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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

THE VIRGINIA WELLINGTON CABOT FOUNDATION
CO CABOT-WELLINGTON LLC

A Employer identification number

04-6728351

Number and street (or P O box number if mail is not delivered to street address)

70 FEDERAL STREET

Room/suite

7TH FL

B Telephone number (see page 10 of the instructions)

(617) 451-1744

City or town, state, and ZIP code

BOSTON, MA 02110

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) \$ 34,955,494.

J Accounting method

☐ Cash☐ Accrual☒ Other (specify)

MODIFIED CASH

(Part I, column (d) must be on cash basis)

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 ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	94.	94.	0.	ATCH 1
4	Dividends and interest from securities	182,368.	533,743.	0.	ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-311,521.			
b	Gross sales price for all assets on line 6a	5,611,234.			
7	Capital gain net income (from Part IV, line 3)		357,648.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-129,059.	891,485.	0.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	2,091.	0.	0.	2,091.
b	Accounting fees (attach schedule) ATCH 4	37,550.	0.	0.	37,550.
c	Other professional fees (attach schedule) *	379,833.	76,271.	0.	303,562.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	32,232.	10,213.	0.	0.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	21,187.	0.	0.	21,187.
21	Travel, conferences, and meetings	9,980.	0.	0.	9,980.
22	Printing and publications	2,792.	0.	0.	2,792.
23	Other expenses (attach schedule) ATCH 7	11,432.	412,455.	0.	11,226.
24	Total operating and administrative expenses. Add lines 13 through 23	497,097.	498,939.	0.	388,388.
25	Contributions, gifts, grants paid	903,943.			903,943.
26	Total expenses and disbursements. Add lines 24 and 25	1,401,040.	498,939.	0.	1,292,331.
27	Subtract line 26 from line 12	-1,530,099.			
a	Excess of revenue over expenses and disbursements		392,546.		
b	Net investment income (if negative, enter -0-)			0.	
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA ** ATCH 6

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		84,600.	79,860.	79,860.
	2	Savings and temporary cash investments		1,832,291.	1,301,788.	1,301,788.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) **	2,310,780.	0.	0.	
	b	Investments - corporate stock (attach schedule) ATCH 9	1,709,435.	4,654,673.	4,654,673.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 10	26,553,971.	28,919,173.	28,919,173.	
14		Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	32,491,077.	34,955,494.	34,955,494.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.		
		Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	32,491,077.	34,955,494.		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> ▶				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	32,491,077.	34,955,494.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	32,491,077.	34,955,494.		

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	32,491,077.
2	Enter amount from Part I, line 27a	2	-1,530,099.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	3,994,516.
4	Add lines 1, 2, and 3	4	34,955,494.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,955,494.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	357,648.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

(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))
2009	1,267,315.	30,223,986.	0.041931
2008	2,052,203.	26,689,049.	0.076893
2007	1,716,108.	40,321,754.	0.042560
2006	1,870,240.	39,490,856.	0.047359
2005	1,846,977.	37,778,472.	0.048890
2 Total of line 1, column (d)			2 0.257633
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051527
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 33,740,901.
5 Multiply line 4 by line 3			5 1,738,567.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,925.
7 Add lines 5 and 6			7 1,742,492.
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 on page 18.			8 1,292,331.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a 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 ruling 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	7,851.
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	
3 Add lines 1 and 2		3	7,851.
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	7,851.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6 a	109,006.	
b Exempt foreign organizations-tax withheld at source	6 b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	109,006.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	101,155.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 70,000. Refunded	11	31,155.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

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 page 20 of the 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 CAB-WEL.ORG				
14	The books are in care of JOAN WHELTON, EXEC. DIR. Telephone no 617-451-1744			
	Located at 70 FEDERAL STREET BOSTON, MA ZIP + 4 02110			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, 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?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 			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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 page 22 of the instructions)	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 2010 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 2010)	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 2010?	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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		374,271.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	32,970,874.
b	Average of monthly cash balances	1b	1,283,848.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	34,254,722.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,254,722.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	513,821.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,740,901.
6	Minimum investment return. Enter 5% of line 5	6	1,687,045.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,687,045.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,851.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,851.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,679,194.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,679,194.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,679,194.

Part XII Qualifying Distributions (see page 25 of the 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	1,292,331.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,292,331.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,292,331.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,679,194.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 <u>08</u> , 20 <u>07</u> , 20 <u>06</u>				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008 232,230.				
e From 2009				
f Total of lines 3a through e	232,230.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>1,292,331.</u>				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,292,331.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	232,230.			232,230.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				154,633.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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)(ii)					
(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 page 28 of 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))

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

ATTACHMENT 14

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

REFER TO WEBSITE WWW.CABWEL.COM

c Any submission deadlines

MARCH 1, OCTOBER 1

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

BY INVITATION ONLY PLEASE SEE WEBSITE FOR DETAILS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> ATTACHMENT 15				
Total			3a	903,943.
<i>b Approved for future payment</i>				
Total			3b	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					37,347.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					470,212.	
998,161.		18,500 SHRS ISHARES S&P 100 PROPERTY TYPE: SECURITIES 1,313,685.				P	12/10/2007	11/29/2010
							-315,524.	
74,965.		3,269 SHRS MATTHEWS PAC TIGER PROPERTY TYPE: SECURITIES 49,597.				P	10/02/2003	11/24/2010
							25,368.	
149,965.		9,416 SHRS ROXBURY SMALL CAP 184,181.					12/07/2007	11/24/2010
							-34,216.	
268,636.		GARSNER RUSSO SALES PROPERTY TYPE: SECURITIES 276,123.				P	01/01/2008	07/08/2010
							-7,487.	
500,000.		ARCHIPELEGO L/S HEDGE PROPERTY TYPE: SECURITIES 500,000.				P	11/24/2007	07/01/2010
280,000.		EATON VANCE SMALL CAP CORE PROPERTY TYPE: SECURITIES 280,000.				P	12/31/2007	12/16/2010
354,665.		HIPPOCRATES PARTNERS QP PROPERTY TYPE: SECURITIES 500,000.				P	12/31/2007	12/31/2010
							-145,335.	
798,998.		NYES LEDGE OFFSORE LTD 650,000.					01/03/2006	06/15/2010
							148,998.	
496,135.		NYES EDGE HORIZON PROPERTY TYPE: SECURITIES 500,000.				P	08/01/2007	06/22/2010
							-3,865.	
1,182,150.		SEIX CREDIT DISLOCATION PROPERTY TYPE: SECURITIES 1,000,000.				P	04/30/2009	05/01/2010
							182,150.	
TOTAL GAIN (LOSS)							<u>357,648.</u>	

Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2010

Date	Charity	Amount
1/25/10	MADRE	1,000 00
1/25/10	Doctors Without Borders	1,000 00
1/27/10	Medicine Horse Center	5,000 00
1/28/10	The Waring School	500 00
1/29/10	The Fenn School	500 00
1/29/10	Friends of Friends Medical	1,000 00
1/29/10	Visiting Nurse Service	500 00
1/29/10	Amherst College Alumni Fund	500 00
1/29/10	American Near East Refugee Aid	1,000 00
1/29/10	American Near East Refugee Aid	1,000 00
2/2/10	SEEDS Project	5,000 00
2/5/10	Northeastern University	500 00
2/8/10	Fathers & Families	500 00
2/8/10	Lesley University	5,000 00
2/17/10	Island Institute	6,500 00
2/26/10	American Center of Oriental	9,725 00
3/4/10	Partners in Health	500 00
3/4/10	Purgatoire Valley Foundation	-500 00
3/9/10	Kennett Township Land Trust	5,000 00
3/15/10	Chesapeake Bay Foundation	5,000 00
4/9/10	Ringling College of Art & Desi	2,500 00
4/9/10	Doctors Without Borders	600 00
4/9/10	Doctors Without Borders	1,500 00
4/9/10	Woods Hole Oceanographic	500 00
4/14/10	Hope Worldwide Ltd	500 00
4/14/10	Culebra Range Community	5,000 00
4/22/10	Community Nursery School	2,500 00
4/28/10	Thompson Island Outward Bound	500 00
4/28/10	MADRE	1,000 00
5/4/10	Doctors Without Borders	3,600 00
5/4/10	Key Chorale, Inc	2,500 00
5/11/10	Boston Lyric Opera	500 00
5/17/10	Partners in Health	500 00
5/17/10	South Whidbey Commons	500 00
5/27/10	Purgatoire Valley Foundation	4,500 00
5/27/10	Purgatoire Valley Foundation	500 00
6/2/10	The Raymond F Kravis Center f	5,000 00
6/9/10	Buckingham Browne & Nichols	500 00
6/14/10	St Michael's College	1,500 00
6/14/10	The BELL Foundation	500 00
6/24/10	Ocean Alliance	5,000 00
7/6/10	Akshya Patra Foundation	1,000 00
7/6/10	Akshya Patra Foundation	-1,000 00
7/6/10	Akshaya Patra Foundation	1,000 00
7/6/10	Greenwich Academy	1,500 00
7/6/10	Greenwich Academy	1,999 00
7/6/10	Brookwood School	2,000 00
7/6/10	University of Vermont	3,449 00
7/19/10	Friends of Florence	4,750 00
7/21/10	Doctors Without Borders	500 00
7/21/10	REACH Prep	1,000 00

Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2010

Date	Charity	Amount
7/21/10	Brookwood School	2,350 00
8/5/10	Hurricane Island Foundation	1,000 00
9/13/10	Bard College	2,500 00
9/20/10	Max Warburg Courage Curriculum	2,500 00
9/20/10	Langley Community Club	600 00
9/27/10	Hilltop Nursery School	1,000 00
10/4/10	Hilltop Nursery School	-1,000 00
10/4/10	Hilltop Nursery School	1,000 00
10/4/10	SCOPE	2,500 00
10/13/10	Langley Community Club	-600 00
10/13/10	Langley Community Club	600 00
10/14/10	Maine Media Workshops	2,500 00
10/21/10	Camp Ondessonk	500 00
10/27/10	Farnsworth Art Museum	2,500 00
11/1/10	Sailors for the Sea	5,000 00
11/10/10	Rodman Ride for Kids, Inc	1,500 00
11/18/10	S E A Education Association	10,000 00
11/18/10	Fort Lewis College	1,000 00
12/1/10	The Fenn School	1,000 00
12/9/10	Hurricane Island Foundation	1,000 00
12/20/10	Gateway Crafts, VinFen Corp	500 00
12/20/10	Stroud Water Research Center	10,000 00
12/22/10	Huntington Theatre	3,000 00
12/22/10	Powers Music School	3,000 00
12/29/10	Lesley University	4,000 00
12/29/10	Music in the Mountains	1,760 00
12/29/10	Alternative Horizons	500 00
12/29/10	Manna--The Durango Soup Kitche	1,000 00
5/6/10	Creating Hope International	10,000 00
5/6/10	Creating Hope International	5,000 00
5/6/10	Brookwood School	10,000 00
5/6/10	Camp Dreamcatcher	10,000 00
5/6/10	Cape Cod Lighthouse	5,000 00
5/6/10	Chesapeake Bay Foundation	5,000 00
5/6/10	Community Nursery School	10,000 00
5/6/10	Hurricane Island Foundation	5,000 00
5/6/10	Kennett Township Land Trust	5,000 00
5/6/10	The Kind Foundation	8,500 00
5/6/10	The Nature Conservancy-VT chap	10,000 00
5/7/10	Omega Point Institute	5,000 00
5/7/10	Rosarian Academy	10,000 00
5/7/10	Society of the Muse of	10,000 00
5/7/10	Upper Saco Valley Land Trust	10,000 00
5/7/10	Upper Saco Valley Land Trust	10,000 00
5/7/10	Visiting Nurse Service	10,000 00
5/7/10	Wild Care, Inc	10,000 00
5/7/10	Cape Cod Academy	5,000 00
11/19/10	American Academy of Arts	5,000 00
11/19/10	Austin Bat Cave	7,500 00
11/19/10	Illinois Library System Direct	10,000 00
11/19/10	Conservatory Lab Charter	7,500 00

Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2010

Date	Charity	Amount
11/19/10	Doctors Without Borders	5,000 00
11/19/10	Family Nurturing Center of	10,000 00
11/19/10	Greater Boston Food Bank	5,000 00
11/19/10	Healing Abuse Working	10,000 00
11/19/10	Isabella Stewart Gardner	2,500 00
11/19/10	Island Heritage Trust	10,000 00
11/19/10	The Liberty School	10,000 00
11/19/10	Men Engaged in Nonviolence	5,000 00
11/19/10	Powers Music School	10,000 00
11/19/10	Ringling College of Art & Desi	5,000 00
11/19/10	Sea Education Association	10,000 00
11/19/10	Studio 7 Arts	5,000 00
11/19/10	Friends of the Swans Island	10,000 00
11/19/10	Thompson Island Outward Bound	5,000 00
11/19/10	University of Vermont	5,000 00
11/19/10	Outward Bound Inc	10,000 00
5/6/10	The Nature Conservancy	25,000 00
5/6/10	Vermont Law School	15,000 00
5/6/10	Supportive Living, Inc	10,000 00
5/6/10	Island Institute	25,000 00
5/6/10	Outdoor Explorations	20,000 00
5/6/10	EcoLogic	23,000 00
5/6/10	REACH Prep	20,000 00
5/6/10	Wellspring HOUse	25,000 00
5/6/10	Boston Landmarks Orchestra	15,000 00
5/6/10	Pingree School/Prep@Pingree	10,000 00
5/6/10	Child and Family Opportunity	15,000 00
5/6/10	The Food Project-North Shore	20,000 00
5/6/10	Carolina for Kibera	20,000 00
5/6/10	California Revels	5,000 00
5/6/10	Community Information Center	20,000 00
5/20/10	Outdoor Explorations	-20,000 00
11/19/10	Rising Tide Capital	15,000 00
11/19/10	The BELL Foundation	10,000 00
11/19/10	Grant Foundation	12,000 00
11/19/10	American Academy of Arts	15,000 00
11/19/10	Stroud Water Research Center	15,000 00
11/19/10	Homeboy Industries	10,000 00
11/19/10	Quest Adventures Inc	5,610 00
11/19/10	Gateway Crafts, VinFen Corp	12,000 00
11/19/10	Land Trust Alliance	20,000 00
11/19/10	North Branch School	10,000 00
11/19/10	Handel & Haydn Society	5,000 00
11/19/10	Hurricane Island Foundation	7,500 00
11/19/10	Peace First	10,000 00
11/19/10	Farnsworth Art Museum	9,000 00
11/19/10	National Film Preserve	15,000 00
12/1/10	Tides Foundation	17,500 00
		<u>903,943 00</u>

THE VIRGINIA WELLINGTON CABOT FOUNDATION

The Mission Statement

“The mission of the Virginia Wellington Cabot Foundation is to benefit mankind through the practice of responsible philanthropy, and to inspire, educate and unify the descendants of Tom and Virginia Cabot in that worthy cause.”

Vision Statement

“While respecting the diversity of interests and personal philanthropic passions of every member of the family, the Trustees shall give consideration in their decision-making to the viability, quality, and importance of the organizations and causes they support, and to the areas in which the foundation may, from time to time, focus its grant-making.”

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CASH & EQUIVELANTS	94.	94.	0.
TOTAL	<u>94.</u>	<u>94.</u>	<u>0.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDEND & INTEREST INCOME	127,094.	127,094.	0.
THOMAS CABOT 1994 UNITRUST (HARVARD)	29,540.	29,540.	0.
VIRGINIA CABOT 1996 UNITRUST (MIT)	25,439.	25,439.	0.
PASS-THRU FROM INVESTMENT PARTNERSHIPS	0.	351,375.	0.
CGM DIVIDEND INCOME	295.	295.	0.
TOTAL	<u>182,368.</u>	<u>533,743.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,091.	0.	0.	2,091.
TOTALS	<u>2,091.</u>	<u>0.</u>	<u>0.</u>	<u>2,091.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
WOLF & COMPANY	37,550.	0.	0.	37,550.
TOTALS	<u>37,550.</u>	<u>0.</u>	<u>0.</u>	<u>37,550.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
OFFICE ADMINISTRATION CABOT-WE	298,000.	0.	0.	298,000.
INVESTMENT MANAGEMENT FEES CAB	76,271.	76,271.	0.	0.
ADMINISTRATIVE FEES	713.	0.	0.	713.
GRANT MANAGEMENT	4,849.	0.	0.	4,849.
TOTALS	<u>379,833.</u>	<u>76,271.</u>	<u>0.</u>	<u>303,562.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAX WITHHELD-PASS-THRU	0.	9,680.	0.	0.
FOREIGN TAX WITHHELD - BOOK	2,232.	0.	0.	0.
FOREIGN TAX W/H - FIDELITY	0.	524.	0.	0.
FEDERAL EXCISE TAX EXPENSE	30,000.	0.	0.	0.
CW REAL ESTATE FUND I JAPAN WH	0.	9.	0.	0.
TOTALS	<u>32,232.</u>	<u>10,213.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MASS FILING FEE	250.	0.	0.	250.
OTHER	10,113.	0.	0.	10,113.
MEMBERSHIPS & DUES	863.	0.	0.	863.
BANK WIRE FEE	206.	206.	0.	0.
DEDUCTIONS AGAINST PORTFOLIO				
INCOME PASSTHROUGH ENTITIES				
CW VENTURE FUND I, LLC	0.	16,290.	0.	0.
CW VENTURE FUND II, LLC	0.	27,477.	0.	0.
CW VENTURE FUND III, LLC	0.	38,922.	0.	0.
CW REAL ESTATE FUND I LP	0.	26,269.	0.	0.
CW VENTURE FUND IV, LLC	0.	36,697.	0.	0.
CW REAL ESTATE FUND II	0.	15,059.	0.	0.
ADAGE CAPITAL	0.	82,174.	0.	0.
CW PRIVATE EQUITY FUND 2007	0.	82,730.	0.	0.
JK ASIAN INVESTMENT LP	0.	18,532.	0.	0.
COMMONFUND CAPITAL EQUITY	0.	16,196.	0.	0.
CW REAL ESTATE FUND III	0.	6,172.	0.	0.
EATON VANCE SMALL CAP CORE	0.	6,245.	0.	0.
HIPPOCRATES PARTNERS QP, LP	0.	4,957.	0.	0.
SEIX CREDIT DISLOCATION	0.	1,800.	0.	0.
PARK STREET CAPITAL	0.	300.	0.	0.
SANDERSON INTERNATIONAL	0.	31,505.	0.	0.
WTC CTG STRATEGIC REAL ASSETS	0.	924.	0.	0.
TOTALS	11,432.	412,455.	0.	11,226.

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 8</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. TREASURY & AGENCY BONDS	2,310,780.	0.	0.
US OBLIGATIONS TOTAL	<u>2,310,780.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCKS & MUTUAL FUNDS	1,709,435.	4,654,673.	4,654,673.
TOTALS	<u>1,709,435.</u>	<u>4,654,673.</u>	<u>4,654,673.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CW VENTURE FUND I, LLC	357,517.	264,203.	264,203.
ASIA SELECT EQUITY INV PART LP	598,088.	677,789.	677,789.
CW VENTURE FUND II, LLC	468,337.	435,055.	435,055.
CW VENTURE FUND III, LLC	842,590.	706,085.	706,085.
CW REAL ESTATE FUND I, LLC	443,323.	438,899.	438,899.
AEW VIF REIT, INC	260,356.	271,003.	271,003.
ARCHIPELAGO HOLDINGS, LTD.	2,369,997.	2,053,466.	2,053,466.
CW VENTURE FUND IV	497,800.	663,029.	663,029.
NYES LEDGE CAPITAL OFFS	798,998.	0.	0.
CW REAL ESTATE FUND II, LLC	285,742.	389,798.	389,798.
CW REAL ESTATE FUND III, LLC	25,113.	140,281.	140,281.
COMMONFUND CAP PRIV EQU PART	167,060.	362,688.	362,688.
WT CTF STRATEGIC REAL ASSET	2,027,758.	2,311,829.	2,311,829.
LAZARD EMERGING INCOME LTD	0.	1,003,855.	1,003,855.
CAMCAP RESOURCES OFFSHORE FUND	878,949.	1,180,542.	1,180,542.
EII INTERNATIONAL PROPERTY	616,463.	725,290.	725,290.
INVESTABLE EMERGING MARKETS	1,751,669.	2,665,863.	2,665,863.
NYES LEDGE HORIZON	496,135.	0.	0.
CW PRIVATE EQUITY 2007 FUND	421,836.	870,353.	870,353.
CW HEDGE 2 FEEDER FUND, LTD	3,447,491.	3,714,487.	3,714,487.
HIPPOCRATES PARTNERS QP, LP	333,873.	0.	0.
CGM FOCUS FUND	283,483.	436,437.	436,437.
EATON VANCE SMALL CAP CORE	582,433.	434,090.	434,090.
GARDNER RUSSO	890,726.	0.	0.
ADAGE CAPITAL PARTNERS LP	3,552,758.	4,043,916.	4,043,916.
SANDERSON INTERNATIONAL VALUE	2,980,159.	3,671,980.	3,671,980.
PARK STREET CAP NAT RESOURCES	32,020.	90,720.	90,720.
SEIX CREDIT DISLOCATION	1,143,297.	0.	0.
CW HEDGE 1 FEEDER FUND LTD	0.	1,367,515.	1,367,515.
TOTALS	<u>26,553,971.</u>	<u>28,919,173.</u>	<u>28,919,173.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED GAINS/(LOSSES)	3,994,516.
TOTAL	<u>3,994,516.</u>

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

HELEN MCCARTHY
C/O CABOT WELLINGTON, LLC
70 FEDERAL STREET
7TH FL
BOSTON, MA 02110

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TRUSTEE
1.00

LINDA C BLACK
C/O CABOT WELLINGTON, LLC
70 FEDERAL STREET
7TH FL
BOSTON, MA 02110

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

MICHAEL FITZGERALD C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
KIERAN FITZGERALD C/O CABOT-WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
LOUIS W CABOT C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	SECRETARY/TRUSTEE 1.00	0.	0.	0.
DR EDMUND B CABOT C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TREASURER/TRUSTEE 1.00	0.	0.	0.

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES W CABOT C/O CABOT-WELLINGTON LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT TREASURER/TRUSTEE 1.00	0.	0.	0.
JEREMY BLACK C/O CABOT-WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
VIRGINIA CABOT C/O CABOT-WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	ADMINISTRATIVE	298,000.
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	INVESTMENT SERVICES	76,271.
TOTAL COMPENSATION		<u>374,271.</u>

FORM 99QPF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JOAN WHELTON CABOT-WELLINGTON
70 FEDERAL STREET
BOSTON, MA 02110
617-451-1744

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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SEE SCHEDULE ATTACHED
ON FILE - AVAILABLE UPON REQUEST

NO RELATIONSHIP
501(C)(3)

EXEMPT PURPOSE

903,943.

TOTAL CONTRIBUTIONS PAID

903,943.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust **THE VIRGINIA WELLINGTON CABOT FOUNDATION**
CO CABOT-WELLINGTON LLC

Employer identification number
04-6728351

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		37,347.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-149,911.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	470,212.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	357,648.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			357,648.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a	15			357,648.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16 ()
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Employer identification number

04-6728351

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-149,911.
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FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

VANGUARD INT TERM US TREASURY

10,210.

VANGUARD INT TERM US TREASURY

27,137.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

37,347.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

37,347.

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

- 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization THE VIRGINIA WELLINGTON CABOT FOUNDAT CO CABOT-WELLINGTON LLC	Employer identification number 04-6728351
	Number, street, and room or suite no. If a P O box, see instructions 70 FEDERAL STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BOSTON, MA 02110	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JOAN WHELTON, EXEC. DIR.

Telephone No ► 617 451-1744

FAX No ► 617 451-1733

- 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2010 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 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 \$	98,105.
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.	3b \$	109,006.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- 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 your return See instructions	Name of exempt organization THE VIRGINIA WELLINGTON CABOT CO CABOT-WELLINGTON LLC	Employer identification number 04-6728351
	Number, street, and room or suite no If a P O box, see instructions 70 FEDERAL STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02110	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 ☒ JOAN WHELTON, EXEC. DIR.
Telephone No 617 451-1744 FAX No 617 451-1733
- 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

- I request an additional 3-month extension of time until 11/15, 20 11
- For calendar year 2010, or other tax year beginning , 20 , and ending , 20
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

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 \$	98,105.
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 \$	109,006.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	

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 Harry A. Kalajian Jr. Title TAX MANAGER Date 08/12/2011

Form 8868 (Rev 1-2011)

#6094366