

Mary E. Baldwin, CFP[®], Professional Association
d/b/a
Baldwin & Associates

1735 W. Hibiscus Blvd., Suite 200
Melbourne, Florida 32901

Phone: 321-722-0511

Fax: 888-853-5208

www.mebaldwin.com

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FORM ADV PART 2A
BROCHURE

This brochure provides information about the qualifications and business practices of Baldwin & Associates. If you have any questions about the contents of this brochure, please contact us at 321-722-0511. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Baldwin & Associates is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Baldwin & Associates is 129429.

Baldwin & Associates is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

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Description of Services and Fees

We are a registered investment adviser based in Melbourne, Florida. We are organized as a corporation, under the laws of the State of Florida. We have been providing investment advisory services since 1998. Mary E. Baldwin is our firm's principal owner. Currently, we offer financial planning services and portfolio management services, which are personalized to each individual client.

The following paragraphs describe our services. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Baldwin & Associates and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this brochure. As used in this brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Financial Planning Services

We offer financial planning services to clients who participate in our portfolio management services. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. The information gathered will assist us in determining the scope of services that are most suitable to your specific financial situation and investment needs. Our financial planning services can simplify and determine financial and investment alternatives by:

- Defining and narrowing your objectives and investment options;
- Identifying your areas of greatest concern;
- Creating a unique picture of your overall financial situation; and
- Providing an effective and efficient way for us to address your unique financial needs and objectives.

Financial advice is based on your financial situation at the time we present our recommendations to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change. You may impose restrictions on investing in certain securities or types of securities.

Upon completion of the financial planning process, we will provide implementation assistance through our portfolio management services. We do not charge an additional fee for financial planning services, beyond the fee we received for our portfolio management services, unless you require advice on a single aspect outside of our portfolio management services.

You may terminate the financial planning agreement by providing written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement.

Portfolio Management Services

We offer non-discretionary portfolio management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information as part of our financial planning services described above. We will use the financial information you provided to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as needed after you approve all trades.

Types of Investments

We primarily offer advice on mutual funds and exchange traded funds (ETFs); however, we may also offer advice on equity securities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, variable annuities and life insurance, U.S. Government securities, and interest in partnerships investing in real estate, oil and gas interests.

Assets Under Management

As of December 31, 2010, we manage \$78,572,744 in client assets on a non-discretionary basis. We do not manage any assets with discretionary authority.

Fees and Compensation

Form ADV Part 2A, Item 5

Our fee for portfolio management services may be negotiable and is quoted as a fixed fee based on your income, assets, and the complexity of your financial situation. We generally use the following fee schedule as a guide in determining our fees:

<u>Portfolio Size</u>	<u>Annual Fee*</u>
First \$300,000	1.1%
Next \$200,000	1.0%
Next \$500,000	0.8%
Next \$500,000	Negotiable

**Our minimum annual fee is \$5,000,*

Our annual portfolio management fee is billed and payable quarterly in advance based on the fixed fee in your agreement. If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. We do not participate in a wrap fee program.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in you paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will send you an invoice for the payment of our advisory fee. We may deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy. We will also receive a duplicate copy of your account statements.

If you only require advice on a single aspect of your finances, we may offer general consulting services on an hourly basis. Our rate for such services is \$200 per hour. A deposit is required in advance and the balance of the fee is due upon completion of services rendered.

You may terminate the portfolio management agreement at any time without penalty to you. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Additional Fees and Expenses

As part of our investment advisory services to you, we may recommend that you invest in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each

fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses and are known as the expense ratio. You may also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this brochure.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above, and are not charged on the basis of a share of capital gains, or capital appreciation of the funds in your advisory account.

Types of Clients

Form ADV Part 2A, Item 7

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

In general, we do not require a minimum dollar amount to open and maintain an advisory account; however, we have the right to terminate your account if it falls below a minimum size which, in our sole opinion, is too small to effectively manage.

Our minimum annual management fee for portfolio management services is \$5,000, which we may waive or lower at our discretion based on our clients' individual circumstances.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- Due Diligence on Mutual Funds and Exchange-Traded Funds – involves reviewing past performance relative to appropriate benchmarks, manager tenure, fees, Morningstar stewardship grades, risk, concentration of holdings, and for ETFs, average premium or discount percentage of net asset value (NAV) to market price
- Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.
- Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year.
- Margin Transactions – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan. If the value of the shares drops sufficiently, the investor will be required to either deposit more cash into the account or sell a portion of the stock in order to maintain the margin requirements of the account. This is known as a "margin call." An investor's overall risk includes the amount of money invested plus the amount that was loaned to them.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your concerns, restrictions and guidelines may affect the composition of your portfolio.

More than a small portion of our clients' assets are advised using short term and long term purchases. Short term trading is not a fundamental part of our overall investment strategy, but we may use this strategy when we determine that it is suitable given your stated investment objectives and tolerance for risk. Short term trading generally involves a greater degree of risk than long term trading due to market volatility over a short period of time. Long term purchases may also be affected by unforeseen long term changes in the company or fund in which you are invested or in the overall market.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO accounting method for calculating the cost basis of your individual equity investments. The default accounting method for mutual funds is average cost. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades are placed, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we offer advice on many types of securities; however, we primarily recommend mutual funds (including no-load funds) and exchange traded funds. Since each client has different needs and different tolerance for risk, we may recommend other types of investments as appropriate for you. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Mutual funds and exchange traded funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely which can dilute other investors' interests. Investments in a mutual fund or exchange traded fund can lose money over the short or long term and is subject to market risk, interest rate risk, default and credit risk, and investment style risk.

Disciplinary Information

Form ADV Part 2A, Item 9

Neither our firm nor any of our associated persons has any reportable disciplinary information.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

We have not provided information on other financial industry activities and affiliations because we do not have any relationship or arrangement that is material to our advisory business or to our clients with any of the types of entities listed below.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm

8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Form ADV Part 2A, Item 11

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Mary E. Baldwin, Owner and Chief Compliance Officer at 321-722-0511.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither we or our associated persons shall have priority over your account in the purchase or sale of securities.

Brokerage Practices

Form ADV Part 2A, Item 12

We recommend the brokerage and custodial services of TD AMERITRADE, Inc., ("TD AMERITRADE") an unaffiliated securities broker-dealer, member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation.

We believe that TD AMERITRADE provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by TD AMERITRADE, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services TD AMERITRADE provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

Research and Other Benefits

Our firm participates in the TD AMERITRADE Institutional program. TD AMERITRADE Institutional is a division of TD AMERITRADE, Inc. ("TD AMERITRADE"). TD AMERITRADE offers to independent investment advisors

services which include custody of securities, trade execution, clearance and settlement of transactions. Our firm receives some benefits from TD AMERITRADE through its participation in the program.

There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although our firm receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE retail investors. These "non-soft dollar" benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving our firm's participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to our client accounts); the ability to have our advisory fees deducted directly from our client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; attendance at conferences and/or entertainment events sponsored by TD Ameritrade or mutual fund companies and discounts on compliance, marketing, research, technology, and practice management products or services provided to our firm by third party vendors. TD AMERITRADE may also have paid for business consulting and professional services received by our firm's related persons. Some of the products and services made available by TD AMERITRADE through the program may benefit our firm but may not benefit our client accounts. These products or services may assist our firm in managing and administering our client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help our firm manage and further develop its business enterprise. The benefits received by our firm or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE.

As part of our fiduciary duties to our clients, we endeavor at all times to put the interests of our clients first. You should be aware, however, that the receipt of economic benefits by our firm or its related persons in and of itself creates a potential conflict of interest and may indirectly influence our firm's choice of TD AMERITRADE for custody and brokerage services.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

In some circumstances, you may instruct our firm to use one or more particular brokers for the transactions in your accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading") whenever possible. We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

If we are unable to combine your order with other client orders, you may pay different prices and fees for the same securities transactions than other clients pay.

Review of Accounts

Form ADV Part 2A, Item 13

Mary E. Baldwin, Owner/Chief Compliance Officer will monitor your accounts on an ongoing basis and will conduct account reviews in accordance with the client's investment advisory agreement with our firm to ensure that the advisory services provided to you are consistent with your stated investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning, and/or,
- changes in your risk/return objectives.

The level of our review is determined by the client's specific situation. We hold all information in the strictest confidence and, with your permission, will review your account with your attorney, insurance agent, or accountant.

We provide reports to you generally on an "as needed" basis. We will provide you with a Morningstar written report in conjunction with account reviews. Formal account reviews with clients may be held in person; some are mailed or discussed on the telephone. You will also receive trade confirmations, monthly or quarterly statements, and year-end tax statements from your account custodian(s).

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Custody

Form ADV Part 2A, Item 15

We may directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Mary E. Baldwin, Owner and Chief Compliance Officer at 321-722-0511.

Investment Discretion

Form ADV Part 2A, Item 16

Our firm performs portfolio management services on a non-discretionary basis, which means we will obtain your approval prior to the execution of any transactions for your account(s).

Voting Client Securities

Form ADV Part 2A, Item 17

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder. Clients will receive their proxies or other solicitations directly from their custodian or transfer agent and not from us.

Financial Information

Form ADV Part 2A, Item 18

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1,200 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure. We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Mary E. Baldwin, Owner and Chief Compliance Officer at 321-722-0511, if you have any questions

regarding this policy.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit, nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Should we receive written or electronic notice of a class action lawsuit, settlement or verdict affecting securities owned by you, we will forward all notices, proof of claim forms and other materials to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward the information electronically.

However, if you bought a security in your TD AMERITRADE account that we recommended and that security becomes the subject of a class action lawsuit, we will assist you in preparing and documenting your claim under the lawsuit. At our firm's sole discretion, we may assist other clients who don't meet these criteria if they are able to provide all required documentation from accounts on which our firm is not the adviser of record.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, our firm will retain the profit to offset any losses.