



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation A.W. BALDWIN CHAR FDN INC		A Employer identification number 23-7004131		
Number and street (or P O box number if mail is not delivered to street address) C/O FIDUCIARY TRUST CO. P.O. BOX 55806		Room/suite 617- 482-5270		
City or town, state, and ZIP code BOSTON, MA 02205-5806				
G Check all that apply:		<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
H Check type of organization:		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 23,769,779.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</small>		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)		
Revenue Operating and Administrative Expenses	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	764,688.	748,129.	STMT 1
	5a Gross rents			
	b Net rental income or (loss)	-772,392.		
	6a Net gain or (loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a	4,692,447.		
	7 Capital gain net income (from Part IV, line 2)		NONE	
	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) (attach schedule)			
	11 Other income (attach schedule)	54,639.	2,172.	STMT 2
	12 Total Add lines 1 through 11	46,935.	750,301.	
	13 Compensation of officers, directors, trustees, etc	25,000.		25,000.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits	361.		361.
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	105,025.	105,025.	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	25,130.	10,737.	
	19 Depreciation (attach schedule) and depletion			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	4,989.	2,035.	3,760.	
24 Total operating and administrative expenses.	160,505.	117,797.	29,121.	
Add lines 13 through 23	1,285,000.		1,285,000.	
25 Contributions, gifts, grants paid	1,445,505.	117,797.	1,314,121.	
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12:	-1,398,570.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)	632,504.			
c Adjusted net income (if negative, enter -0-)				

RECEIVED
865 MAY 17 2013 10:50 AM
OGDEN, UT

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	NONE	NONE	NONE
	2	Savings and temporary cash investments	183,422.	41,276.	41,276.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	2,059,570.	999,609.	1,000,590.
	b	Investments - corporate stock (attach schedule)	15,267,297.	14,873,476.	20,675,930.
	c	Investments - corporate bonds (attach schedule)	997,264.	997,264.	1,016,223.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	502,739.	692,808.	1,035,760.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	19,010,292.	17,604,433.	23,769,779.
	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 (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			NONE
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	19,010,292.	17,604,433.	
	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 (see instructions)	19,010,292.	17,604,433.	
	31	Total liabilities and net assets/fund balances (see instructions)	19,010,292.	17,604,433.	

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	19,010,292.
2	Enter amount from Part I, line 27a	2	-1,398,570.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	17,611,722.
5	Decreases not included in line 2 (itemize) ► ADJUSTMENT OF CARRYING VALUE	5	7,289.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,604,433.

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 PUBLICLY TRADED SECURITIES					
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 4,692,447.		4,967,543.	-275,096.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			-275,096.		
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	-275,096.	
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) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		3		

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 the 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))
2011	1,342,869.	25,139,413.	0.053417
2010	1,275,624.	23,588,488.	0.054078
2009	1,127,033.	21,602,324.	0.052172
2008	1,455,889.	27,801,140.	0.052368
2007	1,484,081.	29,110,525.	0.050981

- 2 Total of line 1, column (d) 2 0.263016
- 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 0.052603
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 23,659,169.
- 5 Multiply line 4 by line 3 5 1,244,543.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 6,325.
- 7 Add lines 5 and 6 7 1,250,868.
- 8 Enter qualifying distributions from Part XII, line 4 8 1,314,121.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	6,325.
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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	
3	Add lines 1 and 2	3	6,325.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,325.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,208.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,208.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	2,883.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 2,883. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		X	
1b		X	
1c		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b	If "Yes," has it filed a tax return on Form 990-T for this year?		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?		X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA		
8b	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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 ► FIDUCIARY TRUST COMPANY Telephone no. ► (617) 482-5270
Located at ► 175 FEDERAL STREET, BOSTON, MA ZIP+4 ► 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 N/A
and enter the amount of tax-exempt interest received or accrued during the year

16 At any time during calendar year 2012, 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 Yes No 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b 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)?		
Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/> X		
1c 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 2012?		
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012.)		
3b 3b <input type="checkbox"/> N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2012?		
4a 4a <input type="checkbox"/> X		
4b 4b <input type="checkbox"/> X		

Form 990-PF (2012)

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ►		<input type="checkbox"/>			
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>			

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 (see instructions).				
(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
JANET D. WILSON 4807 WEST 147TH ST, LEAWOOD, KS 66224	PRESIDENT	0.		
ELIZABETH GRAHAM 225 SCHOOL MASTER LANE, DEDHAM, MA 02026	TREASURER	25,000.		
ANDREW C. BAILEY, ESQ. C/O GMA -8TH FLOOR 77 SUMMER ST., BOSTON, MA 02110	CLERK	0.		
BARBARA D. BENSON 17724 COUNTRY HILLS ROAD, ASHTON, MD 20861	VICE PRESIDENT	0.		
2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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 ►				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT # 3		105,025
Total number of others receiving over \$50,000 for professional services ►	NONE	

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 THE FOUNDATION MAKES DISTRIBUTIONS TO CHARITABLE ORGANIZATIONS DESCRIBED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3). 10 GRANTS WERE MADE IN 2012	1,285,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

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	24,017,893.
b	Average of monthly cash balances	1b	1,568.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	24,019,461.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	24,019,461.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	360,292.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,659,169.
6	Minimum investment return. Enter 5% of line 5	6	1,182,958.

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	1,182,958.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,325.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,325.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,176,633.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,176,633.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,176,633.

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	1,314,121.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,314,121.
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 (see instructions)	5	6,325.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,307,796.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,176,633.
2 Undistributed income, if any, as of the end of 2012:			NONE	
a Enter amount for 2011 only			NONE	
b Total for prior years: 20 10,20 20		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	43,719.			
b From 2008	76,474.			
c From 2009	55,831.			
d From 2010	107,562.			
e From 2011	104,310.			
f Total of lines 3a through e	387,896.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,314,121.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,176,633.
e Remaining amount distributed out of corpus	137,488.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	525,384.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	43,719.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	481,665.			
10 Analysis of line 9:				
a Excess from 2008	76,474.			
b Excess from 2009	55,831.			
c Excess from 2010	107,562.			
d Excess from 2011	104,310.			
e Excess from 2012	137,488.			

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

NOT APPLICABLE

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).)

N/A

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.

N/A

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

Check here ► 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 or e-mail 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				
GREATER BOSTON CELIAC/DH SUPPORT	N/A	EXEMPT	GENERAL PURPOSES	25,000.
HARVARD MEDICAL SCHOOL	N/A	EXEMPT	GENERAL PURPOSES	100,000.
JOSLIN DIABETES CENTER	N/A	EXEMPT	GENERAL PURPOSES	100,000.
MASSACHUSETTS GENERAL HOSPITAL	N/A	EXEMPT	GENERAL PURPOSES	100,000.
MOHONK PRESERVE	N/A	EXEMPT	GENERAL PURPOSES	20,000.
MSPCA	N/A	EXEMPT	GENERAL PURPOSES	40,000.
PERKINS SCHOOL FOR THE BLIND	N/A	EXEMPT	GENERAL PURPOSES	100,000.
SPAULDING REHABILITATION HOSPITAL	N/A	EXEMPT	GENERAL PURPOSES	500,000.
THE SEEING EYE	N/A	EXEMPT	GENERAL PURPOSES	100,000.
WINSOR SCHOOL	N/A	EXEMPT	GENERAL PURPOSES	200,000.
Total			► 3a	1,285,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>SEE STATEMENT 2</u>					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					46,935.
13 Total. Add line 12, columns (b), (d), and (e)					13 46,935.
(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). (See instructions.)

NOT APPLICABLE

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

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?	Yes	No
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.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

2

Title

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

Paid Preparer Use Only	Print/Type preparer's name MARK SPENCER	Preparer's signature 	Date 4/29/13	Check <input type="checkbox"/> if self-employed	PTIN P00709770
	Firm's name ► FIDUCIARY TRUST COMPANY	Firm's EIN ► 04-1309690			
	Firm's address ► P.O. BOX 55806 BOSTON, MA	02205-5806	Phone no. 617-482-5270		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	764,688.	748,129.
TOTAL	764,688.	748,129.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
K-1'S PARTNERSHIPS	54,639.	2,172.
TOTALS	54,639.	2,172.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDUCIARY TRUST COMPANY	6,904.	6,904.
EATON VANCE INVESTMENT COUNSEL	98,121.	98,121.
TOTALS	105,025.	105,025.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	10,737.	10,737.
FEDERAL BAL DUE 2011	3,522.	
FEDERAL EST PAYMENTS 2012	9,208.	
PAYROLL TAXES W/H	1,663.	
TOTALS	25,130.	10,737.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREP FEE	2,633.		2,633.
DEPOSITORY FEES	1,229.	1,229.	
FILING FEES	265.		265.
OFFICE EXPENSES	512.		512.
ANNUAL ACCOUNTING	350.		350.
K-1'S PARTNERSHIPS	806.		
TOTALS	4,989.	2,035.	3,760.

23-7004131

**A.W. BALDWIN CHAR FDN INC PRI
Form 990PF Part II Balance Sheet**

NAME / SHARE DESCRIPTION

EQUITIES/COMMON STOCK		Stock 7	
7200.00	ABBOTT LABORATORIES	332,552.16	4,032.00
7000.00	AIR PRODUCTS & CHEMICALS INC COM	367,998.40	17,920.00
7000.00	APACHE CORP COM	368,052.30	4,760.00
7000.00	AVALONBAY COMMUNITIES INC COM	234,681.09	19,012.00
4900.00	BHP BILLITON LTD SPONSORED ADR	284,010.92	25,984.00
11600.00	BOSTON PROPERTIES INC COM	416,295.27	11,895.00
4575.00	CATERPILLAR INC COM	422,640.00	16,640.00
8000.00	CHUBB CORP COM	386,984.66	602,560.00
8000.00	CORNING INC COM	370,419.00	273,854.00
21700.00	CAREMARK CORP COM	360,760.14	10,530.00
11700.00	CYPRESS SEMICONDUCTOR CORP COM	528,695.01	12,155.00
27625.00	EOG RESOURCES INC COM	353,772.00	579,792.00
4800.00	HSBC HOLDINGS PLC SPONSORED ADR (NEW)	456,342.76	3,264.00
9000.00	INTEL CORP COM	854,467.60	477,630.00
25000.00	INTERNATIONAL BUSINESS MACHINES COM	455,468.75	22,500.00
5000.00	MCDONALD'S CORP COM	369,317.90	17,000.00
5800.00	MERCK & CO INC (NEW)	283,817.60	511,618.00
11000.00	ORACLE CORP COM	307,125.00	268,187.50
28000.00	PACCAR INC COM	183,614.19	182,222.23
20500.00	PARKER-HANNIFIN CORP COM	165,884.37	131,966.91
5450.00	PEABODY ENERGY CORP COM	422,256.94	422,256.94
11250.00	PFIZER INC COM	270,336.50	270,336.50
14100.00	PLUM CREEK TIMBER CO INC COM	499,896.70	499,896.70
11450.00	PROCTER & GAMBLE CO COM	330,289.79	330,289.79
6225.00	PUBLIC STORAGE COM	493,821.37	493,821.37
3385.00	SANOFI ADR	414,596.52	54,346.00
11700.00	SCHLUMBERGER LTD NV COM	344,474.29	900,881.80
13000.00	SOUTHERN CO COM	413,734.93	414,186.75
9675.00	UNITED TECHNOLOGIES CORP COM	273,794.00	820,100.00
10000.00	YODAFONE GROUP PLC SPONSORED ADR (NEW)	569,502.00	22,312.50
14875.00			

TOTAL EQUITIES/COMMON STOCK

PREFERRED STOCK Stmt 7

0000.00	DIGITAL REALTY TRUST INC	7.00%	PFD	75,120.00	75,120.00	80,010.00	5,250.00
0000.00	DTE ENERGY 5.25% PFD			76,050.00	76,050.00	75,600.00	3,939.00
0000.00	RELIANCE SPECIALTY HLDGS 7.75% PFD SFR A			72,850.00	72,850.00	79,452.00	5,814.00

23-7004-31

**A. W. BALDWIN CHAR FDN INC PRI
Form 990PF Part II Balance Sheet**

(cont.)

3000.00	ENERGY LOUISIANA 5.25% LLC PFD	77,550.00	78,660.00	3,939.00
3000.00	HSBC FINANCE CORPORATION 6.36% PFD	64,000.00	75,180.00	4,770.00
3000.00	KIMCO REALTY CORP 6.00% PFD	76,785.00	76,830.00	4,500.00
3000.00	NEXTERA ENERGY CAPITAL 5.7% PFD SER G	77,400.00	77,400.00	4,275.00
3000.00	PARTNERRE LTD 6.75% PFD SER C	70,680.00	75,630.00	5,064.00
3000.00	PNC FINANCIAL SERVICES 6.125% PFD SER P	75,450.00	83,220.00	4,593.00
3000.00	PS BUSINESS PARKS INC 6.875% PFD SER R	73,750.00	79,836.60	5,157.00
3000.00	PUBLIC STORAGE 5.90% SER S PFD	75,300.00	78,450.00	4,425.00
3000.00	RAYMOND JAMES FINANCIAL 6.9% PFD	76,350.00	81,810.00	5,175.00
3000.00	REGENCY CENTERS CORP 6.625% PFD	75,150.00	79,710.00	4,968.00
3000.00	SCE TRUST II 5.625% PFD	78,300.00	77,400.00	4,218.00
3000.00	STANLEY BLACK & DECKER I 5.75% PFD	77,400.00	77,850.00	4,314.00
3000.00	STATE STREET CORP 5.25% PFD SER C	75,600.00	76,230.00	3,939.00
3000.00	US BANCORP 6.5% PFD	75,900.00	85,920.00	4,875.00
3000.00	VORNAZO REALTY TRUST 5.7% PFD	74,400.00	76,590.00	4,275.00
3000.00	WELLS FARGO CO 8% PFD SER J	79,380.00	79,380.00	6,000.00

TOTAL PREFERRED STOCK

CORPORATE BONDS & NOTES **8** *Sept*

50000.00	AMERICA MOVIL SAB DE CV DTD 9/1/2004 5.5000% 3/1/2014	54,039.00	54,039.00	52,709.50	2,750.00
50000.00	AMERICAN EXPRESS CREDIT CO DTD 8/25/2009 5.1250% 8/25/2014	53,432.50	53,432.50	53,567.00	2,562.50
50000.00	AMPHENOL CORP DTD 11/5/2009 4.7500% 11/15/2014	52,834.50	52,834.50	53,275.50	2,375.00
50000.00	BANK OF AMERICA DTD 3/11/2010 4.5000% 4/1/2015	49,432.50	49,432.50	53,296.50	2,250.00
50000.00	CATERPILLAR FINANCIAL SERV DTD 2/12/2009 6.1250% 2/17/2014	56,566.00	56,566.00	53,307.50	3,062.50
50000.00	CITIGROUP INC SUB NOTES DTD 5/7/2003 4.8750% 5/7/2015	48,822.50	48,822.50	53,155.50	2,437.50
50000.00	DOMINION RESOURCES SER C DTD 7/14/2005 5.1500% 7/15/2015	54,307.50	54,307.50	55,203.00	2,575.00
50000.00	ENERGY TRANSFER PARTNERS DTD 1/8/2005 5.9500% 2/1/2015	53,242.50	53,242.50	54,792.50	2,975.00
50000.00	GENERAL ELECTRIC CAP CORP DTD 9/21/2009 4.3750% 9/21/2015	51,717.50	51,717.50	54,495.50	2,187.50

23-7004131

A.W. BALDWIN CHAR FDN INC PRI
Form 990 PF Part II Balance Sheet

PAR VALUE/SHARE	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	EST ANNUAL INCOME
CORPORATE BONDS & NOTES (Cont.) Stmt 8 (cont.)					
50000.00	GOLDMAN SACHS GROUP INC DTD 1/12/2005 5.12500% 1/15/2015	50,785.00	50,785.00	53,714.00	2,562.50
50000.00	HOME DEPOT INC DTD 12/19/2006 5.25000% 12/16/2013	55,862.00	55,862.00	52,313.00	2,625.00
50000.00	IBM CORP DTD 11/1/2011 0.87500% 10/31/2014	49,894.00	49,894.00	50,421.50	437.50
50000.00	KEY BANK NA DTD 3/3/2006 5.45000% 3/3/2016	51,308.00	51,308.00	55,893.50	2,725.00
50000.00	KRAFT FOODS INC DTD 12/19/2008 6.75000% 2/19/2014	56,938.50	56,938.50	53,361.50	3,375.00
50000.00	LINCOLN NATIONAL CORP DTD 6/18/2010 4.30000% 6/15/2015	49,933.50	49,933.50	53,787.00	2,150.00
50000.00	SOUTHWEST AIRLINES CO DTD 9/17/2004 5.25000% 10/1/2014	53,065.00	53,065.00	53,214.50	2,625.00
50000.00	THOMSON REUTERS CORP DTD 10/2/2007 5.70000% 10/1/2014	55,646.00	55,646.00	54,052.00	2,850.00
50000.00	TOTAL CAPITAL DTD 6/24/2010 3.00000% 6/24/2015	49,972.50	49,972.50	52,812.50	1,500.00
50000.00	VORNADO REALTY LP DTD 3/26/2010 4.25000% 4/1/2015	49,465.00	49,465.00	52,850.50	2,125.00
		997,264.00	997,264.00	1,016,222.50	46,150.00
TOTAL CORPORATE BONDS & NOTES					
U.S. GOVERNMENT BONDS & NOTES Stmt 6					
1000000.00	U S TREAS NOTES DTD 11/30/2011 0.25000% 11/30/2013	999,609.38	999,609.38	1,000,590.00	2,500.00
MUTUAL FUND INVESTMENTS Stmt 7					
109890.11 181159.42	EATON VANCE FLOATING RATE CL I EATON VANCE INCOME FUND OF BOSTON CL I	1,000,000.00 1,000,000.00	1,000,000.00 1,000,000.00	1,002,197.80 1,088,768.11	37,650.99 75,362.32
		2,000,000.00	2,000,000.00	2,090,965.91	113,013.31
TOTAL MUTUAL FUND INVESTMENTS					
LIMITED PARTNERSHIPS					

