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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation A.W. BALDWIN CHAR FDN INC		A Employer identification number 23-7004131			
Number and street (or P O box number if mail is not delivered to street address) C/O FIDUCIARY TRUST CO. P.O. BOX 55806		Room/suite 			
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02205-5806		617-482-5270			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		Initial return of a former public charity Amended return Name change			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 25,769,941.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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).)					
Revenue	Operating and Administrative Expenses	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		705,967.	663,545.		STMT 1
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		1,823,133.			
b Gross sales price for all assets on line 6a 7,563,550.					
7 Capital gain net income (from Part IV, line 2)			1,869,614.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)		47,177.	621.		STMT 2
11 Other income (attach schedule)		2,576,277.	2,533,780.		
12 Total. Add lines 1 through 11		25,000.			25,000.
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages		2,360.			2,360.
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		102,457.	102,457.		
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		12,202.	8,718.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		4,990.	1,068.		4,358.
24 Total operating and administrative expenses. Add lines 13 through 23		147,009.	112,243.		31,718.
25 Contributions, gifts, grants paid		1,400,000.			1,400,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,547,009.	112,243.		1,431,718.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,029,268.			
b Net investment income (if negative, enter -0-)			2,421,537.		
c Adjusted net income (if negative, enter -0-)					

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	NONE		
2	Savings and temporary cash investments	41,276.	452,893.	452,893.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S. and state government obligations (attach schedule)	999,609.		
b	Investments - corporate stock (attach schedule)	STMT 6	14,873,476.	23,720,548.
c	Investments - corporate bonds (attach schedule)	STMT 7	997,264.	885,756.
11	Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	STMT 8	692,808.	469,369.
14	Land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item II)	17,604,433.	18,634,037.	25,769,941.
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 (attach schedule)			
22	Other liabilities (describe ► PAYROLL TAXES & WITHHOLDINGS)		5,038.	
23	Total liabilities (add lines 17 through 22)			5,038.
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted	<input checked="" type="checkbox"/>		
	Foundations that do not follow SFAS 117, ► <input checked="" type="checkbox"/>			
	check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	17,604,433.	18,628,999.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	17,604,433.	18,628,999.	
31	Total liabilities and net assets/fund balances (see instructions)	17,604,433.	18,634,037.	

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	17,604,433.
2	Enter amount from Part I, line 27a	2	1,029,268.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	18,633,701.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	4,702.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,628,999.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 7,563,550.		5,693,936.	1,869,614.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,869,614.		
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	1,869,614.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,307,796.	23,659,169.	0.055276
2011	1,342,869.	25,139,413.	0.053417
2010	1,275,624.	23,588,488.	0.054078
2009	1,127,033.	21,602,324.	0.052172
2008	1,455,889.	27,801,140.	0.052368
2 Total of line 1, column (d)			2 0.267311
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 0.053462
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 24,885,526.
5 Multiply line 4 by line 3			5 1,330,430.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,215.
7 Add lines 5 and 6			7 1,354,645.
8 Enter qualifying distributions from Part XII, line 4			8 1,431,718.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
1c	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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	
6a	2013 estimated tax payments and 2012 overpayment credited to 2013	6,367.
6b	Exempt foreign organizations - tax withheld at source	NONE
6c	Tax paid with application for extension of time to file (Form 8868)	NONE
6d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	6,367.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	17,848.
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 2014 estimated tax ►	NONE Refunded ► 11

Part VII-A Statements Regarding Activities

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

MA

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.

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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>FIDUCIARY TRUST COMPANY</u> Telephone no. ► <u>(617) 482-5270</u> Located at ► <u>175 FEDERAL STREET, BOSTON, MA</u> ZIP+4 ► <u>02110</u>		
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 ► <u>15</u>	15	N/A
16	At any time during calendar year 2013, 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 ►	16	Yes No X 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
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 ► <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </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.)	2b	X
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> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	N/A
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 2013?	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)? (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)?

5b *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).*6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No6b *X*b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *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 No7b *N/A*

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANET D. WILSON 4807 WEST 147TH ST, LEAWOOD, KS 66224	PRESIDENT	-0-	-0-	-0-
ELIZABETH GRAHAM 225 SCHOOL MASTER LANE, DEDHAM, MA 02026	TREASURER	25,000.	-0-	-0-
ANDREW C. BAILEY, ESQ. C/O GMA -8TH FLOOR 77 SUMMER ST., BOSTON, MA 02110	CLERK	-0-	-0-	-0-
BARBARA D BENSON 17724 COUNTRY HILLS ROAD, ASHTON, MD 20861	VICE PRESIDENT	-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		-0-	-0-	-0-

Total number of other employees paid over \$50,000				NONE

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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
EATON VANCE INVESTMENT, TWO INTERNATIONAL PLACE 14th FLR BOSTON, MA 02110	INVESTMENT COUNSEL	95,020.
FIDUCIARY TRUST COMPANY, 175 FEDERAL ST BOSTON, MA 02110	CUSTODIAN FEE	7,437.
-----	-----	-----
-----	-----	-----
-----	-----	-----
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 THE FOUNDATION MAKES DISTRIBUTIONS TO CHARITABLE ORGANIZATIONS DESCRIBED UNDER INTERNAL REVENUE CODE SECTION 501(C) (3). 10 GRANTS WERE MADE IN 2013	1,400,000.
2 -----	-----
3 -----	-----
4 -----	-----

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	
2 -----	-----
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3 ►

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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	1a	25,262,782.
b	Average of monthly cash balances	1b	1,711.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	25,264,493.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	25,264,493.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	378,967.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,885,526.
6	Minimum investment return. Enter 5% of line 5	6	1,244,276.

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

1	Minimum investment return from Part X, line 6	1	1,244,276.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	24,215.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,215.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,220,061.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,220,061.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,220,061.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	1,431,718.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	1,431,718.
b	Cash distribution test (attach the required schedule)	5	24,215.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	1,407,503.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,220,061.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	76,474.			
b From 2009	55,831.			
c From 2010	107,562.			
d From 2011	104,310.			
e From 2012	137,488.			
f Total of lines 3a through e	481,665.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,431,718.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				1,220,061.
e Remaining amount distributed out of corpus	211,657.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	693,322.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	76,474.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	616,848.			
10 Analysis of line 9:				
a Excess from 2009	55,831.			
b Excess from 2010	107,562.			
c Excess from 2011	104,310.			
d Excess from 2012	137,488.			
e Excess from 2013	211,657.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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				(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a	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).)

N/A

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

N/A

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

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

a. The name, address, and telephone number or e-mail address 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:

6 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 Paid during the year				
HARVARD MEDICAL SCHOOL	N/A	PC	GENERAL PURPOSES	100,000.
MASSACHUSETTS GENERAL HOSPITAL	N/A	PC	GENERAL PURPOSES	100,000.
SPAULDING REHABILITATION HOSPITAL	N/A	PC	GENERAL PURPOSES	275,000.
WINSOR SCHOOL	N/A	PC	GENERAL PURPOSES	500,000.
THE SEEING EYE	N/A	PC	GENERAL PURPOSES	100,000.
MOHONK PRESERVE	N/A	PC	GENERAL PURPOSES	20,000.
JOSLIN DIABETES CENTER	N/A	PC	GENERAL PURPOSES	100,000.
MSPCA	N/A	PC	GENERAL PURPOSES	40,000.
THE HEALTHY VILLAGE	N/A	PC	GENERAL PURPOSES	50,000.
THE PERKINS TRUST	N/A	PC	GENERAL PURPOSES	115,000.
Total			► 3a	1,400,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property .**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue:** a

b K-1'S PARTNERSHIPS
 c FEDERAL TAX REFUND
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions to verify calculations.)

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

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

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

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.

**Sign
Here**

► Elizabeth B. Gohorn | 5/12/14

Date _____

incosure

Title

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

Paid Preparer Use Only	Print/Type preparer's name MARK SPENCER	Preparer's signature 	Date 5/1/14	Check <input type="checkbox"/> if self-employed	PTIN P00709770
	Firm's name ► FIDUCIARY TRUST COMPANY	Firm's EIN ► 04-1309690			
	Firm's address ► P.O. BOX 55806 BOSTON, MA	02205-5806	Phone no	617-482-5270	

A.W. BALDWIN CHAR FDN INC

23-7004131

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	705,967.	663,545.
TOTAL	705,967.	663,545.

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STATEMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX REFUND K-1'S PARTNERSHIPS	42. 47,135. ----- TOTALS	621. 621. -----

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON VANCE INVESTMENT	95,020.	95,020.
- INVESTMENT COUNSEL		
FIDUCIARY TRUST COMPANY	7,437.	7,437.
- CUSTODIAN FEE		
TOTALS	102,457.	102,457.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX EST PAYMENTS 2013	3,484.	
FOREIGN TAX PAID ON DIVVIS	8,718.	8,718.
TOTALS	12,202.	8,718.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX PREP FEE	3,535.	
DEPOSITORY FEE	632.	
FILING FEES	265.	
OFFICE EXPENSES	208.	
ANNUAL ACCOUNTING	350.	
K-1'S PARTNERSHIPS	436.	
 TOTALS	 4,990.	 1,068.
		4,358.

FORM 990 PF PART II BALANCE SHEET
A.W. BALDWIN CHAR FDN INC 23-7004131

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
STMT 6					
12000.00	ABBOTT LABORATORIES	337,147.03	337,147.03	459,960.00	10,560.00
7000.00	AIR PRODUCTS & CHEMICALS INC COM	367,998.40	367,998.40	782,460.00	19,880.00
4900.00	AVALONBAY COMMUNITIES INC COM	234,681.09	234,681.09	579,327.00	20,972.00
11600.00	BHP BILLITON LTD SPONSORED ADR	284,010.92	284,010.92	791,120.00	26,912.00
4575.00	BOSTON PROPERTIES INC COM	416,295.27	416,295.27	459,192.75	11,895.00
8000.00	CATERPILLAR INC COM	422,640.00	422,640.00	726,480.00	19,200.00
21700.00	CORNING INC COM	370,419.00	370,419.00	386,694.00	8,680.00
11700.00	CVS CAREMARK CORP COM	360,760.14	360,760.14	837,369.00	12,870.00
40000.00	CYPRESS SEMICONDUCTOR CORP COM	642,747.28	642,747.28	420,000.00	17,600.00
5250.00	DEERE & CO COM	489,064.28	489,064.28	479,482.50	10,710.00
4800.00	EOG RESOURCES INC COM	353,772.00	353,772.00	805,632.00	3,600.00
9000.00	HSEC HOLDINGS PLC SPONSORED ADR (NEW)	456,342.76	456,342.76	496,170.00	21,600.00
25000.00	INTEL CORP COM	854,467.60	684,553.10	648,875.00	22,500.00
4000.00	INTERNATIONAL BUSINESS MACHINES COM	364,375.00	464,800.00	750,280.00	15,200.00
11875.00	MARRIOTT INTERNATIONAL INC (NEW) CL A	492,649.81	492,649.81	586,043.13	8,075.00
5800.00	MCDONALD'S CORP COM	369,317.90	369,317.90	562,774.00	18,792.00
11000.00	MERCK & CO INC (NEW)	283,817.60	283,817.60	550,550.00	19,360.00
6395.00	MONSANTO CO (NEW) COM	676,017.37	676,017.37	745,337.25	10,999.40
7900.00	NESTLE S A SPONSORED ADR	574,956.47	574,956.47	580,049.60	14,346.40
28000.00	ORACLE CORP COM	307,125.00	268,187.50	1,071,280.00	13,440.00
10500.00	PACCAR INC COM	94,046.29	93,333.34	621,285.00	8,400.00
14100.00	PFIZER INC COM	270,336.50	270,336.50	431,883.00	14,664.00
7625.00	PHILLIPS 66	491,854.44	491,854.44	588,116.25	11,895.00
11450.00	PLUM CREEK TIMBER CO INC COM	499,896.70	499,896.70	532,539.50	20,152.00
3385.00	PUBLIC STORAGE COM	493,251.37	493,251.37	509,510.20	18,956.00
11700.00	SANOFI ADR	414,596.52	414,596.52	627,471.00	14,683.50
6325.00	SCHEIN HENRY INC COM	581,297.86	581,297.86	722,694.50	
8000.00	SCHLUMBERGER LTD NV COM	211,984.18	230,236.07	720,880.00	10,000.00
6475.00	SEMPRA ENERGY COM	491,141.05	491,141.05	581,196.00	16,317.00
8000.00	UNITED TECHNOLOGIES CORP COM	219,035.20	219,035.20	910,400.00	18,880.00
14875.00	VODAFONE GROUP PLC SPONSORED ADR	569,502.00	569,502.00	584,736.25	23,651.25
13875.00	WELLS FARGO & CO	491,359.54	491,359.54	629,925.00	16,650.00

Form 990 PF PART II BALANCE SHEET
23 - 7004(31)

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
EQUITIES/COMMON STOCK (CONT.)					
TOTAL EQUITIES/COMMON STOCK	STMT 6	13,486,906.57	13,396,018.51	20,179,712.93	481,440.55
CORPORATE BONDS & NOTES					
500000.00	AMERICA MOVIL SAB DE CV DTD 9/1/2004 5.5000% 3/1/2014	54,039.00	54,039.00	50,375.00	2,750.00
500000.00	AMERICAN EXPRESS CREDIT CO DTD 8/25/2009 5.1250% 8/25/2014	53,432.50	53,432.50	51,522.50	2,562.50
500000.00	AMPHENOL CORP DTD 11/5/2009 4.7500% 11/15/2014	52,834.50	52,834.50	51,664.50	2,375.00
500000.00	BANK OF AMERICA DTD 3/11/2010 4.5000% 4/1/2015	49,432.50	49,432.50	52,309.00	2,250.00
500000.00	CATERPILLAR FINANCIAL SERV DTD 2/12/2009 6.1250% 2/17/2014	56,566.00	56,566.00	50,350.50	3,062.50
500000.00	CITIGROUP INC SUB NOTES DTD 5/7/2003 4.8750% 5/7/2015	48,822.50	48,822.50	52,453.50	2,437.50
500000.00	DOMINION RESOURCES SER C DTD 7/14/2005 5.1500% 7/15/2015	54,307.50	54,307.50	53,202.00	2,575.00
500000.00	ENERGY TRANSFER PARTNERS DTD 1/8/2005 5.9500% 2/1/2015	53,242.50	53,242.50	52,677.50	2,975.00
500000.00	GENERAL ELECTRIC CAP CORP DTD 9/21/2009 4.3750% 9/21/2015	51,717.50	51,717.50	52,993.50	2,187.50
500000.00	GOLDMAN SACHS GROUP INC DTD 1/12/2005 5.1250% 1/15/2015	50,785.00	50,785.00	52,229.50	2,562.50
500000.00	IBM CORP DTD 11/1/2011 0.8750%	49,894.00	49,894.00	50,202.00	437.50
500000.00	KEY BANK NA DTD 3/3/2006 5.4500% 3/3/2016	51,308.00	51,308.00	54,413.00	2,725.00
500000.00	KRAFT FOODS INC DTD 12/19/2008 6.7500% 2/19/2014	56,938.50	56,938.50	50,387.50	3,375.00
500000.00	LINCOLN NATIONAL CORP DTD 6/18/2010 4.3000% 6/15/2015	49,933.50	49,933.50	52,418.00	2,150.00
500000.00	SOUTHWEST AIRLINES CO DTD 9/17/2004 5.2500% 10/1/2014	53,065.00	53,065.00	51,596.50	2,625.00
500000.00	TOTAL CAPITAL DTD 6/24/2010 3.0000% 6/24/2015	49,972.50	49,972.50	51,790.50	1,500.00
500000.00	VORNADO REALTY LP DTD 3/26/2010 4.2500% 4/1/2015	49,465.00	49,465.00	51,561.50	2,125.00

A.W. BALDWIN CHAR FDN INC 23-7004131

FORM 990 PF PART II BALANCE SHEET

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II BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
CORPORATE BONDS & NOTES (CONT.)					
TOTAL CORPORATE BONDS & NOTES	STMT 7	885,756.00	885,756.00	882,146.50	40,675.00
MUTUAL FUND INVESTMENTS	STMT 6				
265833.404	EATON VANCE FLOATING RATE CL I	2,430,000.00	2,430,000.00	2,443,008.98	81,795.71
181159.42	EATON VANCE INCOME FUND OF BOSTON CL I	1,000,000.00	1,000,000.00	1,097,826.09	68,840.58
TOTAL MUTUAL FUND INVESTMENTS	STMT 6	3,430,000.00	3,430,000.00	3,540,835.07	150,636.29
LIMITED PARTNERSHIPS	STMT 8				
3475.00	ENTERPRISE PRODUCTS PARTNERS LP COM UNIT	190,069.30	190,069.30	230,392.50	9,591.00
6000.00	KINDER MORGAN ENERGY PARTNERS LP UNIT LTD PARTNERSHIP UNIT	279,299.40	279,299.40	483,960.00	32,400.00

BOOK VALUE ASSET STATEMENT
AS OF 12/31/13

PAGE 4
ACCOUNT NO. 03513215

A.W. BALDWIN CHAR FDN INC 23-7004131

FORM 990 PF PART II BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
LIMITED PARTNERSHIPS (CONT.)					
TOTAL LIMITED PARTNERSHIPS	STMT 8	469,368.70	469,368.70	714,352.50	41,991.00
TOTAL INVESTMENTS		18,272,031.27	18,181,143.21	25,317,047.00	
PRINCIPAL CASH		1,822,872.11-	1,822,872.11-	1,822,872.11-	
PRINCIPAL CASH RECEIVABLES		0.00	0.00	0.00	
PRINCIPAL CASH PAYABLES		0.00	0.00	0.00	
GRAND TOTAL		16,449,159.16	16,358,271.10	23,494,174.89	714,742.84
INCOME CASH		0.00			
INCOME CASH RECEIVABLES		0.00			
INCOME CASH PAYABLES		0.00			

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUSTMENT OF CARRYING VALUE	3,039.
ADJUSTMENT OF BOOK LIABILITY AS OF 12/31/2012	1,663.
TOTAL	4,702.