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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation PLANETARY METAMORPHOSIS FOUNDATION		A Employer identification number 13-4137070
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	B Telephone number 508-748-0800
City or town, state, and ZIP code MARION, MA 02738-1570		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 396,988.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	13,164.	13,164.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,196.			
	b Gross sales price for all assets on line 6a	196,227.			
	7 Capital gain net income (from Part IV, line 2)		13,196.		
	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	26,360.	26,360.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 2	2,375.	1,188.	1,187.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 3	438.	438.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4	3,512.	3,266.	238.
	24 Total operating and administrative expenses. Add lines 13 through 23		6,325.	4,892.	1,425.
	25 Contributions, gifts, grants paid		23,114.		23,114.
26 Total expenses and disbursements. Add lines 24 and 25		29,439.	4,892.	24,539.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,079.>			
b Net investment income (if negative, enter -0-)			21,468.		
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		28,340.	17,310.	17,310.
	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	274,998.	229,868.	270,765.
	c	Investments - corporate bonds	STMT 7	58,410.	111,543.	108,485.
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 ▶ STATEMENT 8)		480.	428.	428.	
16	Total assets (to be completed by all filers)		362,228.	359,149.	396,988.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		362,228.	359,149.	
	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		362,228.	359,149.		
31	Total liabilities and net assets/fund balances		362,228.	359,149.		

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	362,228.
2	Enter amount from Part I, line 27a	2	<3,079.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	359,149.
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	359,149.

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 SEE ATTACHED STATEMENT B		P		
b SEE ATTACHED STATEMENT B		P		
c CAPITAL GAIN DISTRIBUTION THROUGH FIDELITY				
d INVESTMENTS		P		
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 44,874.		54,806.	<9,932.>
b 150,414.		128,225.	22,189.
c			
d 939.			939.
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			<9,932.>
b			22,189.
c			
d			939.
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	13,196.
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))
2010	32,109.	400,058.	.080261
2009	29,435.	376,559.	.078168
2008	99,409.	597,117.	.166482
2007	93,320.	760,119.	.122770
2006	148,269.	679,661.	.218151

2 Total of line 1, column (d)	2	.665832
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	.133166
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	432,484.
5 Multiply line 4 by line 3	5	57,592.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	215.
7 Add lines 5 and 6	7	57,807.
8 Enter qualifying distributions from Part XII, line 4 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.	8	24,539.

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	429.
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	429.
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	429.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,148.	
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	1,148.	
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	719.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 719. Refunded <input type="checkbox"/>	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
c 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?	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	X	
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	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 2011 or the taxable year beginning in 2011 (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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>RAICH ENDE MALTER & CO. LLP</u> Telephone no. ► <u>212-695-7003</u> Located at ► <u>475 PARK AVE SOUTH 31ST FL, NEW YORK, NY</u> ZIP+4 ► <u>10016</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011) <u>N/A</u>	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 2011?	4b	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 C/O BALDWIN BROTHERS, 204 SPRING STREET MARION, MA 027381570	DIRECTOR - PRESIDENT 10.00	0.	0.	0.
MICHAEL BALDWIN C/O BALDWIN BROTHERS, 204 SPRING STREET MARION, MA 027381570	DIRECTOR - VICE PRESIDENT 10.00	0.	0.	0.
THOMAS V. RUTA C/O BEHAN, LING & RUTA, 475 PARK AVENUE NEW YORK, NY 10016	DIR - SECRETARY/ TREASURER 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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	394,944.
b	Average of monthly cash balances	1b	44,126.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	439,070.
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	439,070.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,586.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	432,484.
6	Minimum investment return. Enter 5% of line 5	6	21,624.

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	21,624.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	429.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	429.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,195.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,195.
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	21,195.

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	24,539.
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	24,539.
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	24,539.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				21,195.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	115,428.			
b From 2007	56,806.			
c From 2008	69,749.			
d From 2009	10,629.			
e From 2010	12,358.			
f Total of lines 3a through e	264,970.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	24,539.			
a Applied to 2010, 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 2011 distributable amount				21,195.
e Remaining amount distributed out of corpus	3,344.			
5 Excess distributions carryover applied to 2011 (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:	268,314.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	115,428.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	152,886.			
10 Analysis of line 9:				
a Excess from 2007	56,806.			
b Excess from 2008	69,749.			
c Excess from 2009	10,629.			
d Excess from 2010	12,358.			
e Excess from 2011	3,344.			

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				
AMERICAN CANCER SOCIETY INC 250 WILLIAMS ST NW STE 400 ATLANTA, GA 30303	PUB. CHARITY	EXEMPT	SEE STATEMENT # 5	500.
MARION INSTITUTE 202 SPRING STREET MARION, MA 02738-1570	PUB. CHARITY	EXEMPT	SEE STATEMENT # 5	21,866.
THE GLOBAL GIVING FOUNDATION 14011 SE 49TH PL BELLEVUE, WA 98006	PUB. CHARITY	EXEMPT	SEE STATEMENT # 5	250.
WORLD VISION INC PO BOX 9716 FEDRAL WAY, WA 98063-9716	PUB. CHARITY	EXEMPT	SEE STATEMENT # 5	498.
Total			3a	23,114.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS AS NOMINEE	2,798.	0.	2,798.
FIDELITY INVESTMENTS AS NOMINEE	10,366.	0.	10,366.
TOTAL TO FM 990-PF, PART I, LN 4	13,164.	0.	13,164.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,375.	1,188.		1,187.	
TO FORM 990-PF, PG 1, LN 16B	2,375.	1,188.		1,187.	

FORM 990-PF	TAXES		STATEMENT		3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	188.	188.			0.
NYS TAX	250.	250.			0.
TO FORM 990-PF, PG 1, LN 18	438.	438.			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	3,256.	3,256.		0.
FILING FEE	100.	0.		100.
BANK CHARGES	13.	0.		13.
NEWSPAPER AD	125.	0.		125.
NON-DEDUCTIBLE EXPENSES	8.	0.		0.
INTEREST EXPENSES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	3,512.	3,266.		238.

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.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE STATEMENT A	14,700.	17,948.
COMMON STOCK - SEE STATEMENT A	215,168.	252,817.
TOTAL TO FORM 990-PF, PART II, LINE 10B	229,868.	270,765.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL BOND FUNDS - SEE STATEMENT A	83,173.	78,134.
CORPORATE BONDS - SEE STATEMENT A	9,855.	10,454.
FOREIGN BONDS - SEE STATEMENT A	18,515.	19,897.
TOTAL TO FORM 990-PF, PART II, LINE 10C	111,543.	108,485.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS & INTEREST RECEIVABLE	480.	428.	428.
TO FORM 990-PF, PART II, LINE 15	480.	428.	428.

STATEMENT A

Portfolio Evaluation for
Planetary Metamorphosis Foundation
December 31, 2011 479-213853

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
Cash and Equivalents						
	Fidelity Fund		17,310.00	17,310.00		1.55
Corporate Bonds						
10,000	Goldman Sachs Group Inc 6.25% Due 09-01-17	1/6/2009	9,855.00	10,454.40	599.40	625.00
Foreign Bonds						
17,000	Intl Finance Corp GMTN 09.25 (BRL) 9.25% Due 03-15-13	10/13/2009	9,762.72	9,205.20	(557.52)	1,572.50
10,000	New South Wales Treasury Bond AUD 5.5% Due 08-01-14	9/14/2009	8,752.52	10,691.30	1,938.78	550.00
Foreign Bonds TOTAL			18,515.24	19,896.50	1,381.26	2,122.50
Mutual Bond Funds						
1,919.389	Pimco Emerging Local Bond Fund	10/18/2010	21,663.43	19,289.86	(2,373.57)	977.45
1,859.834	TCW Core Fixed Income I	9/6/2011	20,414.97	20,142.00	(272.97)	706.74
1,978.157	TCW Emerging Mkts Loc Cur Inc-I	5/9/2011	20,728.98	18,515.55	(2,213.43)	1,206.68
1,823.544	Vanguard GNMA	11/3/2011	20,365.31	20,186.63	(178.68)	643.80
Mutual Bond Funds TOTAL			83,172.69	78,134.04	(5,038.65)	3,534.67
Common Stock						
175	Anheuser Busch Cos Inc	7/7/2011	10,323.70	10,673.25	349.55	169.81

STATEMENT A

Portfolio Evaluation for
Planetary Metamorphosis Foundation
December 31, 2011 479-213853

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
Energy						
150	Exxon Mobil Corp	1/18/2011	11,798.51	12,714.00	915.49	282.00
100	Occidental Petroleum Corp	2/22/2010	8,050.64	9,370.00	1,319.36	216.00
			19,849.15	22,084.00	2,234.85	498.00
Financials						
750	Annaly Capital Management	2/11/2008	15,500.63	11,970.00	(3,530.63)	1,710.00
100	Berkshire Hathaway Del Cl B New	3/21/2011	8,450.64	7,630.00	(820.64)	0.00
			23,951.27	19,600.00	(4,351.27)	1,710.00
Health Care						
200	Abbott Labs	6/9/2011	10,398.73	11,246.00	847.27	408.00
Industrials						
300	Danaher Corp	5/19/2005	8,112.82	14,112.00	5,999.18	30.00
Information tech						
100	Broadcom Corp Cl A	3/14/2011	4,040.01	2,936.00	(1,104.01)	40.00
125	Broadcom Corp Cl A	3/24/2011	5,111.30	3,670.00	(1,441.30)	50.00
225	Broadcom Corp Cl A		9,151.31	6,606.00	(2,545.31)	90.00
150	Check Point Software Tech	3/4/2011	7,475.93	7,881.00	405.07	0.00
15	Google Inc. A	10/9/2009	7,812.18	9,688.50	1,876.32	0.00
150	Microsoft Corp Wash	9/28/2009	3,904.47	3,894.00	(10.47)	120.00
150	Microsoft Corp Wash	11/5/2009	4,311.23	3,894.00	(417.23)	120.00
300	Microsoft Corp Wash		8,215.70	7,788.00	(427.70)	240.00
			32,655.12	31,963.50	(691.62)	330.00

STATEMENT A

Portfolio Evaluation for
Planetary Metamorphosis Foundation
December 31, 2011 479-213853

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
Materials						
150	SPRD@ Gold Trust	7/17/2008	14,312.86	22,798.50	8,485.64	7.50
450	Silver Trust iShares	7/16/2008	8,381.03	12,123.00	3,741.97	0.00
			22,693.89	34,921.50	12,227.61	7.50
Telecommunication						
275	Telenor AS Shs	2/23/2011	4,409.16	4,520.40	111.24	236.50
225	Telenor AS Shs	11/3/2011	3,958.09	3,698.51	(259.58)	193.50
500	Telenor AS Shs		8,367.25	8,218.91	(148.34)	430.00
100	Verizon Communications	3/11/2011	3,617.38	4,012.00	394.62	200.00
150	Verizon Communications	3/24/2011	5,593.93	6,018.00	424.07	300.00
250	Verizon Communications		9,211.31	10,030.00	818.69	500.00
300	i Shr S&P Global Telecom	7/23/2010	15,688.82	16,738.20	1,049.38	910.02
			33,267.38	34,987.11	1,719.73	1,840.02
2,000	Alerian	11/3/2011	31,802.32	33,240.00	1,437.68	1,998.21
1,000	Tortoise Energy Infrastructure	12/31/2004	22,113.52	39,990.00	17,876.48	2,230.00
	Common Stock TOTAL		215,167.90	252,817.36	37,649.46	9,221.54
Mutual Funds						
1,190.96	Matthews Asian Growth Income Fund	9/19/2003	14,700.20	17,947.77	3,247.57	565.48

Portfolio Evaluation for
 Planetary Metamorphosis Foundation
 December 31, 2011 479-213853

STATEMENT A

Quantity	Security Description	Purchase Date	Original Cost	Current Value	Gain/(-Loss)	Annual Income
TOTAL PORTFOLIO VALUE						
			358,721.03	396,560.07	37,839.04	16,070.74

Baldwin Brothers Inc.
Realized Gains and Losses
Planetary Metamorphosis Foundation
479-213853
13-4137070
January 1, 2011 - December 31, 2011

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
12/10/2009	1/18/2011	10,000.00	Toyota Motor Credit Corp SER MTN 06.37 6.380% Due 01-18-11	9,375.82	9,880.00		504.18
12/6/2007	1/27/2011	56.32	Matthews Asian Growth Income Fund	1,137.70	1,014.92		(122.78)
12/6/2007	1/27/2011	59.02	Matthews Asian Growth Income Fund	1,192.17	1,063.50		(128.67)
12/6/2007	1/27/2011	1.68	Matthews Asian Growth Income Fund	33.93	30.27		(3.66)
6/25/2008	1/27/2011	43.20	Matthews Asian Growth Income Fund	766.84	778.50		11.66
6/25/2008	1/27/2011	26.81	Matthews Asian Growth Income Fund	475.81	483.04		7.23
6/25/2008	1/27/2011	3.37	Matthews Asian Growth Income Fund	59.81	60.73		0.92
12/9/2010	1/27/2011	36.24	Matthews Asian Growth Income Fund	640.07	653.12	13.05	
12/9/2010	1/27/2011	30.88	Matthews Asian Growth Income Fund	545.38	556.49	11.11	
6/24/2010	1/27/2011	26.53	Matthews Asian Growth Income Fund	425.21	478.00	52.79	
12/9/2009	1/27/2011	31.95	Matthews Asian Growth Income Fund	500.29	575.69		75.40
12/7/2004	1/27/2011	32.06	Matthews Asian Growth Income Fund	498.15	577.65		79.50
12/7/2004	1/27/2011	31.21	Matthews Asian Growth Income Fund	485.02	562.42		77.40
6/30/2004	1/27/2011	18.15	Matthews Asian Growth Income Fund	257.68	326.99		69.31
6/25/2009	1/27/2011	36.47	Matthews Asian Growth Income Fund	491.95	657.15		165.20
12/8/2003	1/27/2011	15.32	Matthews Asian Growth Income Fund	201.29	276.05		74.76
12/8/2003	1/27/2011	8.94	Matthews Asian Growth Income Fund	117.42	161.03		43.61
12/8/2003	1/27/2011	11.44	Matthews Asian Growth Income Fund	150.32	206.15		55.83
9/19/2003	1/27/2011	751.29	Matthews Asian Growth Income Fund	9,316.03	13,538.30		4,222.27
12/14/2007	1/27/2011	5.26	Harding Loevner Emerging Mkt	303.41	265.99		(37.42)
12/14/2007	1/27/2011	33.58	Harding Loevner Emerging Mkt	1,936.23	1,697.47		(238.76)
12/14/2007	1/27/2011	1.40	Harding Loevner Emerging Mkt	80.89	70.92		(9.97)
12/17/2010	1/27/2011	3.04	Harding Loevner Emerging Mkt	152.50	153.42	0.92	
12/18/2009	1/27/2011	2.28	Harding Loevner Emerging Mkt	94.80	115.00		20.20
3/1/2005	1/27/2011	310.53	Harding Loevner Emerging Mkt	8,374.94	15,697.20		7,322.26
2/22/2010	3/3/2011	300.00	Cisco Systems Inc	7,322.30	5,548.34		(1,773.96)
2/22/2010	3/22/2011	150.00	Johnson & Johnson	9,548.62	8,807.65		(740.97)
5/19/2005	4/11/2011	200.00	Danaher Corp	5,408.55	10,296.56		4,888.01
7/16/2008	5/4/2011	300.00	Silver Trust IShares	5,587.36	11,971.72		6,384.36
9/22/2010	5/19/2011	150.00	Market Vectors Gold Miners	8,514.97	8,283.62	(231.35)	
1/8/2010	6/2/2011	500.00	Natura Cosmetics SA	10,603.00	13,081.50		2,478.50
4/14/2010	8/1/2011	5.00	Itau Unibanco	113.01	100.71		(12.30)
10/28/2010	8/1/2011	75.00	Itron Inc	4,643.63	3,170.44	(1,473.19)	
9/7/2010	8/1/2011	75.00	Itron Inc	4,382.32	3,170.44	(1,211.88)	
4/14/2010	8/1/2011	345.00	Itau Unibanco	7,797.72	6,929.82		(867.90)
4/29/2008	8/18/2011	500.00	ABB Ltd	15,146.65	10,028.20		(5,118.45)
5/2/2011	9/19/2011	150.00	E M C Corp MA	4,296.84	3,328.61	(968.23)	
3/23/2011	9/19/2011	150.00	E M C Corp MA	3,998.23	3,328.61	(669.62)	
3/8/2011	9/23/2011	250.00	Sensata Technologies Holding N.V.	8,267.20	7,260.99	(1,006.21)	
12/9/2010	10/3/2011	0.11	Matthews Asia Small Companies Fund	2.27	1.76	(0.51)	
12/9/2010	10/3/2011	5.12	Matthews Asia Small Companies Fund	107.21	83.22	(23.99)	
12/9/2010	10/3/2011	3.13	Matthews Asia Small Companies Fund	65.58	50.91	(14.67)	
10/18/2010	10/3/2011	730.99	Matthews Asia Small Companies Fund	15,000.00	11,893.27	(3,106.73)	
9/25/2009	10/4/2011	100.00	IShares Tr NASDAQ Biotechnology	8,087.42	8,799.77		712.35
3/1/2005	10/4/2011	372.06	Harding Loevner Emerging Mkt	10,034.46	14,543.82		4,509.36
12/18/2008	10/4/2011	27.78	Harding Loevner Emerging Mkt	742.86	1,085.96		343.10
3/2/2006	10/4/2011	200.00	Schlumberger	11,982.77	11,180.61		(802.16)
1/21/2011	12/29/2011	50.00	The Mosaic Company	3,764.83	2,460.69	(1,304.14)	
				183,031.46	195,287.22	(9,932.65)	22,188.41
			Total Long	128,225.22	150,413.63		22,188.41
			Total Short	54,806.24	44,873.59	(9,932.65)	
				(0.00)	-	-	(0.00)

STATEMENT B