Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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: SWORD AND SPOON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 16 CHESTNUT STREET

City or town, state, and ZIP code: WINCHESTER, MA 01890

A Employer identification number: 20-7494902

B Telephone number: 781-721-5563

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) ▶$ 1,170,469.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	646,245.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,891.	4,891.		STATEMENT 1
	4 Dividends and interest from securities	10,040.	10,040.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-117,992.			STATEMENT 3
	b Gross sales price for all assets on line 6a 1,028,069.				
	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				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	543,184.	14,931.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,000.	2,500.	0.	2,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	3,250.	1,625.	0.	1,625.
	b Accounting fees				
	c Other professional fees				
	17 Interest	682.	682.	0.	0.
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,746.	0.	0.	1,746.
	22 Printing and publications	54.	0.	0.	54.
	23 Other expenses STMT 5	3,427.	2,677.	0.	750.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,159.	7,484.	0.	6,675.
	25 Contributions, gifts, grants paid	213,601.			213,601.
	26 **Total expenses and disbursements.** Add lines 24 and 25	227,760.	7,484.	0.	220,276.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	315,424.			
	b **Net investment income** (if negative, enter -0-)		7,447.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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16010211 805028 SIX4902 2009.05030 SWORD AND SPOON FOUNDATION SIX49021

3

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	403,247.	4,454.	4,454.
	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		110,266.	110,266.
	7 Other notes and loans receivable ▶ 152,510.			
	Less: allowance for doubtful accounts ▶		152,510.	152,510.
	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	600,277.	941,757.	903,239.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,003,524.	1,208,987.	1,170,469.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ MARGIN LOAN)	0.	165,047.	
	23 **Total liabilities** (add lines 17 through 22)	0.	165,047.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,003,524.	1,021,440.	
	25 Temporarily restricted		22,500.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,003,524.	1,043,940.	
	31 **Total liabilities and net assets/fund balances**	1,003,524.	1,208,987.	

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	1,003,524.
2 Enter amount from Part I, line 27a	2	315,424.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,318,948.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR OVERSTATEMENT BOOK VALUE	5	275,008.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,043,940.

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	FIDELITY INVESTMENTS SEE ATTACHED	P	VARIOUS	VARIOUS
b	3474 SH AFFILIATED MANAGERS GROUP	P	VARIOUS	VARIOUS
c	TREASURY BILL	P	VARIOUS	VARIOUS
d	TREASURY BILL	P	VARIOUS	VARIOUS
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	529,339.		476,784.	52,555.
b	221,501.		392,272.	-170,771.
c	147,000.		147,001.	-1.
d	130,000.		130,004.	-4.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				52,555.
b			391,698.	-170,771.
c			147,001.	-1.
d			130,004.	-4.
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** -118,221.

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	192,098.	551,581.	.348268
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.348268
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	.348268
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	712,281.
5 Multiply line 4 by line 3	5	248,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	74.
7 Add lines 5 and 6	7	248,139.
8 Enter qualifying distributions from Part XII, line 4	8	220,276.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	149.
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	149.
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	149.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	149.
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 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SIXSEEDS.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶781-721-5563

Located at ▶16 CHESTNUT STREET, WINCHESTER, MA ZIP+4 ▶01890

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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 [X] 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 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] 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
JOHN KINGSTON 16 CHESTNUT STREET WINCHESTER, MA 01890	PRESIDENT 2.00	0.	0.	0.
JEAN KINGSTON 16 CHESTNUT STREET WINCHESTER, MA 01890	CLERK 2.00	0.	0.	0.
BRADLEY CRATE 900 CUMMINGS CTR, STE 211U BEVERLY , MA 01915	TREASURER 5.00	5,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	627,041.
b	Average of monthly cash balances		1b	96,087.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	723,128.
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	723,128.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	10,847.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	712,281.
6	**Minimum investment return** Enter 5% of line 5		6	35,614.

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	35,614.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 149.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	149.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	35,465.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	35,465.
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	35,465.

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	220,276.
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	220,276.
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	220,276.

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				35,465.
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				
b From 2005				
c From 2006				
d From 2007				
e From 2008 164,519.				
f Total of lines 3a through e	164,519.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 220,276.				
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				35,465.
e Remaining amount distributed out of corpus	184,811.			
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	349,330.			
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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	349,330.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 164,519.				
e Excess from 2009 184,811.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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).)

JOHN KINGSTON

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

NONE

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

Check here ▶ [X] 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 of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total			▶ 3a	213,601.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,891.	
4 Dividends and interest from securities			14	10,040.	
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			14	-117,992.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-103,061.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -103,061.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 2/15/11 — Title

Paid Preparer's Use Only

Preparer's signature — Date 2/11/11 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: ANTHONY & DODGE P.C. 75 RAILROAD AVENUE S. HAMILTON, MA 01982-2218

EIN

Phone no.

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
SWORD AND SPOON FOUNDATION	20-7494902

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. .. . . ▶ $ ________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: SWORD AND SPOON FOUNDATION

Employer identification number: 20-7494902

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN KINGSTON 16 CHESTNUT STREET WINCHESTER, MA 01890	$ 283,133.	Person [X] Payroll [X] Noncash [X] (Complete Part II if there is a noncash contribution)
2	FIDELITY CHARITABLE GIFT FUND P.O. BOX 770001 CINCINNATI, OH 45277	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	HOUSTON CHRISTIAN FOUNDATION ONE RIVERWAY, SUITE 800 HOUSTON, TX 77056	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	CORNERSTONE ADVISORS INC 7272 E. INDIAN SCHOOL ROAD , SUITE 400 SCOTTSDALE, AZ 85251	$ 7,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	KINGSTON CHARITABLE FOUNDATION 16 CHESTNUT STREET WINCHESTER, MA 01890	$ 340,612.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: SWORD AND SPOON FOUNDATION

Employer identification number: 20-7494902

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,404 SH AFFILIATED MANAGERS GROUP	$ 223,133.	VARIOUS
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
SWORD AND SPOON FOUNDATION	20-7494902

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE SIXSEEDS FOUNDATION	**Employer identification number** 20-7494902
	Number, street, and room or suite no If a P.O. box, see instructions 16 CHESTNUT STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINCHESTER, MA 01890	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[X] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶
  Telephone No. ▶ FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______, and ending ______

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print			
File by the extended due date for filing the return See instructions	Name of Exempt Organization THE SIXSEEDS FOUNDATION		**Employer identification number** 20-7494902
	Number, street, and room or suite no. If a P O box, see instructions 16 CHESTNUT STREET	-	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions WINCHESTER, MA 01890		

Check type of return to be filed (File a separate application for each return)

[ ] Form 990 [X] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [ ] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ THE ORGANIZATION 16 CHESTNUT STREET - WINCHESTER, MA 01890

Telephone No ▶ 781-721-5563 FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning ____ , and ending ____

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
UNABLE TO COMPILE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN AT THIS TIME.

8a	If this application is for Form 990 BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/13/10

923832
05-26-09

09210813 805028 SIX4902 2009.04011 THE SIXSEEDS FOUNDATION SIX49021

THE SIXSEEDS FOUNDATION

FIRST AMENDMENT TO INDENTURE OF TRUST

On this 10th day of June, 2009, we, John Kingston III and Jean Yih Kingston, both of Winchester, Massachusetts, being the sole serving Trustees under the Indenture of Trust instrument dated July 30th, 2007, between John Kingston III as Donor and Jean Yih Kingston and John Kingston III as Trustees (the "Trust Instrument"), pursuant to the power reserved to us under Article Fifth of the Trust Instrument, do hereby amend said Trust Instrument as follows:

FIRST: I hereby amend said Trust by striking out ARTICLE FIRST, "Name", and substituting for said article, in its entirety, the following new Article First:

"ARTICLE FIRST: Name. Effective as of July 1, 2009, this Trust Instrument shall be known as and may be referred to as "THE SWORD AND SPOON FOUNDATION" (hereinafter sometimes called the "Foundation")."

SECOND: I hereby amend said Trust by striking out ARTICLE THIRD, "Administration and Investment", and substituting for said article, in its entirety, the following new Article Third:

"ARTICLE THIRD: Administration and Investment. In the administration of the trust hereby created, the Trustees shall have the following powers and authorities which may be exercised by the Trustees in their discretion, but only in a fiduciary capacity and only to the extent the same would not result in loss of the Foundation's status as a qualified tax-exempt organization under 501(c)(3) of the Code, and which shall be supplementary to the powers conferred on Trustees by law:

A. Retention of Property. To retain any property of any kind received hereunder without regard to diversification and without being restricted to property authorized by law for trust investment;

B. Sale or Disposition of Property. To sell, give any option to buy, exchange or otherwise dispose of any property at any time held hereunder, on such terms for cash or credit, secured or unsecured, and in such manner as may be deemed advisable;

C. Investments. To invest and reinvest in such securities and other property, real or personal, including, but without limitation, bonds, notes, mortgages, and other obligations, preferred and common stocks, partnerships, investment trusts or companies and common or collective trust funds, as may be deemed advisable, whether or not such securities or other property be of the character authorized by law for trust investment and without regard to diversification;

D. Management of Real Estate. To operate, maintain, alter, improve, subdivide, partition, mortgage and lease for any term (whether or not longer than the probable duration of the trust) any real property held hereunder, without the license or approval of any court;

E. Business and Financial Entities. To consent to or to participate in dissolutions, reorganizations or other changes or actions affecting property held hereunder; to extend, modify or waive the terms of any bond, mortgage or other obligation; to exercise all option, conversion, subscription, voting and other rights pertaining to any property; and to grant proxies and to delegate discretionary powers with respect thereto; to enter into any voting trust agreement with respect to any securities, including securities of S Corporations; and to deposit securities with, or transfer them to, protective committees, voting trusts or similar bodies, whether or not the respective terms thereof may extend beyond the term of the trust;

F. Hold Property As Nominee. To hold trust property in the name of a nominee or in unregistered or bearer form; to determine what shall be charged or credited to income and what to principal in such manner as shall fairly accord with the law of trusts prevailing in the Commonwealth of Massachusetts from time to time except that income from my probate residuary estate, when received by the Trustees, shall be treated as income of the trusts in all events;

G. Settlement of Claims. To settle, compromise, adjust or refer to arbitration or enter into or maintain litigation to resolve any claim which may be asserted on behalf of or against the trust;

H. Employment and Payment of Agents. To employ and pay the compensation (which may be in addition to the regular compensation of the Trustees) of such attorneys, accountants, agents, custodians or investment counsel as may be deemed advisable, including one who may be a Trustee hereunder or a firm or corporation in which a Trustee is interested or employed;

I. Delegation of Powers. To delegate from time to time to each other or to third parties either discretionary or non-discretionary duties and powers, except as elsewhere prohibited herein; and specifically, but without limitation, to delegate investment authority to investment counsel upon such terms and conditions, including full discretion, as may be deemed appropriate;

J. Additions to Trust Property. To receive additions to the trust by gift, will, as proceeds of life insurance or otherwise, and to hold, administer and dispose of the same under the provisions hereof; and

K. Borrowing and Lending. To borrow or lend money with or without security, to mortgage or pledge any property as collateral, to determine the terms and manner of doing so, to make contracts and covenants, and to execute and deliver all appropriate instruments connected therewith."

THIRD: In all other respects, the provisions of the Trust Instrument are ratified and affirmed.

IN WITNESS WHEREOF, the undersigned have assigned and sealed this First Amendment to Indenture of Trust as of the day and year first above written.

John Kingston III, Trustee

~~Jean~~ Yih Kingston [redacted] Trustee

Commonwealth of Massachusetts

County of Essex

On this 10th day of June, 2009, before me, the undersigned notary public, personally appeared John Kingston III, proved to me through satisfactory evidence of identification, being (check whichever applies): _ driver's license or other state or federal governmental document bearing a photographic image, _ oath or affirmation of a credible witness known to me who knows the above signatory, or ✓ my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him as Trustee voluntarily for its stated purpose.

Notary Public

JOAN M. KERSHAW, Notary Public

My Commission Expires: My Commission Expires Aug. 21, 2009

Print Notary Public's Name: Joan M. Kershaw

Commonwealth of Massachusetts

County of Essex

On this 10th day of June, 2009, before me, the undersigned notary public, personally appeared Jean Yih Kingston, proved to me through satisfactory evidence of identification, being (check whichever applies): _ driver's license or other state or federal governmental document bearing a photographic image, _ oath or affirmation of a credible witness known to me who knows the above signatory, or ✓ my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by her as Trustee voluntarily for its stated purpose.

Joan M. Kershaw

Notary Public

JOAN M. KERSHAW, Notary Public

My Commission Expires: My Commission Expires Aug. 21, 2009

Print Notary Public's Name: Joan M. Kershaw

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS	13.
LOAN INTEREST RECEIVABLE	4,878.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,891.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	9,854.	0.	9,854.
UBS	186.	0.	186.
TOTAL TO FM 990-PF, PART I, LN 4	10,040.	0.	10,040.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY INVESTMENTS SEE ATTACHED				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
529,339.	476,784.	0.	0.	52,555.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3474 SH AFFILIATED MANAGERS GROUP				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
221,501.	392,272.	0.	0.	-170,771.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TREASURY BILL				PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
147,000.	147,001.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TREASURY BILL	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,000.	130,004.	0.	0.	-4.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY LT CAP GAINS DISTRIBS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
229.	0.	0.	0.	229.

NET GAIN OR LOSS FROM SALE OF ASSETS	-117,992.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-117,992.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,250.	1,625.	0.	1,625.
TO FM 990-PF, PG 1, LN 16A	3,250.	1,625.	0.	1,625.

Fidelity INVESTMENTS

THE SIXSEEDS FOUNDATION
JOHN KINGSTON III
701 N 1ST ST STE 3000
SAN JOSE CA 95112-6304

Customer Service: 617-217-2772

Additional Information

Amount

This detail information is not reported to the IRS. It may assist you in tax return preparation.

Short-Term Realized Gain/Loss..52,554.99

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
ISHARES IBOXX $ INVESTOP INVESTMENT /464287242						
05/01/09	09/03/09	470.000	49,376.55	45,083.69	f	4,292.86
ISHARES TR S&P GLOBAL TELECOMMUNICATIONS/464287275						
02/06/09	09/03/09	300.000	15,174.81	14,203.80	f	971.01
02/06/09	09/03/09	471.000	23,813.61	22,299.97	f	1,513.64
		USD Subtotal	38,988.42	36,503.77		
ISHARES TR S&P GLOBAL HEALTHCARE SECTOR /464287325						
02/06/09	06/02/09	820.000	35,546.74	36,417.51	f	870.77-
ISHARES TR S&P GLOBAL FINLS SECTOR INDEX/464287333						
02/06/09	05/01/09	1,252.000	41,584.36	36,450.73	f	5,133.63
ISHARES TR S&P GLOBAL ENERGY SECTOR /464287341						
02/06/09	09/03/09	1,229.000	39,106.75	36,312.53	f	2,794.22
ISHARES BARCLAYS 1-3 YEAR TREASURY BD FD/464287457						
09/03/09	12/01/09	423.000	35,439.75	35,502.21	f	62.46-
ISHARES TR S&P/CITIGROUP 1-3 YR INTL /464288125						
02/19/09	06/02/09	338.000	35,015.90	31,989.30	f	3,026.60
ISHARES BARCLAYS 3-7 YR TREAS BD FD /464288661						
09/03/09	12/01/09	106.000	11,994.31	11,899.40	f	94.91
ISHARES TR MSCI EAFE VALUE INDEX FD /464288877						
02/06/09	06/02/09	555.000	25,043.39	20,234.19	f	4,809.20
02/06/09	09/03/09	444.000	21,348.66	16,187.35	f	5,161.31
		USD Subtotal	46,392.05	36,421.54		
POWERSHARES GLOBAL EXCHANGE TRADED FD TR/73936T573						
02/06/09	02/19/09	1,680.000	33,599.81	36,210.96	f	2,611.15-
SPDR INDEX SHS FDS MSCI ACWI EX-US ETF /78463X848						
09/03/09	12/01/09	875.000	27,907.84	24,911.24	f	2,996.60
VANGUARD EMERGING MKTS VIPERS /922042858						
02/06/09	05/01/09	1,538.000	43,309.88	36,450.37	f	6,859.51
VANGUARD INTL EQUITY INDEX FD INC /922042874						
02/06/09	09/03/09	1,036.000	47,544.75	36,436.12	f	11,108.63
VANGUARD INDEX FDS FORMERLY VANGUARD /922908553						
02/06/09	09/03/09	100.000	3,654.97	3,038.79	f	616.18

2009 Supplemental Information

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Fidelity INVESTMENTS

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701 N 1ST ST STE 3000
SAN JOSE CA 95112-6304

Customer Service: 617-217-2772

Detail Information — Short-Term Realized Gain/Loss

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation						
VANGUARD INDEX FDS FORMERLY VANGUARD /922908553						
02/06/09	09/03/09	1,091.000	39,876.98	33,155.91	f	6,721.07
		USD Subtotal	43,531.95	36,194.70		

Short-Term Realized Gain	56,099.37
Short-Term Realized Loss	3,544.38-
Short-Term Realized Disallowed Loss	0.00
Total Short-Term Realized Gain/Loss	**52,554.99**

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

To see the interactive *Helpful Hints for Completing Form 1040, Schedule D*, visit **Fidelity.com/ScheduleD.**

Important Tax Return Document Enclosed

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	2,677.	2,677.	0.	0.
ADMINISTRATIVE SUPPORT	750.	0.	0.	750.
TO FORM 990-PF, PG 1, LN 23	3,427.	2,677.	0.	750.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INVESTMENTS	380,608.	420,242.
UBS INVESTMENTS	561,149.	482,997.
TOTAL TO FORM 990-PF, PART II, LINE 10B	941,757.	903,239.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SIX SEEDS, INC 600 MAIN STREET WINCHESTER, MA 01890	SAME BOARD OF DIRECTORS OPERATIONS	PUBLIC CHARITY	173,928.
BARRIO LOGAN COLLEGE INSTITUTE 1807 MAIN STREET SAN DIEGO, CA 92113	OPERATIONS	PUBLIC CHARITY	1,500.
LEADERSHIP CONNECTION 1717 N CALIFORNIA BLVD WALNUT CREEK, CA 94596	OPERATIONS	PUBLIC CHARITY	6,741.
IMPACT FOR LIVING 4653 SW 105TH DRIVE GAINSVILLE, FL 32608	OPERATIONS	PUBLIC CHARITY	1,000.
INTERVARSITY CHRISTIAN FELLOWSHIP PO BOX 7895 MADISON, WI 53707	OPERATIONS	PUBLIC CHARITY	13,600.
LEXINGTON CHRISTIAN ACADEMY 450 WEST REYNOLDS ROAD LEXINGTON, KY 40503	OPERATIONS	PUBLIC CHARITY	300.
PATHNORTH 1717 RHODE ISLAND AVE NW WASHINGTON, DC 20036	OPERATIONS	PUBLIC CHARITY	1,000.
PMC JIMMY FUND 77 FOURTH AVE NEEDHAM, MA 02494	OPERATIONS	PUBLIC CHARITY	250.

WEDGEWOOD CIRCLE INSTITUTE 5272 LYNGATE COURT BURKE, VA 22015	OPERATIONS	PUBLIC CHARITY	3,750.
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063	OPERATIONS	PUBLIC CHARITY	6,332.
CLARKE SCHOOL FOR THE DEAF 1 WHITMAN ROAD CANTON, MA 02021	OPERATIONS	PUBLIC CHARITY	200.
FOCUS PO BOX 1027 NEW CANAAN, CT 06840	OPERATIONS	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			213,601.