


**2005 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED
Apr 29, 2005 8:00 am
Secretary of State

04-29-2005 90213 039 ***150.00

DOCUMENT # P07211 1. Entity Name BARNES GROUP INC.	
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Principal Place of Business EXECUTIVE OFFICE 123 MAIN STREET BRISTOL, CT 06011-0489 US	Mailing Address EXECUTIVE OFFICE 123 MAIN STREET BRISTOL, CT 06011-0489 US
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DO NOT WRITE IN THIS SPACE



04152005 No Chg-P CR2E034 (10/03)

4. FEI Number 06-0247840	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	

6. Name and Address of Current Registered Agent

NRAI SERVICES, INC.
2731 EXECUTIVE PARK DRIVE
SUITE 4
WESTON, FL 33331

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IN THIS SPACE**

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
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10. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP DEFORTE, JOSPEH D 123 MAIN STREET BRISTOL, CT 06010
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVFC DENNINGER, WILLIAM C 123 MAIN ST BRISTOL, CT
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVHR ARRINGTON, JOHN R 123 MAIN STREET BRISTOL, CT
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCEO CARPENTER, EDMUND M 123 MAIN STREET BRISTOL, CT
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP BOYLE, FRANK C 123 MAIN STREET BRISTOL, CT
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVGS GATES, SIGNE S 123 MAIN STREET BRISTOL, CT 06010

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12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Joseph D. DeForte Joseph D. DeForte 4/26/05 (860)583-7070
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

ATTACHMENT
#P07211

40070712

**Barnes Group Inc.
Listing of Officers
2005**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Edmund M. Carpenter	President & CEO	123 Main Street Bristol, CT 06010	14 Peckslan Road Greenwich, CT 06831
John R. Arrington	Sr. VP – Human Resources	123 Main Street Bristol, CT 06010	4 Thatcher Terrace Farmington, CT 06032
Signe S. Gates	Sr. VP General Council & Secretary	123 Main Street Bristol, CT 06010	47 Mollbrook Drive Wilton, CT 06897
Francis C. Boyle	VP – Controller	123 Main Street Bristol, CT 06010	82 Teeter Rock Road Trumbull, CT 06611
Greg Milzcik	VP BGI & President Associated Spring	123 Main Street Bristol, CT 06010	5 Spring Lane Farmington, CT 06032
Joseph D. DeForte	Vice President – Taxes	123 Main Street Bristol, CT 06010	110 Grandview Drive Glastonbury, CT 06033
Phillip A. Goodrich	Vice President – Corporate Development	123 Main Street Bristol, CT 06010	518 Northfield Road Devon, PA 19333
William C. Denninger	Sr. Vice President, Finance and CFO	123 Main Street Bristol, CT 06010	231 Roxbury Road Stamford, CT 06902
Thomas P. Fodell	VP BGI & VP, Sales & Mktg., A.S.	123 Main Street Bristol, CT 06010	1951 Independence Court Rochester Hills, MI 48306
Keith Drewett	President, Barnes Distribution	6140 Parkland Boulevard Mayfields Heights, OH 44124-4103	
Idelle Wolf	COO, Barnes Distribution	6140 Parkland Boulevard Mayfields Heights, OH 44124-4103	
Lawrence W. O'Brien	Vice President – Treasury	123 Main Street Bristol, CT 06010	95 Graenest Ridge Road Wilton, CT 06897
Patrick Dempsey	VP BGI & President Barnes Aerospace	123 Main Street Bristol, CT 06010	127 Gorski Drive South Windsor, CT 06074

ATTACHMENT
#D07211

40070712

**Barnes Group Inc.
Listing of Directors
2005**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Thomas O. Barnes	Director	123 Main Street Bristol, CT 06010	1900 Perkins Street Bristol, CT 06010
Edmund M. Carpenter	Director	123 Main Street Bristol, CT 06010	14 Pecksland Road Greenwich, CT 06831
Gary G. Benanav	Director	NY Life International Inc. 51 Madison Avenue Room1511, New York, NY 10010	333 East 57 th Street, Apt. 15A New York City, NY 10022
William S. Bristow, Jr.	Director	W.S. Bristow & Associates, Inc. 105 Woods Run Rollinsford, NH 03869	70 Millpond Road P.O. Box 2017 New Castle, NH 03854
George T. Carpenter	Director	S. Carpenter Construction Co. 67 Race Street Bristol, CT 06010	163 Maureen Drive Bristol, CT 06010
Frank E. Grzelecki	Director		38 Gerrish Lane New Canaan, CT 06840
John W. Alden	Director		8400 Lazy Oaks Court Dunwoody, GA 30050
G. Jackson Ratcliffe	Director	Hubell Incorporated 584 Derby Milford Road Orange, CT 06477	278 Sherwood Drive Southport, CT 06490
Donald W. Griffin	Director	Olin Corporation 501 Merritt 7 Norwalk, CT 06856	92 Old Boston Post Road Wilton, CT 06897
Myldred H. Mangum	Director	True Marketing Services 4989 Peachtree Parkway Suite 200 Norcross, GA 30092	416 North Jefferson Avenue Eatonton, GA 31024