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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning DEC 1, 2012 , and ending NOV 30, 2013

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) ▶$ 7,155,025. — 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 ▶ [ ]

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	200,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	37.	37.		STATEMENT 1
	4 Dividends and interest from securities	92,581.	92,581.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	358,220.			
	b Gross sales price for all assets on line 6a 443,864.				
	7 Capital gain net income (from Part IV, line 2)		358,220.		
	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	30,572.	78.		STATEMENT 3
	12 **Total** Add lines 1 through 11	681,410.	450,916.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,000.	12,000.		12,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,525.	2,263.		2,262.
	c Other professional fees STMT 5	13,872.	13,872.		0.
	17 Interest				
	18 Taxes STMT 6	8,580.	6,580.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	277.	277.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	51,254.	34,992.		14,262.
	25 Contributions, gifts, grants paid	783,000.			783,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	834,254.	34,992.		797,262.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-152,844.			
	b **Net investment income** (if negative, enter -0-)		415,924.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED AUG 0 1 2014 OGDEN, UT 408 IRS-OSC

SCANNED AUG 0 6 2014

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions

9/8/15

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	74,771.	32,770.	32,770.
	2 Savings and temporary cash investments	104,147.	45,068.	45,068.
	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	2,000.		
	b Investments - corporate stock STMT 8	2,505,916.	2,456,152.	7,077,187.
	c Investments - corporate bonds			
	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)	2,686,834.	2,533,990.	7,155,025.
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	2,686,834.	2,533,990.	
	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**	2,686,834.	2,533,990.	
	31 **Total liabilities and net assets/fund balances**	2,686,834.	2,533,990.	

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	2,686,834.
2 Enter amount from Part I, line 27a	2	-152,844.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,533,990.
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	2,533,990.

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	1300 CELGENE CORP.	P	05/09/05	04/29/13
b	2100 CELGENE CORP.	P	05/09/05	05/09/13
c	1500 PEABODY ENERGY CORP.	P	10/04/04	03/14/13
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	154,815.		24,796.	130,019.
b	256,980.		40,056.	216,924.
c	32,069.		20,792.	11,277.
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				130,019.
b				216,924.
c				11,277.
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 — 358,220.

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 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	1,031,695.	5,090,975.	.202652
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

2	Total of line 1, column (d)	2	.463547
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	.092709
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,615,839.
5	Multiply line 4 by line 3	5	613,348.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,159.
7	Add lines 5 and 6	7	617,507.
8	Enter qualifying distributions from Part XII, line 4	8	797,262.

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 ▶ [X] and enter 1% of Part I, line 27b		1	4,159.
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	4,159.
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	4,159.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,244.		
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	4,244.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	85.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 85. **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 2012 or the taxable year beginning in 2012 (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)*

		Line	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

		Line	Yes	No
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		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.

			Line	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 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)*	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 2012?		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 | No: X
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	6,588,210.
b	Average of monthly cash balances		1b	128,378.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,716,588.
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	6,716,588.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	100,749.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,615,839.
6	**Minimum investment return** Enter 5% of line 5		6	330,792.

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	330,792.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,159.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,159.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	326,633.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	326,633.
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	326,633.

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	797,262.
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	797,262.
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	4,159.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	793,103.

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					326,633.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007	43,317.				
b From 2008					
c From 2009	40,235.				
d From 2010	241,476.				
e From 2011	779,706.				
f **Total** of lines 3a through e		1,104,734.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 797,262.					
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					326,633.
e Remaining amount distributed out of corpus		470,629.			
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		1,575,363.			
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 instr				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)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		43,317.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		1,532,046.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	40,235.				
c Excess from 2010	241,476.				
d Excess from 2011	779,706.				
e Excess from 2012	470,629.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ ☒ 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				
SEE SCHEDULE ATTACHED	NO INDIVIDUALS	ALL PUBLIC CHARITIES	GENERAL	783,000.
Total			▶ 3a	783,000.
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	37.	
4 Dividends and interest from securities			14	92,581.	
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			14	78.	
8 Gain or (loss) from sales of assets other than inventory			18	358,220.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OVERCHARGE OF ADVISORY					
b FEES					30,494.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		450,916.	30,494.

13 Total Add line 12, columns (b), (d), and (e) 13 481,410.

(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: [signature] Date: 1/2/14 Title: V. Pres.

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	[signature]	7/1/14		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

2012

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	$ 200,000.	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
		$	

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

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

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

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

(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

Fiduciary Trust International

Account Detail

DAVID M & BARBARA BALDWIN FOUNDATION INC

For Month Ending November 30, 2013

Account Number: 140853700

Account Manager: Jonathan Hatch

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	88 42	176,840 00	4 85	48,130 00	2,500 00	1 41
1,000 00	CHEVRON CORP	CVX	92 51	92,508 00	122 44	122,440 00	3 36	29,932 00	4,000 00	3 27
1,500 00	OIL CO LUKOIL SPONS ADR	LUKOY	39 65	59,475 00	61 98	92,962 50	2 55	33,487 50	5,484 00	5 90
2,000 00	EXXON MOBIL CORP	XOM	40 42	80,830 00	93 48	186,960 00	5 13	106,130 00	5,040 00	2 70
	Total Energy			**$361,523.00**		**$579,202 50**	**15 88**	**$217,679 50**	**$17,024.00**	**2.94**
Sector:	**Materials**									
1,500 00	PRAXAIR INC	PX	37 85	56,773 05	126 26	189,390 00	5 19	132,616 95	3,600 00	1 90
6,234 00	JSC MMC NORILSK NICKEL ADR	NILSY	9 36	58,319 07	15 09	94,039 89	2 58	35,720 82	6,271 40	6 67
	Total Materials			**$115,092.12**		**$283,429.89**	**7.77**	**$168,337 77**	**$9,871.40**	**3.48**
Sector:	**Industrials**									
2,000 00	GENERAL ELECTRIC CO	GE	41 93	83,866 00	26 66	53,320 00	1 46	(30,546 00)	1,520 00	2 85
1,950 00	PAYCHEX INC	PAYX	27 08	52,812 50	43 73	85,273 50	2 34	32,461 00	2,730 00	3 20
	Total Industrials			**$136,678.50**		**$138,593 50**	**3.80**	**$1,915 00**	**$4,250 00**	**3 07**
Sector.	**Consumer Disc.**									
2,000 00	DISNEY WALT CO	DIS	26 34	52,685 28	70 54	141,080 00	3 87	88,394 72	1,500 00	1 06
	Total Consumer Discretionary			**$52,685.28**		**$141,080.00**	**3.87**	**$88,394 72**	**$1,500.00**	**1.06**

Fiduciary Trust International

Account Detail

DAVID M & BARBARA BALDWIN FOUNDATION INC

For Month Ending November 30, 2013

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 (%)
Sector:	**Consumer Staples**									
1,800 00	COSTCO WHOLESALE CORP	COST	37 49	67,487 50	125 43	225,774 00	6 19	158,286 50	2,232.00	0 99
2,500 00	NESTLE SA (CHF)	NESN	20 04	50,093 60	73 01	182,530 05	5 00	132,436 45	4,411 60	2 42
1,000 00	L'OREAL S A (EUR) 2 NEW	OR	67 14	67,137.61	167.29	167,287 00	4 59	100,149 39	1,833 84	1 10
	Total Consumer Staples			**$184,718.71**		**$575,591.05**	**15.78**	**$390,872.34**	**$8,477.44**	**1 47**
Sector:	**Health Care**									
600 00	EXPRESS SCRIPTS HOLDING CO	ESRX	59 80	35,880 00	67 35	40,410 00	1 11	4,530 00	0 00	0 00
1,500 00	ROCHE HOLDING AG BASEL (CHF)		126 51	189,761 07	278 70	418,054 48	11 46	228,293 41	9,098 93	2 18
1,300 00	ALLERGAN INC	AGN	55 45	72,082 01	97 05	126,165 00	3 46	54,082 99	260 00	0 21
	Total Health Care			**$297,723.08**		**$584,629 48**	**16.03**	**$286,906.40**	**$9,358.93**	**1.60**
Sector:	**Info Technology**									
5,000 00	QUALCOMM INC	QCOM	41 82	209,080 50	73 58	367,900 00	10 09	158,819 50	7,000 00	1 90
6,000 00	EMC CORP	EMC	12 68	76,080 00	23 85	143,100 00	3 92	67,020 00	2,400 00	1 68
1,100 00	INTERNATIONAL BUSINESS MACHINES CORP	IBM	97 01	106,711 75	179 68	197,648 00	5 42	90,936 25	4,180 00	2 11
300 00	APPLE INC	AAPL	258 59	77,578 20	556 07	166,821 00	4 57	89,242 80	3,660 00	2 19
2,000 00	NETAPP INC	NTAP	39 87	79,736 00	41.25	82,500 00	2 26	2,764 00	1,200 00	1 45

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	55 80	83,700 00	2 29	(4,110 00)	0 00	0 00
3,500 00	INTEL CORP	INTC	27 95	97,834 70	23 84	83,440 00	2 29	(14,394 70)	3,150 00	3 78
9,980 00	TAIWAN SEMICONDUCTOR MFG CO SPON ADR	TSM	13 03	130,038 27	17 73	176,945 40	4 85	46,907 13	4,001 98	2 26
	Total Information Technology			**$864,869.42**		**$1,302,054.40**	**35.70**	**$437,184.98**	**$25,591.98**	**1.97**
Sector:	**Telecommunications**									
4,000 00	CHINA MOBILE LTD (HKD) 1	941	9 62	38,488 74	10 77	43,082 04	1 18	4,593 30	1,416 81	3 29
	Total Telecommunication Services			**$38,488.74**		**$43,082.04**	**1 18**	**$4,593.30**	**$1,416 81**	**3.29**
	Total Common Stock			**$2,051,778 85**		**$3,647,662 86**	**100 00**	**$1,595,884 01**	**$77,490.56**	**2.12**
Grand Total Equities				**$2,051,778.85**		**$3,647,662 86**	**100.00**	**$1,595,884.01**	**$77,490 56**	**2.12**

THE DAVID M. AND BARBARA BALDWIN FOUNDATION, INC.

GRANTS/DONATIONS FISCAL YEAR DECEMEBR 1, 2012 - NOVEMBER 30, 2013		AMOUNT	DATE	CK #
Boys & Girls Clubs of IRC	PO BOX 3068, Vero Beach, FL 32964	$ 2,000 00	12/4, 3/15	3337/3358
CHRISTOPHER REEVE PARALYSIS FOUNI	SPRINGFIELD, NJ	5,000 00	01-Nov-13	3415
Community Congregational Church (Hauser)	200 Hartshorn Dr , Short Hills, NJ 07078	20,000 00	03-Mar-13	3373
Dasie Bridgewater Hope Center (Schwerin)	8445 64th Ave, Eabasso, FL 32970	2,500 00	12-Feb-13	3349
Habitat for Humanity	4568 US #!, Vero Beach, FL 32967	1,000 00	04-Feb-12	3339
HUMANE SOCIETY OF VERO BEACH	PO BOX 644, VERO BEACH, FL 32961	1,000 00	12-Feb-13	3351
INDIAN RIVER HOSP FOUND	1000 36TH, VERO BEACH, FL 32960-9987	500,000 00	4/30 5/13	3375, 3377
INDIAN RIVER LAND TRUST	350 US Hway 1, Vero Beach, FL 32962	2,500 00	12/4, 2/12	3341,3350
JOHN'S ISLAND COMMUNITY SERVICE LE	PO BOX 8133, INDIAN RIVER SHORES, FL 32!	2,500 00	22-Feb-13	3352
JOHN'S ISLAND FOUNDATION	PO BOX 8323, INDIAN RIVER SHORES, FL 32!	1,000 00	01-Dec-12	3323
The Learning Alliance (indian River Communi	PO Box 643968 Vero Beach, FL 32963	150,000 00	06-Mar-13	3370
LEHIGH UNIVERSITY	27 MEMORIAL DR, WEST, BETHLEHEM, PA 18	2,500 00	13-Jun-13	3367
McKee Botanical Garden	350 US HGWY #1, VeroBeacch Fl, 32962	7,500 00	3/15, 9/18	3357
Memorial Sloan Kettering Hospital	New Yor, NY	1,000 00	01-Dec-12	3335
Mental Health Association	820 37th PL , Vero Beach FL 32960	500 00	02-May-13	3362
MORRIS MUSEUM	6 NORMANDY HEIGHTS RD , MORRISTOWN, I	500 00	04-Dec-12	3340
MSHVFAS	P O BOX 226, MILLBURN, NJ 07041	250 00	04-Dec-12	3338
National Golf Links Joseph A McBride Scholarship Fund		250 00	17-Jun-13	
NEURO-ONCOLOGY RESEARCH FUND	MEMORIAL-SLOAN KETTERING	25,000 00	05-Dec-12	3702
NJSGA CAADIE SCHOLARSHIP FOUNDATI	1000 BROAD ST, BLOOMFIELD, NJ 07003	100 00	27-Dec-12	3343
OVERLOOK HOSPITAL FOUNDATION	36 UPPER OVERLOOK RD ,SUMMIT, NJ 0790:	1,000 00	01-Dec-12	3326
PAPER MILL PLAYHOUSE (& GUILD)	BROOKSIDE DR , MILLBURN, NJ 07041	5,000 00	28-Jan-13	3347
PRESBYTERIAN CHURCH	IN MEMORY OF DOROTHY ARCHER	500 00	08-Feb-13	3697
RIDER UNIVERSITY (GENGLER)	2083 LAWRENCEVILLE RD, LAWRENCEVILLE	250 00	01-Dec-12	3330
100 IMPACT		1,000 00	28-Jan-13	3698
RIVERSIDE THEATER	PO BOX 3788, VERO BEACH, FL 32964	20,600 00	3/15,3/26,5/20	3356
SALVATION ARMY	120 WEST 14TH STREET, NYC, 10114-0225	100 00	01-Dec-12	3325
SHIP (GENGLER)	P O BOX 452, RARITAN, NJ 08869	250 00	01-Dec-12	3332
SKIDMORE COLLEGE	SARATOGA SPRINGS, NY 12866-1632	5,500 00	2/22, 3/31	3354
SOUTHAMPTON HOSPITAL FOUNDATION	240 MEETING HOUSE LN, SOUTHAMPTON, N'	5,000 00	11-Feb-13	3701
Special Olympics	PO Box 120128, Clermont, FL 34712-0128	100 00	14-Jan-13	3345
ST MARY'S ON STONY HILL (GENGLER)	MOUNTAIN BLVD, WATCHUNG, NJ	750 00	01-Dec-12	3328
ST PETER'S BOYS H S. (GENGLER)	HENDERSON AVE , SINY	250 00	01-Dec-12	3331
THE PINGRY SCHOOL	MARTINSVILLE, NJ	2,500 00	09-May-13	3364
TOWNSHIP BEAUTIFICATION LEAGUE	PO BOX 46, MILLBURN, NJ 07041	500 00	02-May-13	3363
UNITED WAY-INDIAN RIVER	710 MANATEE COVE, VERO BEACH, FL 3296:	500 00	01-Dec-12	3322
UNIV. OF NOTRE DAME (GENGLER)	NOTRE DAME, IN 46556	250 00	01-Dec-12	3329
USO	PO Box 96860, Washiongton, DC 20077	100 00	01-Dec-12	3324
VERO BEACH MUSEUM ART	3001 RIVERSIDE PARK DR, VERO BEACH, FL	12,500 00	12/1, 1/18, 6/7	3327,34,46,34(
VNA HOSPICE HOUSE (Bumstead)	1110 35th Lane, VERO BEACH, FL 32960	1,000 00	01-Dec-12	3333
Down the Block (Weill)	PO Box 7, Short Hills, NJ 07078	250 00	27-Dec-12	3342
		$ 783,000 00		

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

SOURCE	AMOUNT
FIDUCIARY TRUST CO	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	37.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - CORP. STOCK	92,581.	0.	92,581.
TOTAL TO FM 990-PF, PART I, LN 4	92,581.	0.	92,581.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	78.	78.	
OVERCHARGE OF ADVISORY FEES	30,494.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,572.	78.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	4,525.	2,263.		2,262.
TO FORM 990-PF, PG 1, LN 16B	4,525.	2,263.		2,262.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADMINISTRATION FEES	13,872.	13,872.		0.
TO FORM 990-PF, PG 1, LN 16C	13,872.	13,872.		0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	6,580.	6,580.		0.
EXCISE TAX ON INVESTMENT INCOME	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,580.	6,580.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	277.	277.		0.
TO FORM 990-PF, PG 1, LN 23	277.	277.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	2,051,779.	3,647,663.
21200 CELGEN CORP.	404,373.	3,429,524.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,456,152.	7,077,187.

4-12-14

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

EF 2

FILE 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		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE DAVID M.& BARBARA BALDWIN FDN., INC.	Employer identification number (EIN) or 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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2014 , 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, 2012 , and ending NOV 30, 2013 .

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	$ 2,244.
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