum of the lesser of \$50,000 or 50% of his/her 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%. Interest rates range from 4.25% to 5.25% 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, 2013 and 2012

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 2013 and 2012, \$425 and \$627 of forfeitures were used to reduce employer contributions, respectively. The forfeiture account balance at December 31, 2013 and 2012 was \$0 and \$425, 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 ERISA. In the event of Plan termination, participants would become 100% vested in his/her accounts.

Tax Status

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.

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 the years prior to 2010.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting (continued)

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 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. 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 includes the Plan's gains 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, 2013 and 2012

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Administrative Expenses

Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying Statement of Changes in Net Assets Available for Benefits. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying Statement of Changes in Net Assets Available for Benefits.

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. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. Delinquent participant notes receivable 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

- a. Total participants' directed investments and cash as shown in the accompanying Statements of Net Assets Available for Benefits of \$4,571,630 and \$4,876,096 as of December 31, 2013 and 2012, 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 \$38,078 and \$83,548 as of December 31, 2013 and 2012, respectively.
- c. Net investment income as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of \$967,334 and \$511,727 for the years ended December 31, 2013 and 2012, respectively.
- d. Interest income from notes receivable from participants as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of \$2,848 and \$4,689 for the years ended December 31, 2013 and 2012, 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, 2013 and 2012

NOTE 4 - INVESTMENTS

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

	<u>2013</u>	<u>2012</u>
Interest and dividends - mutual funds	\$ <u>40,372</u>	\$ <u>51,074</u>
Net appreciation in fair value of investments:		
Common collective trust	\$ 3,431	\$ 6,446
Mutual funds	<u>923,531</u>	<u>454,207</u>
	<u>\$ 926,962</u>	<u>\$ 460,653</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>2013</u>	<u>2012</u>
Common collective trust:		
Morley Stable Value Fund	\$ 539,546	\$ 921,562
Mutual funds:		
RidgeWorth Mid Cap Value Equity Fund	416,971	314,054
Royce Special Equity Fund	*	475,776
T. Rowe Price Growth Stock Fund	1,230,139	1,268,952
Vanguard Fixed Income Short-Term Bond Index Fund	*	271,489
Vanguard Mid Cap Index Signal Fund	757,897	426,453
Vanguard Total Bond Market Index Signal Fund	235,068	283,441

* Amount is less than 5% of the Plan's net assets as of December 31.

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, 2013 and 2012

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, 2013 and 2012:

- 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 fund: 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, 2013 and 2012). 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.

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 5 - FAIR VALUE MEASUREMENTS (continued)

<u>December 31, 2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 2,084,157	\$ -	\$ -	\$ 2,084,157
Income funds	11,581	-	-	11,581
Index funds	1,469,530	-	-	1,469,530
Balanced funds	468,576	-	-	468,576
Common collective trust	<u>-</u>	<u>539,546</u>	<u>-</u>	<u>539,546</u>
Total assets at fair value	<u>\$ 4,033,844</u>	<u>\$ 539,546</u>	<u>\$ -</u>	<u>\$ 4,573,390</u>

December 31, 2012

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	<u>-</u>	<u>921,562</u>	<u>-</u>	<u>921,562</u>
Total assets at fair value	<u>\$ 3,971,536</u>	<u>\$ 921,987</u>	<u>\$ -</u>	<u>\$ 4,893,523</u>

NOTE 6 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

During 2013, 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 his/her investment at contract value.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

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 \$1.003 and \$1.019 per \$1.00 of contract value at December 31, 2013 and 2012, respectively.

	<u>2013</u>	<u>2012</u>
Average yields:		
Based on actual earnings	1.255%	0.869%
Based on interest rate credited to participants	1.386%	1.653%

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 2013 and 2012 were \$27,628 and \$27,950, 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.

BARNES INTERNATIONAL, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2013 and 2012

NOTE 9 - PROHIBITED TRANSACTIONS

During 2013, the Company inadvertently failed to deposit approximately \$9,513 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 Company deposited the lost earnings in 2013. The Plan sponsor will file Form 5330 and pay the applicable excise tax during 2014 for the 2013 Plan year. The excise tax payments will be made from the Plan sponsor's assets and not from the Plan assets.

NOTE 10 - SUBSEQUENT EVENTS

Management evaluated subsequent events through August 29, 2014, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2013, but prior to August 29, 2014 that provided additional evidence about conditions that existed at December 31, 2013, have been recognized in the financial statements for the year ended December 31, 2013. Events or transactions that provided evidence about conditions that did not exist at December 31, 2013, 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, 2013.

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

SUPPLEMENTAL INFORMATION

BARNES INTERNATIONAL, INC. 401(K) PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 36-3029729 PLAN NUMBER: 004
December 31, 2013

(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 1,351 shares	**	\$ 11,581
	Goldman Sachs Growth Opportunities Fund	Mutual fund 1,863 shares	**	56,743
	Harbor International Fund	Mutual fund 2,850 shares	**	202,366
	RidgeWorth Mid Cap Value Equity Fund	Mutual fund 30,592 shares	**	416,971
	Royce Special Equity Fund	Mutual fund 7,112 shares	**	177,938
	T Rowe Price Retirement Income Fund	Mutual fund 3,364 shares	**	49,714
	T Rowe Price Retirement 2010 Fund	Mutual fund 1,140 shares	**	20,315
	T Rowe Price Retirement 2015 Fund	Mutual fund 3,996 shares	**	57,229
	T Rowe Price Retirement 2020 Fund	Mutual fund 8,983 shares	**	183,156
	T Rowe Price Retirement 2025 Fund	Mutual fund 2,739 shares	**	42,123
	T Rowe Price Retirement 2030 Fund	Mutual fund 2,743 shares	**	61,991
	T Rowe Price Retirement 2035 Fund	Mutual fund 481 shares	**	7,838
	T Rowe Price Retirement 2040 Fund	Mutual fund 1,309 shares	**	30,649
	T Rowe Price Retirement 2045 Fund	Mutual fund 38 shares	**	586
	T Rowe Price Retirement 2050 Fund	Mutual fund 1,038 shares	**	13,562
	T Rowe Price Retirement 2055 Fund	Mutual fund 109 shares	**	1,413
	T Rowe Price Growth Stock Fund	Mutual fund 23,400 shares	**	1,230,139
	Vanguard 500 Index Signal Fund	Mutual fund 1,271 shares	**	178,907
	Vanguard Mid Cap Index Signal Fund	Mutual fund 17,634 shares	**	757,897
	Vanguard Fixed Income Short-Term Bond Index Fund	Mutual fund 13,399 shares	**	143,366
	Vanguard Small Cap Growth Index Fund	Mutual fund 706 shares	**	24,269
	Vanguard Small Cap Index Signal Fund	Mutual fund 2,738 shares	**	130,023
	Vanguard Total Bond Market Index Signal Fund	Mutual fund 22,260 shares	**	235,068
	Morley Stable Value Fund	Common collective trust fund 22,152 shares	**	539,546
				4,573,390
Notes receivable from participants:				
*	Participant loans	Interest rate ranging between 4.25% and 5.25%	\$ -	38,078
TOTAL ASSETS HELD FOR INVESTMENT PURPOSES				\$ 4,611,468

* Indicates a party-in-interest, as defined by the Employee Retirement Income Security Act of 1974

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

BARNES INTERNATIONAL, INC. 401(K) PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
E.I.N. 36-3029729 PLAN NUMBER: 004
December 31, 2013

Participant Contributions Transferred Late to Plan	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 7	\$ -	\$ 7	\$ -	\$ -
22	-	22	-	-
2,397	-	2,397	-	-
2,373	-	2,373	-	-
2,356	-	2,356	-	-
2,358	-	2,358	-	-

BARNES INTERNATIONAL, INC. 401(K) PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
E.I.N. 36-3029729 PLAN NUMBER: 004
December 31, 2013

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Leased Rental	Expenses Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Single transaction:								
Associated Trust Company, N.A.	Transfer of assets out of Plan 92,959 shares	N/A	\$ 1,383,366	N/A	\$ -	\$ 1,198,069	\$ 1,383,366	\$ 185,297
Series of transactions in the same security:								
T Rowe Price Growth Stock Fund	Mutual Fund 8,097 shares	N/A	349,364	N/A	-	260,438	349,364	88,927
Royce Fund Special Equity	Mutual Fund 12,262 shares	N/A	323,218	N/A	-	247,827	323,218	75,390
Morley Stable Value Fund	Common Collective Trust Fund 15,811 shares	N/A	382,118	N/A	-	374,662	382,118	7,456
Vanguard Mid Cap Index Signal	Mutual Fund 7,744 shares	323,218	N/A	N/A	-	323,218	323,218	N/A

BARNES INTERNATIONAL, INC. 401(K) PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
E.I.N. 36-3029729 PLAN NUMBER: 004
December 31, 2013

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Leased Rental	Expenses Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Single transaction:								
Associated Trust Company, N.A.	Transfer of assets out of Plan 92,959 shares	N/A	\$ 1,383,366	N/A	\$ -	\$ 1,198,069	\$ 1,383,366	\$ 185,297
Series of transactions in the same security:								
T Rowe Price Growth Stock Fund	Mutual Fund 8,097 shares	N/A	349,364	N/A	-	260,438	349,364	88,927
Royce Fund Special Equity	Mutual Fund 12,262 shares	N/A	323,218	N/A	-	247,827	323,218	75,390
Morley Stable Value Fund	Common Collective Trust Fund 15,811 shares	N/A	382,118	N/A	-	374,662	382,118	7,456
Vanguard Mid Cap Index Signal	Mutual Fund 7,744 shares	323,218	N/A	N/A	-	323,218	323,218	N/A

BARNES INTERNATIONAL, INC. 401(K) PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
E.I.N. 36-3029729 PLAN NUMBER: 004
December 31, 2013

Participant Contributions Transferred Late to Plan	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 7	\$ -	\$ 7	\$ -	\$ -
22	-	22	-	-
2,397	-	2,397	-	-
2,373	-	2,373	-	-
2,356	-	2,356	-	-
2,358	-	2,358	-	-

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

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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	.00 .000	.00 .000		0	0.00
TOTAL CASH AND EQUIVALENTS			----- .00	----- .00	----- .00	----- 0	----- 0.00
EQUITIES							
EQUITY MUTUAL FUNDS							
025076-10-0	1,351.407	AMERICAN CENTURY EQUITY INCOME FD	11,142.50 8.245	11,581.56 8.570	.25	275	2.38
38142Y-40-1	1,863.471	GOLDMAN SACHS GROWTH OPPORT INSTL	48,999.63 26.295	56,742.69 30.450	1.23	0	0.00
411511-30-6	2,849.830	HARBOR FD INTERNATIONAL FD	166,745.65 58.511	202,366.43 71.010	4.39	4,260	2.11
741479-10-9	23,400.022	ROWE T PRICE GROWTH STK FD CL I	765,216.07 32.702	1,230,139.16 52.570	26.68	468	0.04
74149P-10-1	1,139.997	T ROWE PRICE RETIREMENT 2010 FD	18,286.43 16.041	20,314.75 17.820	.44	0	0.00
74149P-20-0	8,982.627	T ROWE PRICE RETIREMENT 2020 FD	158,944.72 17.695	183,155.76 20.390	3.97	0	0.00
74149P-30-9	2,742.952	T ROWE PRICE RETIREMENT 2030 FD	52,270.26 19.056	61,990.72 22.600	1.34	0	0.00
74149P-40-8	1,309.222	T ROWE PRICE RETIREMENT 2040 FD	22,934.32 17.518	30,648.89 23.410	.66	0	0.00
74149P-50-7	3,363.618	T ROWE PRICE RETIREMENT INCOME FD 201.52	45,916.76 13.651	49,714.27 14.780	1.08	471	0.95

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

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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	109.265	T ROWE PRICE RETIREMENT 2055 FD	1,329.79 12.170	1,412.80 12.930	.03	0	0.00
74149P-75-4	1,038.406	T ROWE PRICE RETIREMENT 2050 FD	11,615.59 11.186	13,561.58 13.060	.29	0	0.00
74149P-76-2	37.556	T ROWE PRICE RETIREMENT 2045 FD	579.93 15.442	586.25 15.610	.01	0	0.00
74149P-77-0	481.434	T ROWE PRICE RETIREMENT 2035 FD	7,202.41 14.960	7,837.75 16.280	.17	0	0.00
74149P-78-8	2,738.802	T ROWE PRICE RETIREMENT 2025 FD	39,550.00 14.441	42,122.77 15.380	.91	0	0.00
74149P-79-6	3,996.438	T ROWE PRICE RETIRE 2015	51,738.14 12.946	57,228.99 14.320	1.24	0	0.00
76628R-61-5	30,592.183	RW FDS MID CAP VAL EQ FD CL I	333,824.70 10.912	416,971.45 13.630	9.04	0	0.00
780905-78-2	7,111.827	ROYCE FD SPECIAL EQUITY	146,568.65 20.609	177,937.91 25.020	3.86	212	0.12
922908-42-1	2,737.902	VANGUARD SMALL CAP INDEX SIGNAL	88,177.66 32.206	130,022.97 47.490	2.82	1,700	1.31
922908-44-7	17,633.709	VANGUARD MID CAP INDEX SIGNAL	613,708.38 34.803	757,896.81 42.980	16.44	8,887	1.17
922908-49-6	1,271.370	VANGUARD 500 INDEX FUND SIGNAL	130,760.14 102.850	178,907.19 140.720	3.88	3,289	1.84
922908-82-7	706.114	VANGUARD INDEX SMALL CAP GROWTH	18,422.32 26.090	24,269.14 34.370	.53	115	0.48
TOTAL EQUITY MUTUAL FUNDS			----- 2,733,934.05	----- 3,655,409.84	----- 79.28	----- 19,677	----- 0.54
TOTAL EQUITIES			----- 2,733,934.05	----- 3,655,409.84	----- 79.28	----- 19,677	----- 0.54

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/13

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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 INC MUT/ETF FD							
852320-42-3	22,152.097	MORLEY STABLE VALUE FUND	525,504.79 23.723	537,786.46 24.277	11.66	0	0.00
921937-86-8	22,260.259	VANGUARD TOT BOND MKT INDEX SIGNAL 537.63	244,369.22 10.978	235,068.34 10.560	5.10	6,283	2.67
922031-83-6	13,398.657	VANGUARD FIXED INC SHORT TERM CORP ADMIRAL SHARES 250.18	143,818.21 10.734	143,365.63 10.700	3.11	2,895	2.02
TOTAL FIXED INCOME MUTUAL/ETF FUNDS			913,692.22	916,220.43	19.87	9,178	1.00
TOTAL FIXED INCOME SECURITIES			913,692.22	916,220.43	19.87	9,178	1.00
MISCELLANEOUS							
MS1029-78-9	38,078.150	MASTER LOAN	38,078.15 1.000	38,078.15 1.000	.83	0	0.00
TOTAL MISCELLANEOUS			38,078.15	38,078.15	.83	0	0.00
TOTAL ASSETS			3,685,704.42	4,609,708.42			
ACCRUED INCOME							
DIVIDENDS			201.52	201.52	.00		
INTEREST			787.81	787.81	.02		
TOTAL ACCRUED INCOME			989.33	989.33	.02		
TOTAL ASSETS PLUS ACCRUED INCOME			3,686,693.75	4,610,697.75			