

1.) CORPORATION NAME:

BARNES GROUP INC.

DUE DATE: **2/28/2014**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**NATIONAL REGISTERED AGENTS INC
4701 COX ROAD, SUITE 285
GLEN ALLEN, VA**

SCC ID NO: **F0289647**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	150,000,000
PREFER	3,000,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 123 MAIN ST

CITY/ST/ZIP: BRISTOL, CT 06010

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: PATRICK J. DEMPSEY TITLE: PRESIDENT ADDRESS: 123 MAIN ST. CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: MARIAN ACKER TITLE: VICE PRESIDENT ADDRESS: 123 MAIN ST. CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: RICK BARNHART TITLE: VICE PRESIDENT ADDRESS: 123 MAIN ST. CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: DAWN N. EDWARDS TITLE: VICE PRESIDENT ADDRESS: 123 MAIN ST. CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: KENNETH R HOPSON TITLE: VP/T ADDRESS: 123 MAIN ST CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: GREGORY A. MARSHALL TITLE: VICE PRESIDENT ADDRESS: 123 MAIN ST. CITY/ST/ZIP/CO: BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	CHRISTOPHER J. STEPHENS VICE PRESIDENT 123 MAIN ST. BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	CLAUDIA S. TOUSSAINT SECRETARY 123 MAIN ST. BRISTOL, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS O BARNES CHAIRMAN 1900 PERKINS ST BRISTOL, CT 06010	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	THOMAS J. ALBANI DIRECTOR 39 WANOMA WAY NANTUCKET, MA 02554	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOHN W ALDEN DIRECTOR 536 White Pelican Circle Vero Beach, FL 32963	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GARY G. BENANAV DIRECTOR 333 E. 57TH ST. APT. 15A NEW YORK, NY 10022	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	WILLIAM S BRISTOW JR DIRECTOR 10 HOYTS ISLAND KITTERY PT., ME 03905	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	FRANCIS J KRAMER DIRECTOR 10491 ALLANTE CT. GIBSONIA, PA 15044	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MYLDRED H. MANGUM DIRECTOR 416 NORTH JEFFERSON AVE. EATONTON, GA 31024	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	DR. HASSELL H. MCCLELLAN, PH.D. DIRECTOR 43 VALENTINE RD. MILTON, MA 02186	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	WILLIAM J MORGAN DIRECTOR 14 TALMADGE HILL RD. DARIEN, CT 06820	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME: Lukas Hovorka TITLE: VICE PRESIDENT ADDRESS: 123 Main St. CITY/ST/ZIP/CO: Bristol, CT 06010	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
--	---	-----------------------------------

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

<u>/s/ GREGORY A. MARSHALL</u> SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	<u>GREGORY A. MARSHALL, VICE PRESIDENT</u> PRINTED NAME AND CORPORATE TITLE	<u>1/23/2014</u> DATE
---	--	--------------------------

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.