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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **PLANETARY METAMORPHOSIS FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **C/O BALDWIN BROTHERS, 204 SPRING ST.**

Room/suite: **MARION, MA 02738-1570**

City or town, state, and ZIP code: **MARION, MA 02738-1570**

A Employer identification number: **13-4137070**

B Telephone number: **508-748-0800**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

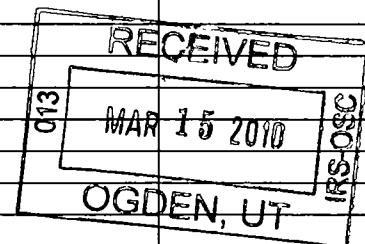
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 420,081.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ 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))		(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			N/A	
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	6,349.	6,349.		STATEMENT 1
5a	Gross rents				
5b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<6,417.>			
6b	Gross sales price for all assets on line 6a	108,479.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
10b	Less: Cost of goods sold				
11	Gross profit or (loss)				
12	Other income				
12	Total. Add lines 1 through 11	<68.>	6,349.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
16b	Accounting fees	STMT 2	3,070.	1,535.	1,535.
16c	Other professional fees				
17	Interest				
18	Taxes	STMT 3	133.	133.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	3,687.	3,587.	100.
24	Total operating and administrative expenses. Add lines 13 through 23		6,890.	5,255.	1,635.
25	Contributions, gifts, grants paid		27,800.		27,800.
26	Total expenses and disbursements. Add lines 24 and 25		34,690.	5,255.	29,435.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<34,758.>			
b	Net investment income (if negative, enter -0-)		1,094.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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	83,835.	18,705.	18,705.
	2 Savings and temporary cash investments			
	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			
	b Investments - corporate stock STMT 6	312,003.	293,073.	325,031.
	c Investments - corporate bonds STMT 7	0.	48,098.	48,616.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	26,411.	26,701.	26,440.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	375.	1,289.	1,289.
	16 Total assets (to be completed by all filers)	422,624.	387,866.	420,081.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	422,624.	387,866.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	422,624.	387,866.	
	31 Total liabilities and net assets/fund balances	422,624.	387,866.	

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	422,624.
2 Enter amount from Part I, line 27a	2	<34,758.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	387,866.
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	387,866.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 108,479.		114,896.	<6,417.>

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			
b			
c			
d			
e			<6,417.>

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	<6,417.>
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 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))
2008	99,409.	597,117.	.166482
2007	93,320.	760,119.	.122770
2006	148,269.	679,661.	.218151
2005	110,945.	756,489.	.146658
2004	70,095.	795,538.	.088110

2 Total of line 1, column (d)	2	.742171
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	.148434
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	376,559.
5 Multiply line 4 by line 3	5	55,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11.
7 Add lines 5 and 6	7	55,905.
8 Enter qualifying distributions from Part XII, line 4	8	29,435.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	22.
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	22.
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	22.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,422.
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	1,422.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,400.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 1,400. Refunded <input type="checkbox"/> 0.	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		
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) <input type="checkbox"/> NY		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address ► N/A

14 The books are in care of ► BEHAN, LING & RUTA CPA'S, P.C. Telephone no. ► 212-695-7003
 Located at ► 475 PARK AVE SOUTH 31ST FL, NEW YORK, NY ZIP+4 ► 10016

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

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
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 2009 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 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

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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

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
ELAINE SEILER	DIRECTOR - PRESIDENT			
C/O BALDWIN BROTHERS, 204 SPRING STREET MARION, MA 027381570	10.00	0.	0.	0.
MICHAEL BALDWIN	DIRECTOR - VICE PRESIDENT			
C/O BALDWIN BROTHERS, 204 SPRING STREET MARION, MA 027381570	10.00	0.	0.	0.
THOMAS V. RUTA	DIR - SECRETARY/ TREASURER			
C/O BEHAN, LING & RUTA, 475 PARK AVENUE NEW YORK, NY 10016	10.00	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 THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501 (C) (3).	0.
2	0.
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.

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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	328,000.
b	Average of monthly cash balances	1b	54,293.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	382,293.
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	382,293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,734.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	376,559.
6	Minimum investment return. Enter 5% of line 5	6	18,828.

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	18,828.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	22.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,806.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,806.
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	18,806.

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	29,435.
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	29,435.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,435.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				18,806.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	30,502.			
b From 2005	73,237.			
c From 2006	115,428.			
d From 2007	56,806.			
e From 2008	69,749.			
f Total of lines 3a through e	345,722.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	29,435.			
a Applied to 2008, 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 2009 distributable amount				18,806.
e Remaining amount distributed out of corpus	10,629.			
5 Excess distributions carryover applied to 2009 (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	356,351.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	30,502.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	325,849.			
10 Analysis of line 9:				
a Excess from 2005	73,237.			
b Excess from 2006	115,428.			
c Excess from 2007	56,806.			
d Excess from 2008	69,749.			
e Excess from 2009	10,629.			

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

[illegible]

SEE STATEMENT # 5

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
<i>a Paid during the year</i> AMERICAN CANCER SOCIETY 1599 CLIFTON ROAD NE ATLANTA, GA 30329	N/A	EXEMPT	TO PROMOTE CHARITABLE, SCIE	300.
MARION INSTITUTE 202 SPRING STREET MARION, MA 02738-1570	N/A	EXEMPT	TO PROMOTE CHARITABLE, SCIE	26,500.
ALLIANCE FOR THE EARTH PO BOX 8031 SANTA FE, NM 87504	N/A	EXEMPT	TO PROMOTE CHARITABLE, SCIE	500.
CITIES AT PEACE INC 104 W 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	N/A	EXEMPT	TO PROMOTE CHARITABLE, SCIE	500.
Total			3a	27,800.
<i>b Approved for future payment</i> NONE				
Total			3b	0.

PLANETARY METAMORPHOSIS FOUNDATION

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 CAPITAL GAIN DISTRIBUTION THROUGH FIDELITY INVEST		P	VARIOUS	12/31/09
b SEE ATTACHED STATEMENT B		P	VARIOUS	VARIOUS
c SEE ATTACHED STATEMENT B		P	VARIOUS	VARIOUS
d LOSS ON SALE OF POWERSHARES DB AGRICULTURE FUND		P	VARIOUS	VARIOUS
e SEC 1256 GAIN FROM POWERSHARES DB AGRICULTURE FUN		P	VARIOUS	VARIOUS
f LITIGATION		P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 23.			23.
b 30,616.		42,934.	<12,318.>
c 76,984.		71,958.	5,026.
d		4.	<4.>
e 456.			456.
f 400.			400.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			23.
b			<12,318.>
c			5,026.
d			<4.>
e			456.
f			400.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<6,417.>
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

Statement B

Baldwin Brothers Inc.
Realized Gains and Losses
Planetary Metamorphosis Foundation
478-213853
13-4137070
January 1, 2009 - December 31, 2009

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
11/18/2003	1/26/2009	200	Jacobs Engr Group	4,274 71	8,103 17		3,828 46
5/2/2008	3/2/2009	400	Chesapeake Energy Corp	21,071 88	5,845 32	(15,226 56)	
3/13/2009	6/17/2009	50	S & P 500 Depository Receipt	3,803 02	4,572 92	769 90	
5/7/2009	6/22/2009	150	Shr Russell 1000 Index	7,656 50	7,361 34	(295 16)	
3/13/2009	6/24/2009	50	S & P 500 Depository Receipt	3,803 02	4,502 10	699 08	
4/25/2006	7/13/2009	1000	Oracle Sys Corp	14,740 00	20,635 69		5,895 69
11/18/2003	7/30/2009	200	Jacobs Engr Group	4,274 71	7,957 15		3,682 44
7/6/2007	9/25/2009	200	Adobe Systems Inc	8,212 00	6,429 95		(1,782 05)
2/24/2006	11/6/2009	400	Weatherford International	8,822 42	6,978 34		(1,844 08)
10/6/2009	12/3/2009	300	Vensk Analytics, Inc	6,600 00	8,334 78	1,734 78	
6/28/2007	12/3/2009	400	Ecolab Inc	17,277 36	18,264 81		987 45
5/2/2008	12/3/2009	600	Hologic Inc	14,356 92	8,614 87		(5,742 05)
				114,892.54	107,600.44	(12,317.96)	5,025.86
			Total Long	71,958.12	76,983.98		5,025.86
			Total Short	42,934.42	30,816.46	(12,317.96)	
							0.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS AS NOMINEE	706.	0.	706.
FIDELITY INVESTMENTS AS NOMINEE	5,831.	0.	5,831.
INTEREST & DIVIDENDS THRU PARTNERSHIPS	34.	0.	34.
LESS: ACCRUED INTEREST PAID	<222.>	0.	<222.>
TOTAL TO FM 990-PF, PART I, LN 4	6,349.	0.	6,349.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,070.	1,535.		1,535.
TO FORM 990-PF, PG 1, LN 16B	3,070.	1,535.		1,535.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	133.	133.		0.
TO FORM 990-PF, PG 1, LN 18	133.	133.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	3,391.	3,391.		0.
FILING FEE	100.	0.		100.
PORTFOLIO DEDUCTIONS THRU PARTNERSHIP	196.	196.		0.
TO FORM 990-PF, PG 1, LN 23	3,687.	3,587.		100.

FOOTNOTES

STATEMENT 5

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE. THE DIRECTORS CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS ETC. ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS TO ITS ACTIVITIES.

SUPPLEMENTARY STATEMENT

FORM CHAR500: SUPPLEMENTARY INFORMATION

PUBLIC INSPECTION

DATE THE NOTICE OF AVAILABILITY OF THE ANNUAL RETURN
APPEARED IN A NEWSPAPER: FEBRUARY 09, 2010
NAME OF NEWSPAPER: NEW YORK LAW JOURNAL
A COPY OF THE NEWSPAPER NOTICE IS ATTACHED.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE STATEMENT A	90,132.	101,203.
COMMON STOCK - SEE STATEMENT A	202,941.	223,828.
TOTAL TO FORM 990-PF, PART II, LINE 10B	293,073.	325,031.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL BOND FUNDS - SEE STATEMENT A	10,352.	10,474.
CORPORATE BONDS - SEE STATEMENT A	9,855.	10,724.
FOREIGN BONDS - SEE STATEMENT A	27,891.	27,418.
TOTAL TO FORM 990-PF, PART II, LINE 10C	48,098.	48,616.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,000 UNITS POWERSHARES DB AGRICULTURE FUND	FMV	26,701.	26,440.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,701.	26,440.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS & INTEREST RECEIVABLE	375.	1,289.	1,289.
TO FORM 990-PF, PART II, LINE 15	375.	1,289.	1,289.

STATEMENT A

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
Cash and Equivalents						
	Fidelity Fund		18,705.11	18,705.11		9.35
	Cash and Equivalents TOTAL		18,705.11	18,705.11		9.35
Corporate Bonds						
10000	Goldman Sachs Group Inc	01/06/09	9,855.00	10,724.10	869.10	625.00
		09/01/17				
	Corporate Bonds TOTAL		9,855.00	10,724.10	869.10	625.00
Foreign Bonds						
10000	Toyota Motor Credit Corp	12/10/09	9,375.82	9,094.04	-281.78	637.50
		01/18/11				
17000	IFC	10/13/09	9,762.72	9,390.46	-372.26	890.80
		05/15/13				
10000	New South Wales Treasury Bond	09/14/09	8,752.52	8,933.73	181.21	550.00
		08/01/14				
	Foreign Bonds TOTAL		27,891.06	27,418.23	-472.83	2,078.30
Common Stock						
200	Schlumberger	03/02/06	11,982.77	13,018.00	1,035.23	168.00
1000	Tortoise Energy Infrastructure	12/31/04	23,116.60	31,020.00	7,903.40	2,160.00
250	Solar Millennium Ag	09/23/09	8,849.65	12,692.13	3,842.48	0.00
	Alternative Energy					
	Financials					

STATEMENT A

	Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
	750	Annaly Capital Management	02/11/08	15,500.63	13,012.50	-2,488.13	2,250.00
Health Care							
	300	Gilead Sciences	04/24/08	15,279.56	12,981.00	-2,298.56	0.00
	100	iShares Tr NASDAQ Biotechnology	09/25/09	8,087.42	8,183.00	95.58	0.00
	500	SSL International PLC	05/05/09	3,586.70	6,338.28	2,751.58	59.25
	250	SSL International PLC	05/14/09	1,781.18	3,169.14	1,387.96	29.62
	250	SSL International PLC	05/18/09	1,752.13	3,169.14	1,417.01	29.62
Industrials							
	500	ABB Ltd	04/29/08	15,146.65	9,550.00	-5,596.65	0.00
	350	Danaher Corp	05/19/05	18,929.92	26,320.00	7,390.07	56.00
Information tech							
	15	Google Inc. A	10/09/09	7,812.18	9,299.70	1,487.52	0.00
	100	McAfee Inc	09/28/09	4,354.53	4,057.00	-297.53	0.00
	100	McAfee Inc	10/30/09	4,093.92	4,057.00	-36.92	0.00
	150	Microsoft Corp Wash	09/28/09	3,904.47	4,572.00	667.53	78.00
	150	Microsoft Corp Wash	11/05/09	4,311.23	4,572.00	260.77	78.00
Materials							
	150	SPRD@ Gold Trust	07/17/08	14,312.86	16,096.50	1,783.64	7.50
	750	Silver Trust iShares	07/16/08	13,968.39	12,404.25	-1,564.14	0.00
Telecommunication							
	600	Nokia Corp Sponsored ADR	07/17/09	7,974.93	7,710.00	-264.93	241.92
ETF							
	150	Brazil iShares MSCI	05/29/09	8,317.40	11,191.50	2,874.10	33.35
	100	iShares iBoxx \$ InvesTop	02/04/09	9,877.53	10,415.00	537.47	572.51

STATEMENT A

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
Common Stock TOTAL			202,940.65	223,828.14	20,887.48	5,763.77
Mutual Bond Funds						
969.841	Pimco Total Return Instl	07/31/09	10,351.99	10,474.28	122.29	589.79
Mutual Bond Funds TOTAL			10,351.99	10,474.28	122.29	589.79
Mutual Funds						
752.889	Harding Loevner Emerging Mkt	03/01/05	21,567.59	32,366.70	10,799.11	95.09
2310.349	Matthews Asian Growth Income Fund	09/19/03	30,579.51	36,434.20	5,854.69	1,014.27
1585.208	Vanguard Precious Metals & Mining	01/24/06	37,985.31	32,401.65	-5,583.66	475.56
Mutual Funds TOTAL			90,132.41	101,202.55	11,070.14	1,584.92
MLP PARTNERSHIP						
500	Powershares DB Mult Sec Tr Power	10/01/07	11,757.20	13,220.00	1,462.80	0.00
500	Powershares DB Mult Sec Tr Power	01/25/08	14,943.80	13,220.00	-1,723.80	0.00
MLP PARTNERSHIP TOTAL			26,701.00	26,440.00	-261.00	0.00
TOTAL			386,577.22	418,792.41	32,215.18	10,651.13