Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning DEC 1, 2011 , and ending NOV 30, 2012

Name of foundation: THE DAVID M.& BARBARA BALDWIN FDN., INC.

A Employer identification number: 13-3391384

Number and street (or P O box number if mail is not delivered to street address): MCGRATH,DOYLE & PHAIR,150 BROADWAY

Room/suite

B Telephone number: (212) 349-0015

City or town, state, and ZIP code: NEW YORK, NY 10038

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,288,340.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	500,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,896.	1,896.		STATEMENT 1
	4 Dividends and interest from securities	69,349.	69,349.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	85,927.			
	b Gross sales price for all assets on line 6a 594,255.				
	7 Capital gain net income (from Part IV, line 2)		85,927.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	657,172.	157,172.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,000.	0.		24,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,275.			3,275.
	c Other professional fees STMT 4	26,201.	26,201.		0.
	17 Interest				
	18 Taxes STMT 5	5,922.	2,922.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	92.	92.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	59,490.	29,215.		27,275.
	25 Contributions, gifts, grants paid	1,005,700.			1,005,700.
	26 Total expenses and disbursements. Add lines 24 and 25	1,065,190.	29,215.		1,032,975.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-408,018.			
	b Net investment income (if negative, enter -0-)		127,957.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,019.	74,771.	74,771.
	2 Savings and temporary cash investments	66,590.	104,147.	104,147.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	0.	2,000.	2,000.
	b Investments - corporate stock STMT 8	2,914,229.	2,505,916.	5,107,422.
	c Investments - corporate bonds	100,014.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,094,852.	2,686,834.	5,288,340.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,094,852.	2,686,834.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	3,094,852.	2,686,834.	
	31 Total liabilities and net assets/fund balances	3,094,852.	2,686,834.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,094,852.
2 Enter amount from Part I, line 27a	2	-408,018.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,686,834.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,686,834.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE SCHEDULE ATTACHED	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	594,255.		508,328.	85,927.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				85,927.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	85,927.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	486,546.	5,018,565.	.096949
2009	334,375.	5,000,638.	.066866
2008	177,475.	4,516,566.	.039294
2007	303,990.	5,260,631.	.057786
2006	1,364,753.	6,158,589.	.221602

2 **Total** of line 1, column (d)	2	.482497
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.096499
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,090,975.
5 Multiply line 4 by line 3	5	491,274.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,280.
7 Add lines 5 and 6	7	492,554.
8 Enter qualifying distributions from Part XII, line 4	8	1,032,975.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,280.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,280.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,280.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,524.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,524.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,244.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	2,244. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MCGRATH, DOYLE & PHAIR Telephone no ▶212-571-2300

Located at ▶150 BROADWAY, SUITE 1212, NEW YORK, NY ZIP+4 ▶10038

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID M. BALDWIN 150 BROADWAY, SUITE 1212 NEW YORK, NY 10038	PRESIDENT 3.00	0.	0.	0.
BARBARA BALDWIN 150 BROADWAY, SUITE 1212 NEW YORK, NY 10038	V-PRESIDENT 1.00	0.	0.	0.
~~CHARLES J. GENGLER~~ 150 BROADWAY, SUITE 1212 NEW YORK, NY 10038	V-PRESIDENT 4.00	24,000.	0.	0.
NICHOLAS JACANGELO 150 BROADWAY, SUITE 1212 NEW YORK, NY 10038	SEC./TREASURER 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	5,038,739.
b	Average of monthly cash balances		1b	129,764.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,168,503.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,168,503.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	77,528.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,090,975.
6	**Minimum investment return.** Enter 5% of line 5		6	254,549.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	254,549.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 1,280.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,280.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	253,269.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	253,269.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	253,269.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,032,975.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,032,975.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,280.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,031,695.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				253,269.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 1,064,548.				
b From 2007 43,317.				
c From 2008				
d From 2009 40,235.				
e From 2010 241,476.				
f Total of lines 3a through e	1,389,576.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,032,975.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				253,269.
e Remaining amount distributed out of corpus	779,706.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below.**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,169,282.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,064,548.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	1,104,734.			
10 Analysis of line 9				
a Excess from 2007 43,317.				
b Excess from 2008				
c Excess from 2009 40,235.				
d Excess from 2010 241,476.				
e Excess from 2011 779,706.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NO INDIVIDUALS	ALL PUBLIC CHARITIES	GENERAL	1,005,700.
Total			▶ 3a	1,005,700.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,896.	
4 Dividends and interest from securities			14	69,349.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	85,927.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		157,172.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 157,172.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 6/13/13 | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NICHOLAS JACANGELO		5/24/13		P01452105
Firm's name ▶ MCGRATH, DOYLE & PHAIR			Firm's EIN ▶ 13-5559072	
Firm's address ▶ 150 BROADWAY, SUITE 1212 NEW YORK, NY 10038-4499			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
THE DAVID M.& BARBARA BALDWIN FDN., INC.	13-3391384

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE DAVID M.& BARBARA BALDWIN FDN., INC.	13-3391384

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID M. BALDWIN 190 LOGGERHEAD PT. VERO BEACH, FL 32963	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE DAVID M.& BARBARA BALDWIN FDN., INC.	13-3391384

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization: THE DAVID M.& BARBARA BALDWIN FDN., INC.

Employer identification number: 13-3391384

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT 1

SOURCE	AMOUNT
FIDUCIARY TRUST CO	1,896.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,896.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - CORP. STOCK	69,349.	0.	69,349.
TOTAL TO FM 990-PF, PART I, LN 4	69,349.	0.	69,349.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	3,275.	0.		3,275.
TO FORM 990-PF, PG 1, LN 16B	3,275.	0.		3,275.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADMINISTRATION FEES	26,201.	26,201.		0.
TO FORM 990-PF, PG 1, LN 16C	26,201.	26,201.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	2,922.	2,922.		0.
EXCISE TAX ON INVESTMENT INCOME	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,922.	2,922.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT AGENCY FEES	92.	92.		0.
TO FORM 990-PF, PG 1, LN 23	92.	92.		0.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
2000 STIP 3 : US TREAS & AGENCY	X		2,000.	2,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,000.	2,000.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,000.	2,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	2,505,916.	5,107,422.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,505,916.	5,107,422.

DAVID M & BARBARA BALDWIN FOUNDATION INC

For Month Ending November 30, 2012

Detail of Account Holdings reflects the securities within your Principal Portfolio, Income Portfolio and any Special Holdings. Generally, equity and fixed income holdings are valued as of the close of business. "Total Cost" column may reflect an automatic adjustment for Amortization or other changes to cost basis. Please see the Important Disclosures for additional information.

Principal Portfolio: Equities - Industry Allocation of Common Stock Holdings

Industry Sector	Market Value	% of Equity Holdings in Sector	% of Principal Portfolio in Sector	Est. Annual Income	Market Yield (%)
Energy	519,605 00	10 17	9.97	13,307 50	2 56
Materials	297,101 88	5 82	5 70	6,877 13	2 31
Industrials	105,713 00	2 07	2 03	3,934 00	3 72
Consumer Discretionary	99,320 00	1 94	1 91	1,500 00	1 51
Consumer Staples	486,511 81	9 53	9.34	8,052 12	1 66
Health Care	2,349,130 18	45.99	45 09	9,162 56	0 39
Information Technology	1,204,415 60	23 58	23 12	19,042 04	1 58
Telecommunication Services	45,624.63	0.89	0 88	1,417 25	3 11
	$5,107,422.10	**100.00**	**98.04**	**$63,292.60**	**1.24**

Principal Portfolio: Equities - Top 10 Holdings

Security	Ticker Symbol	Units	Market Value	% of Equity Holdings	% of Principal Portfolio	Est. Annual Income	Market Yield (%)
CELGENE CORP -DO NOT SELL	CELG	24,600.00	1,933,314 00	37 85	37 11	0 00	0 00
QUALCOMM INC	QCOM	5,000 00	318,100 00	6 23	6 11	5,000 00	1 57
ROCHE HOLDING AG BASEL (CHF)		1,500 00	295,241.18	5.78	5.67	8,902.56	3 02
INTERNATIONAL BUSINESS MACHINES CORP	IBM	1,100 00	209,077 00	4 09	4.01	3,740 00	1 79
COSTCO WHOLESALE CORP	COST	1,800 00	187,182 00	3 66	3 59	1,980 00	1 06
EXXON MOBIL CORP	XOM	2,000 00	176,280 00	3 45	3 38	4,560 00	2 59
APPLE INC	AAPL	300 00	175,584 00	3 44	3 37	3,180 00	1 81
TAIWAN SEMICONDUCTOR MFG CO SPON ADR	TSM	9,980 00	172,354 60	3 37	3 31	3,972 04	2 30
NESTLE SA (CHF)		2,500 00	163,618 22	3 20	3 14	4,316.39	2 64

Principal Portfolio: Equities - Common Stock Holdings by Sector

Units	Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est. Annual Income	Market Yield (%)
Sector:	**Energy**									
2,000.00	SCHLUMBERGER LTD	SLB	64 36	128,710 00	71 62	143,240 00	2 80	14,530 00	2,200.00	1 54
1,000 00	CHEVRON CORP	CVX	92 51	92,508 00	105 69	105,690 00	2 07	13,182 00	3,600 00	3 41
1,500 00	OIL CO LUKOIL SPONS ADR	LUKOY	39 65	59,475 00	62 93	94,395 00	1 85	34,920 00	2,947.50	3 12
2,000 00	EXXON MOBIL CORP	XOM	40 42	80,830 00	88.14	176,280.00	3 45	95,450 00	4,560 00	2 59
	Total Energy			**$361,523.00**		**$519,605.00**	**10.17**	**$158,082.00**	**$13,307.50**	**2.56**
Sector:	**Materials**									
1,500 00	PRAXAIR INC	PX	37 85	56,773 05	107 21	160,815 00	3.15	104,041 95	3,300.00	2 05
1,500 00	PEABODY ENERGY CORP	BTU	13.86	20,791 51	25 11	37,665 00	0 74	16,873 49	510.00	1 35
6,234 00	JSC MMC NORILSK NICKEL ADR	NILSY	9 36	58,319 07	15 82	98,621.88	1 93	40,302 81	3,067.13	3 11
	Total Materials			**$135,883.63**		**$297,101.88**	**5.82**	**$161,218.25**	**$6,877.13**	**2.31**
Sector:	**Industrials**									
2,000 00	GENERAL ELECTRIC CO	GE	41 93	83,866 00	21 13	42,260 00	0 83	(41,606 00)	1,360 00	3 22
1,950 00	PAYCHEX INC	PAYX	27 08	52,812 50	32 54	63,453 00	1 24	10,640 50	2,574.00	4 06
	Total Industrials			**$136,678.50**		**$105,713.00**	**2.07**	**($30,965.50)**	**$3,934.00**	**3.72**
Sector:	**Consumer Disc.**									
2,000 00	DISNEY WALT CO	DIS	26 34	52,685 28	49 66	99,320.00	1.94	46,634 72	1,500 00	1 51
	Total Consumer Discretionary			**$52,685.28**		**$99,320.00**	**1.94**	**$46,634.72**	**$1,500.00**	**1.51**

Fiduciary Trust International

Principal Portfolio: Equities - Common Stock Holdings by Sector (continued)

Units	Security	Ticker Symbol	Unit Cost	Total Cost	Unit Price	Market Value	% of Equity Holdings	Unrealized Gain (Loss)	Est Annual Income	Market Yield (%)
1,500 00	CREE INC	CREE	58 54	87,810 00	32.31	48,465 00	0 95	(39,345 00)	0 00	0 00
3,500 00	INTEL CORP	INTC	27 95	97,834 70	19 57	68,495 00	1 34	(29,339.70)	3,150 00	4 60
9,980 00	TAIWAN SEMICONDUCTOR MFG CO SPON ADR	TSM	13 03	130,038 27	17 27	172,354 60	3 37	42,316 33	3,972 04	2 30
	Total Information Technology			**$864,869.42**		**$1,204,415.60**	**23.58**	**$339,546.18**	**$19,042.04**	**1.58**
Sector:	**Telecommunications**									
4,000 00	CHINA MOBILE LTD (HKD) 1		9 62	38,488 74	11.41	45,624 63	0 89	7,135 89	1,417 25	3 11
	Total Telecommunication Services			**$38,488.74**		**$45,624.63**	**0.89**	**$7,135.89**	**$1,417.25**	**3.11**
	Total Common Stock			**$2,505,915.68**		**$5,107,422.10**	**100.00**	**$2,601,506.42**	**$63,292.60**	**1.24**
Grand Total Equities				**$2,505,915.68**		**$5,107,422.10**	**100.00**	**$2,601,506.42**	**$63,292.60**	**1.24**

THE DAVID M. AND BARBARA BALDWIN FOUNDATION, INC.	FYE	30-Nov-12
Alabama School of Fine Arts	1800 8th Ave, N , Birmingham, AL 35203	200 00
Alzheimer's Drug Discovery Foundation	1414 Ave of Americas, NY, NY 10019	57,000 00
Autism Speaks (Carpenter)	1 East 33rd St, 4th Fl , NYC 10016	1,000 00
Boys & Girls Clubs of IRC	PO BOX 3068, Vero Beach, FL 32964	2,200 00
The Conjuring Arts Research Center	11 West 30th St , #5F, New York, NY 10001	1,500 00
CHOSA (Flick/Skidmore)	1020 19th St, NW, Wash, DC 20036	(100 00)
CITY HARVEST, INC ,	575 EIGHTH AVE, 4TH FL , 10018	500 00
CORA HARTSHORN ABORETUM & BIRD S.	324 FOREST DR SO , SHORT HILLS, NJ 0707	100 00
Dasie Bridgewater Help Center, 8445 64th Ave, PO Box 701483, Wabasso, FL 32	SCHWERIN	1,000 00
DISABLED AMERICAN VETERANS	PO BOX 14301 CINNCINNATI, OH 45250	100 00
FLORIDA SHERIFFS' ASSOC	PO Box 12519, Tallahassee, FL 32317	25 00
Harvest Food & Outreach Center	1360 28th St , Vero Beach, FL 32960	1,000 00
Habitat for Humanity	4568 US #1, Vero Beach, FL 32967	1,000 00
Indian River IMPACT (IRC Found)	PO Box 643968, Vero Beach, FL 32964	1,000 00
INDIAN RIVER LAND TRUST	350 US Hway 1, Vero Beach, FL 32962	2,500 00
JOHN'S ISLAND COMMUNITY SERVICE LE	PO BOX 8133, INDIAN RIVER SHORES, FL 32	2,500 00
JOHN'S ISLAND FOUNDATION	PO BOX 8323, INDIAN RIVER SHORES, FL 32	1,000 00
The Junior Statement Foundation (Alex's Niec	800 S Claremont St, San Mateo, CA 94402	500 00
The Learning Alliance	Vero Beach, FL 32963	10,000 00
LEHIGH UNIVERSITY	27 MEMORIAL DR, WEST, BETHLEHEM, PA 18	500,000 00
LEND-A-HAND FOUNDATION	c/o Baltusrol Golf Club, Springfield, NJ	500 00
LIBERTY SCIENCE CENTER	251 PHILLIP ST, JERSEY CITY, NJ 07305-469	2,500 00
McKee Botanical Garden	350 US HGWY #1, VeroBeacch Fl, 32962	1,000 00
Memorial Sloan Kettering Hospital	New Yor, NY	500 00
Mental Health Association	820 37th PL , Vero Beach FL 32960	500 00
H LEE MOFFITT CANCER CENTER		5,000 00
MORRIS MUSEUM	6 NORMANDY HEIGHTS RD , MORRISTOWN,	500 00
MSHVFAS	P O BOX 226, MILLBURN, NJ 07041	250 00
NATIONAL 9/11 MEMORIAL/MUSEUM	ONE LIBERTY PLAZA, NY, NY 10006	500 00
National Golf Links Joseph A McBride Scholarship Fund		500 00
NEURO-ONCOLOGY RESEARCH FUND	MEMORIAL-SLOAN KETTERING	100,000 00
NJ/ GARDEN CLUB OF AMERICA	7 NORTH BEECHCROFT RD , SHORT HILLS,N	100 00
NJSGA CAADIE SCHOLARSHIP FOUNDATI	1000 BROAD ST, BLOOMFIELD, NJ 07003	100 00
OVERLOOK HOSPITAL FOUNDATION(MILL	36 UPPER OVERLOOK RD ,SUMMIT, NJ 0790	1,000 00
PAPER MILL PLAYHOUSE (& GUILD)	BROOKSIDE DR , MILLBURN, NJ 07041	1,250 00
PASTEUR Foundation	420 Lexington Ave, NY< NY 10170	2,500 00
RIDER UNIVERSITY (GENGLER)	2083 LAWRENCEVILLE RD, LAWRENCEVILLE	250 00
RIVERSIDE THEATER	PO BOX 3788, VERO BEACH, FL 32964	26,825 00
SALVATION ARMY	120 WEST 14TH STREET, NYC, 10114-0225	100 00
SHIP (GENGLER)	P O BOX 452, RARITAN, NJ 08869	250 00
SKIDMORE COLLEGE	SARATOGA SPRINGS, NY 12866-1632	5,500 00
SMITHSONIAN INSTITUTION	PO BOX 9016, PITTSFIELD, MA 01202-9016	1,550 00
SOUTHAMPTON ANIMAL SHELTER FOUNI	PO Box 2656, East Hampton, NY 11937	250 00
SOUTHAMPTON HOSPITAL FOUNDATION	240 MEETING HOUSE LN, SOUTHAMPTON, N	5,000 00
Special Olympics	PO Box 120128, Clermont, FL 34712-0128	100 00
ST HUBERT'S ANIMAL RESCUE (Mangan)	575 Woodland Rd , Madison, NJ 07940	300 00
ST MARY'S ON STONY HILL (GENGLER)	MOUNTAIN BLVD, WATCHUNG, NJ	750 00
ST PETER'S BOYS H S (GENGLER)	HENDERSON AVE , SINY	250 00
THE PINGRY SCHOOL	MARTINSVILLE, NJ	252,500 00
TOWNSHIP BEAUTIFICATION LEAGUE	PO BOX 46, MILLBURN, NJ 07041	500 00
UNITED WAY-INDIAN RIVER	710 MANATEE COVE, VERO BEACH, FL 3296	2,500 00
UNIV OF NOTRE DAME (GENGLER)	NOTRE DAME, IN 46556	250 00
USO	PO Box 96860, Washiongton, DC 20077	100 00
VERO BEACH MUSEUM ART	3001 RIVERSIDE PARK DR, VERO BEACH, FL	7,700 00
VERO BEACH PBA	PO BOX 6151, VERO BEACH, FL 32961-6151	100 00
VNA HOSPICE HOUSE (Bumstead)	1110 35th Lane, VERO BEACH, FL 32960	200 00
The Wounded Warrior Project (Rich Krohn)	PO Box 758517, Topeka, Kansas 66675	500 00
WILDLIFE CONSERVATION SOCIETY	2300 SOUTHERN BLVD, BRONX,NY 10460	500 00
		1,005,700 00

mailed 4-8-13

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

COPY OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE DAVID M.& BARBARA BALDWIN FDN., INC.	[X] 13-3391384
	Number, street, and room or suite no. If a P.O. box, see instructions. MCGRATH,DOYLE & PHAIR,150 BROADWAY	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10038	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MCGRATH, DOYLE & PHAIR 150 BROADWAY, SUITE 1212 - NEW YORK, NY 10038

  Telephone No. ▶ 212-571-2300 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JULY 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning DEC 1, 2011 , and ending NOV 30, 2012 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 524.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. *If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.*

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841 01-04-12