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

2012

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 10/01, 2012, and ending 9/30, 2013

Baldwin Foundation Trust
974 Lawrenceville Road
Princeton, NJ 08540-4320A Employer identification number
56-6055565B Telephone number (see the instructions)
(609) 924-6867C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,979,399.
J Accounting method ☒ Cash ☐ Accrual
(Part I, column (d) must be on cash basis)

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) (see instructions))		(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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,676.	39,676.	39,676.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	70,774.			
	b Gross sales price for all assets on line 6a	231,614.			
	7 Capital gain net income (from Part IV, line 2)		70,774.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	110,450.	110,450.	39,676.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	1,450.		1,450.	
	c Other prof fees (attach sch) See St 2	10,963.	10,963.		
	17 Interest				
	18 Taxes (attach schedule) (see instrs) See Stm 3	916.	916.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	1,919.		1,919.	
	24 Total operating and administrative expenses. Add lines 13 through 23	15,248.	11,879.	3,369.	
25 Contributions, gifts, grants paid Part XV	103,000.			103,000.	
26 Total expenses and disbursements. Add lines 24 and 25	118,248.	11,879.	3,369.	103,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,798.				
b Net investment income (if negative, enter -0-)		98,571.			
c Adjusted net income (if negative, enter -0-)			36,307.		

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing		1,496.	1,496.
	2 Savings and temporary cash investments	13,963.	52,602.	52,602.
	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 sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,822.	2,267.	2,267.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 5	839,025.	750,044.	1,878,556.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 6		42,263.	44,478.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	860,810.	848,672.	1,979,399.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)	4,340.		
	23 Total liabilities (add lines 17 through 22)	4,340.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
ASSETS	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds	856,470.	848,672.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	856,470.	848,672.	
	31 Total liabilities and net assets/fund balances (see instructions)	860,810.	848,672.	

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	856,470.
2	Enter amount from Part I, line 27a	2	-7,798.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	848,672.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	848,672.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Attached List - LT		P	Various	Various
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 231,614.		160,840.	70,774.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			70,774.
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	70,774.
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	0.

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 (column (b) divided by column (c))
2011	95,778.	1,528,238.	0.062672
2010	92,407.	1,441,379.	0.064110
2009	89,028.	1,355,887.	0.065660
2008			
2007			

2 Total of line 1, column (d)	2	0.192442
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	0.064147
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,874,084.
5 Multiply line 4 by line 3	5	120,217.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	986.
7 Add lines 5 and 6	7	121,203.
8 Enter qualifying distributions from Part XII, line 4	8	103,000.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,971.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,971.
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	1,971.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		8.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,979.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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, column (c), and Part XV</i>	X	
8 a 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 <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

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>William H.B. Hamill</u> Telephone no. <u>(609) 924-6867</u> Located at <u>974 Lawrenceville Road Princeton NJ</u> ZIP + 4 <u>08540-4320</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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
1 a	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 type="checkbox"/> Yes <input checked="" 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		
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)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	N/A
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 2012?	1 c	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 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? (see instructions)

☐ 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)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
See attached list	0	0.	0.	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

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 (see instructions). 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 (see instructions)

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.

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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	1 a	1,846,256.
b	Average of monthly cash balances	1 b	31,861.
c	Fair market value of all other assets (see instructions)	1 c	24,506.
d	Total (add lines 1a, b, and c)	1 d	1,902,623.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,902,623.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,539.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,874,084.
6	Minimum investment return. Enter 5% of line 5	6	93,704.

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	93,704.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,971.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,733.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	91,733.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	91,733.

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	1 a	103,000.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	103,000.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	103,000.

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.

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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				91,733.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	22,178.			
d From 2010	21,524.			
e From 2011	20,810.			
f Total of lines 3a through e	64,512.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 103,000.				
a Applied to 2011, 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 2012 distributable amount				91,733.
e Remaining amount distributed out of corpus	11,267.			
5 Excess distributions carryover applied to 2012 (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	75,779.			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	75,779.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	22,178.			
c Excess from 2010	21,524.			
d Excess from 2011	20,810.			
e Excess from 2012	11,267.			

N/A

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

- 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(i)(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 ☒ 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See attached list ,		Public Ch	General	103,000.
Total			▶ 3 a	103,000.
b <i>Approved for future payment</i>				
Total			▶ 3 b	

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) Exclu- sion 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			14		
4 Dividends and interest from securities			14	39,676.	
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	70,774.	
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)				110,450.	
13 Total. Add line 12, columns (b), (d), and (e)				13	110,450.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2012

Federal Statements

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Baldwin Foundation Trust

56-6055565

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	\$ 1,450.		\$ 1,450.	
Total	<u>\$ 1,450.</u>	<u>\$ 0.</u>	<u>\$ 1,450.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees	\$ 10,963.	\$ 10,963.		
Total	<u>\$ 10,963.</u>	<u>\$ 10,963.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Investment Taxes	\$ 121.	\$ 121.		
Taxes	795.	795.		
Total	<u>\$ 916.</u>	<u>\$ 916.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Charges	\$ 192.		\$ 192.	
Telephone	1,727.		1,727.	
Total	<u>\$ 1,919.</u>	<u>\$ 0.</u>	<u>\$ 1,919.</u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
700 sh Boeing	Cost	\$ 25,060.	\$ 82,250.
2500 sh Pozen	Cost	21,538.	14,325.
500 sh DuPont	Cost	21,428.	29,280.
1000 sh Williams Companies	Cost	12,232.	36,360.
1200 sh Abbot Laboratories	Cost	6,890.	39,828.
1000 sh Eli Lilly	Cost	4,211.	50,330.
600 sh McKesson Corporation	Cost	12,431.	76,980.
400 sh IBM Corp	Cost	41,329.	74,072.
1700 sh Emerson Electric	Cost	20,887.	109,990.
1000 sh Archer Daniels Midland	Cost	21,667.	36,840.
800 sh Stryker Corporation	Cost	24,456.	54,072.
1000 sh Chevron Corporation	Cost	21,306.	121,500.
700 sh Exxon Mobil	Cost	26,376.	60,228.
1000 sh Norfolk Southern	Cost	13,016.	77,350.
825 sh Union Pacific	Cost	18,420.	128,156.
500 sh Duke Energy	Cost	23,900.	33,390.
900 Chubb Corporation	Cost	34,992.	80,334.
1262 AT&T Inc New	Cost	30,556.	42,681.
100 Apple Inc	Cost	25,977.	47,675.
1400 Eastman Chemical Co	Cost	41,688.	109,060.
500 Ecolab Inc	Cost	22,577.	49,380.
400 General Dynamics Corp	Cost	22,159.	35,008.
865 Merck & Co Inc New	Cost	6,673.	41,182.
300 McGraw-Hill Cos	Cost	14,952.	19,677.
950 Spectra Energy Corp	Cost	22,417.	32,518.
500 United Parcel Service B	Cost	28,664.	45,685.
1000 Verizon Communications	Cost	26,107.	46,675.
500 Align Technologies Inc	Cost	10,456.	24,050.
400 Andarko Petroleum Corp	Cost	27,475.	37,196.
1000 Cree Inc	Cost	32,076.	60,190.
1500 Seattle Genetics Inc	Cost	24,527.	65,745.
333 WPX Energy Inc	Cost	2,773.	6,413.
1200 Abbvie Inc	Cost	7,471.	53,676.
1000 Dollar General Corp New	Cost	53,357.	56,460.
	Total	\$ 750,044.	\$ 1,878,556.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
600 American Tower Corp REIT	Cost	\$ 42,263.	\$ 44,478.
	Total	\$ 42,263.	\$ 44,478.

Baldwin Foundation Trust
Realized Capital Gains/Losses
From 10/1/2012 through 9/30/2013

<u>Date</u>	<u>Date Sold</u>	<u>Shares</u>	<u>Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Gain (Loss)</u>
7/24/2009	5/3/2013	600	Freeport McMoran Copper	\$ 20,053.99	\$ 18,718.43	\$ (1,335.56) LT
10/3/2008	5/3/2013	500	Peabody Energy Corp	\$ 19,286.95	\$ 10,272.32	\$ (9,014.63) LT
2/3/2011	5/8/2013	600	Cree Inc	\$ 31,219.25	\$ 35,541.45	\$ 4,322.20 LT
6/12/2000	5/8/2013	335	Hewlett-Packard Company	\$ 6,764.68	\$ 7,006.38	\$ 241.70 LT
9/14/2000	5/8/2013	355	Hewlett-Packard Company	\$ 7,574.23	\$ 7,424.67	\$ (149.56) LT
9/14/2000	5/8/2013	200	Hewlett-Packard Company	\$ 4,312.73	\$ 4,182.92	\$ (129.81) LT
9/14/2000	5/8/2013	500	Hewlett-Packard Company	\$ 10,781.83	\$ 10,457.29	\$ (324.54) LT
9/14/2000	5/8/2013	100	Hewlett-Packard Company	\$ 2,156.36	\$ 2,091.45	\$ (64.91) LT
9/14/2000	5/8/2013	10	Hewlett-Packard Company	\$ 215.64	\$ 209.15	\$ (6.49) LT
3/26/2012	7/3/2013	3,000	Arena Pharmaceuticals	\$ 8,454.27	\$ 21,652.47	\$ 13,198.20 LT
6/23/2011	7/31/2013	500	Potash Corp Sask Inc	\$ 25,932.35	\$ 15,096.29	\$ (10,836.06) LT
4/5/1994	9/30/2013	100	Chevron Corporation	\$ 2,130.63	\$ 12,170.40	\$ 10,039.77 LT
4/5/1994	9/30/2013	100	Chevron Corporation	\$ 2,130.62	\$ 12,170.40	\$ 10,039.78 LT
4/5/1994	9/30/2013	200	Chevron Corporation	\$ 4,261.25	\$ 24,340.79	\$ 20,079.54 LT
4/5/1994	9/30/2013	100	Chevron Corporation	\$ 2,130.63	\$ 12,170.40	\$ 10,039.77 LT
4/5/1994	9/30/2013	100	Chevron Corporation	\$ 2,130.62	\$ 12,170.60	\$ 10,039.98 LT
12/10/2001	9/30/2013	300	Exxon Mobil Corporation	\$ 11,303.99	\$ 25,938.50	\$ 14,634.51 LT
				\$ 160,840.02	\$ 231,613.91	\$ 70,773.89

Baldwin Foundation Trust
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Year Ended September 30, 2013
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Statement Part XV – 1

Line 3A – Grants & Contributions Paid

<u>Recipient Name & Address</u>	<u>Affiliation</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Environmental Health Watch 3500 Lorain Avenue, #301 Cleveland, OH 44113	N/A	PC	Charitable Contributions	\$ 20,000
North Country School 4382 Cascade Road Lake Placid, NY 12946	N/A	PC	Charitable Contributions	15,000
Rid-All Foundation 14000 Christine Avenue Cleveland, OH 44105	N/A	PC	Charitable Contributions	13,000
Carroll School 25 Baker Bridge Road Lincoln, MA 01773	N/A	PC	Charitable Contributions	12,000
Stony Brook Watershed 31 Titus Mill Road Pennington, NJ 08534	N/A	PC	Charitable Contributions	10,000
Cape Eleuthera Foundation P.O. Box 5910 Princeton, NJ 08543	N/A	PC	Charitable Contributions	10,000
ArtVan Program 9 Park Street Bath, ME 04530	N/A	PC	Charitable Contributions	5,750
Dublin School P.O. Box Dublin, NH 03444	N/A	PC	Charitable Contributions	1,500
Cardigan Mountain School 62 Alumni Drive Canaan, NH 03741	N/A	PC	Charitable Contributions	1,500
South Kent School 40 Bull's Bridge Road South Kent, CT 06785	N/A	PC	Charitable Contributions	1,500
Catskills Animal Sanctuary 316 Old Stage Road Saugerties, NY 12477	N/A	PC	Charitable Contributions	1,500

Baldwin Foundation Trust
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 Year Ended September 30, 2013
 Supplementary Statements

Statement Part XV – 1

Line 3A – Grants & Contributions Paid

Children's Community School 14702 Sylvan Street Van Nuys, CA 91411	N/A	PC	Charitable Contributions	1,500
Bates College 2 Andrews Road Lewiston, ME 04240	N/A	PC	Charitable Contributions	1,500
Bucks County Foodshed Alliance P.O. Box 354 Wycombe, PA 18980	N/A	PC	Charitable Contributions	1,500
Friend's Academy 1088 Tucker Road North Dartmouth, MA 02747	N/A	PC	Charitable Contributions	1,000
Reed College Office of College Relations 3203 SE Woodstock Boulevard Portland, OR 97202-8199	N/A	PC	Charitable Contributions	1,000
Keewaydin Foundation 950 West Shore Road Salisbury, VT 05769	N/A	PC	Charitable Contributions	1,000
Planned Parenthood Association of Mercer 437 East State Street Trenton, NJ 08608	N/A	PC	Charitable Contributions	1,000
The Center for Grieving Children P.O. Box 1438 Portland, ME 04104-1438	N/A	PC	Charitable Contributions	750
Lawrenceville Main Street 17 Phillips Avenue Lawrenceville, NJ 08648	N/A	PC	Charitable Contributions	500
Vermont Academy P.O. Box 500 Saxtons River, VT 05154	N/A	PC	Charitable Contributions	500
Youth Empowered Society (YES) 1601 Guilford Avenue 2 South Baltimore, MD 21202	N/A	PC	Charitable Contributions	500

Baldwin Foundation Trust
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Supplementary Statements

Statement Part XV – 1

Line 3A – Grants & Contributions Paid

Princeton Day School P.O Box 75 Princeton, NJ 08542	N/A	PC	Charitable Contributions	500
			Total Contributions	<u>\$ 103,000</u>

THE BALDWIN FOUNDATION – ADDRESS LIST

Mrs. Sarah L. Dolan
3860 Sunswept Drive
Studio City, California 91604
Home: (818) 760-8831
Cell: (323) 397-0435
Email: pluot@mac.com

Ms. Maria M. Grill
267 Bald Head Road
Arrowsic, Maine 04530
Home: (207) 442-8152
Email: kenning@myfairpoint.net

Mr. Andrew Hamill
6523 4th Avenue, NW
Seattle, Washington 98117
Cell: (617) 680-0635
Email: andrewhamill1@gmail.com

Ms. Jane Hamill
31 Gramercy Park South, Apt. 2B
New York, New York 10003
Cell: (609) 731-9175
Email: janelafarge@gmail.com

Ms. Natalie Hamill
146 Carter Road
Princeton, New Jersey 08540
Home: (609) 921-1031
Cell: (609) 647-9363
Email: nathamill@gmail.com

Mr. Oliver LaF. Hamill
45 Carter Road
Princeton, New Jersey 08540
Home: (609) 620-1893
Cell: (857) 998-0721
Email: ohamill@aol.com

Ms. Sarah B.H. Hamill
317 East 31st Street
Baltimore, Maryland 21218-3405
Cell: (510) 290-5516
Email: sarahbhhamill@gmail.com

Mr. William H.B. Hamill
47 Hulfish Street, Suite 500
Princeton, New Jersey 08542
Office: (609) 924-4522
E-mail: whbhcc@aol.com

Mr. William H.B. Hamill, Jr.
16 Weeden Street
Lambertville, New Jersey 08530
Cell: (609) 577-9286
Email: hamillrestorations@gmail.com

Mr. Samuel Wm. Lambert
P.O. Box 381
Bath, Maine 04530
Office: (207) 443-1105, Ext. 16
Email: slambert@sharondrake.com

Mr. Charles F. Morgan, Jr.
26 Dow Road
Hollis, New Hampshire 03049-6502
Home: (603) 465-2923
E-mail 1: cfmorgan@charter.net

Mr. Samuel L. Morgan
351 Carlton Avenue
Brooklyn, New York 11238
Office: (718) 522-2122, x323
Cell: (917) 734-1294
E-mail: snagrom@gmail.com
samuel.morgan@qc.cuny.edu

Ms. Kelly L. Walker
P.O. Box 430
Marion Massachusetts 02738
Home: (508) 748-1019
Fax: (508) 748-1040
Email: skyview@capecod.net