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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

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

, 2011, and ending

, 20

Name of foundation THE VIRGINIA WELLINGTON CABOT FOUNDATION		A Employer identification number 04-6728351						
CO CABOT-WELLINGTON LLC								
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (617) 451-1744						
70 FEDERAL STREET	7TH FL							
City or town, state, and ZIP code BOSTON, MA 02110								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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							
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								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 32,320,452.								
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)								

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

	(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 (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	43.	43.		ATCH 1
4 Dividends and interest from securities	208,644.	539,484.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-292,931.			
b Gross sales price for all assets on line 6a	2,110,672.			
7 Capital gain net income (from Part IV, line 2)		911,636.		
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)	31,155.			ATCH 3
12 Total. Add lines 1 through 11	-53,089.	1,451,163.	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	33,750.			33,750.
c Other professional fees (attach schedule)	389,306.	88,571.		309,670.
17 Interest				
18 Taxes (attach schedule) (see instructions)	11,648.	19,860.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	22,025.			22,025.
21 Travel, conferences, and meetings	9,107.			9,107.
22 Printing and publications	1,542.			1,542.
23 Other expenses (attach schedule)	10,729.	407,443.		10,729.
24 Total operating and administrative expenses. Add lines 13 through 23	478,107.	515,874.		386,823.
25 Contributions, gifts, grants paid	952,481.			952,481.
26 Total expenses and disbursements. Add lines 24 and 25	1,430,588.	515,874.	0	1,339,304.
27 Subtract line 26 from line 12	-1,483,677.			
a Excess of revenue over expenses and disbursements		935,289.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see 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	79,860.	75,381.	75,381.
	2 Savings and temporary cash investments	1,301,788.	1,270,698.	1,270,698.
	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 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)			
	b Investments - corporate stock (attach schedule) ATCH 8	4,654,673.	5,115,124.	5,115,124.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans ATCH 9	28,919,173.	25,859,249.	25,859,249.	
13 Investments - other (attach schedule)				
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)	34,955,494.	32,320,452.	32,320,452.	
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 (attach schedule)			
	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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	34,955,494.	32,320,452.	
	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			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	34,955,494.	32,320,452.	
	31 Total liabilities and net assets/fund balances (see instructions)	34,955,494.	32,320,452.	

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	34,955,494.
2 Enter amount from Part I, line 27a	2	-1,483,677.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	33,471,817.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	1,151,365.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,320,452.

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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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
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	911,636.	
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 instructions) If (loss), enter -0- in Part I, line 8 { }			3	0	

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 the 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	1,292,331.	33,740,901.	0.038302
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
2 Total of line 1, column (d)			2 0.247045
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 0.049409
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 31,545,490.
5 Multiply line 4 by line 3			5 1,558,631.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,353.
7 Add lines 5 and 6			7 1,567,984.
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 1,339,304.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	18,706.
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	18,706.
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	18,706.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	80,000.	
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	80,000.	
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	61,294.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 40,000. Refunded <input type="checkbox"/>	11	21,294.	

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
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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"/> 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 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

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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?	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 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?	16	Yes	No
	See 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 instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	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)	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)? (see 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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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 ☒ Nob 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 ☒ Nob 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 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 11		0	0	0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		384,636.
Total number of others receiving over \$50,000 for professional services		

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 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 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 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	30,708,990.
b	Average of monthly cash balances	1b	1,316,888.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	32,025,878.
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	
3	Subtract line 2 from line 1d	3	32,025,878.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	480,388.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,545,490.
6	Minimum investment return. Enter 5% of line 5	6	1,577,275.

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	1,577,275.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,706.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,706.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,558,569.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,558,569.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,558,569.

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	1,339,304.
b	Program-related investments - total from Part IX-B	1b	
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	1,339,304.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,339,304.

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				1,558,569.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			154,633.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,339,304.				
a Applied to 2010, but not more than line 2a			154,633.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,184,671.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				373,898.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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 13

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
a Paid during the year ATTACHMENT 14				
Total			3a	952,481.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	43.	
4 Dividends and interest from securities			14	208,644.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-292,931.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b TAX REFUND			01	31,155.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				-53,089.	
13 Total. Add line 12, columns (b), (d), and (e)					-53,089.

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

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here 10-10-2012 Officer

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid
Preparer
Use Only

Print/Type preparer's name ANTHONY T. CARIDEO JR., CPA	Preparer's signature <i>Anthony T. Carideo Jr. CPA</i>	Date 10/3/12	Check <input type="checkbox"/> if self-employed	PTIN P00171579
Firm's name ▶ WOLF & COMPANY, PC			Firm's EIN ▶ 04-2689883	
Firm's address ▶ 99 HIGH STREET, 21ST FLOOR BOSTON, MA 02110			Phone no. 617-439-9700	

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.”

About The Virginia Wellington Cabot Foundation

The Virginia Wellington Cabot Foundation is a private family foundation created in 1992 by Tom and Virginia Cabot. It was their wish that this foundation would be the instrument through which their descendants could actively participate in carrying on their tradition of trying to help make this a better world.

The Foundation has established a giving policy guided as much by the degree of personal volunteer commitment as by subject matter. Beneficiaries of the Foundation have been organizations known to and sponsored by the descendants of Tom and Virginia Cabot. The Foundation does not accept unsolicited proposals.

All grant requests must be sponsored by a family member and are therefore by invitation only.

**THE VIRGINIA WELLINGTON CABOT FOUNDATION
GRANTEE APPLICATION FORM**

To be prepared by grantee, along with Grantee Application Cover Sheet, and submitted to the family sponsor. Sponsor will submit all documents, including the Sponsor's Cover Sheet, to the Foundation office.

Name of Organization: _____

The proposal format is as follows (no more than three pages):

- A. Describe the organization, including a brief summary of its mission statement.**
- B. Describe the organization's most recent accomplishments and challenges.**
- C. Describe the specific project to be supported, or for operating requests, describe ongoing operations.**
- D. List the project's long and short-term goals and explain how this grant will be used toward these goals and within what time frame.**
- E. Explain how you intend to measure the "success" of this project.**
- F. List other sources of funding if any, identifying actual or proposed funding.**
- G. Explain whether or how this project will proceed if it doesn't get VWCF funding.**

The Foundation also requires the following attachments:

- 1. List the qualifications and roles of the staff who will be involved in this project and the involvement of volunteers (if any).**
- 2. List the Board of Directors and Officers and their affiliations.**
- 3. Copies of the organization's current and projected operating budgets, as well as a budget for the proposed project. If available, please submit a project budget for the prior year. State costs of administrative and fund raising expenses as a percentage of your total budget.**
- 4. Copy of the organization's most recent audit (if available) and 990 tax form.**
- 5. Copy of determination letter from the IRS showing 501©3 tax status. If you do not have your own tax status, please provide that of your fiscal agent.**

Revised.1/2009

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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-240,816.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					126,633.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,338,512.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,046.	
130,407.		1,000 SHRS ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 119,946.				P	11/24/2010 10,461.	03/22/2011
99,965.		5,672.15 SHRS ROXBURY SMALL CAP GROWTH F PROPERTY TYPE: SECURITIES 110,953.				P	12/07/2007 -10,988.	03/22/2011
307,847.		18,147.738 SHRS ROXBURY SMALL CAP GROWTH PROPERTY TYPE: SECURITIES 354,891.				P	12/07/2007 -47,044.	10/28/2011
16,710.		GARNER RUSSO SALES PROPERTY TYPE: SECURITIES 13,246.				P	VARIOUS 3,464.	VARIOUS
329,368.		CGM FUNDS PROPERTY TYPE: SECURITIES 600,000.				P	12/31/2007 -270,632.	VARIOUS
TOTAL GAIN(LOSS)							<u>911,636.</u>	

ATTACHMENT 1FORM 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 & EQUIVALENTS	43.	43.	
TOTAL	<u>43.</u>	<u>43.</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	149,348.	149,348.	
THOMAS CABOT 1994 UNITRUST (HARVARD)	32,972.	32,972.	
VIRGINIA CABOT 1996 UNITRUST (MIT)	26,324.	26,324.	
PASS-THRU FROM INVESTMENT PARTNERSHIPS		330,840.	
TOTAL	<u>208,644.</u>	<u>539,484.</u>	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TAX REFUND	31,155.		
TOTALS	31,155.		

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING 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>
WOLF & COMPANY	33,750.			33,750.
TOTALS	<u>33,750.</u>			<u>33,750.</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	305,000.			305,000.
INVESTMENT MANAGEMENT FEES CAB	79,636.	79,636.		
ADMINISTRATIVE FEES	70.			70.
GRANT MANAGEMENT	4,600.	8,935.		4,600.
GARDNER RUSSO FEE				
TOTALS	<u>389,306.</u>	<u>88,571.</u>		<u>309,670.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAX PAID-PASS-THRU				
FOREIGN TAX WITHHELD - BOOK	1,648.	16,267.		
FOREIGN TAX W/H - PERSHING		1,597.		
FOREIGN TAX W/H - FIDELITY		1,940.		
FEDERAL EXCISE TAX EXPENSE	10,000.			
CW REAL ESTATE FUND I JAPAN WH		29.		
CW REAL ESTATE FUND III JP WH		27.		
TOTALS	<u>11,648.</u>	<u>19,860.</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	70.			70.
OTHER	9,964.			9,964.
MEMBERSHIPS & DUES	695.			695.
DEDUCTIONS AGAINST PORTFOLIO				
INCOME PASSTHROUGH ENTITIES				
CW VENTURE FUND I, LLC		12,823.		
CW VENTURE FUND II, LLC		21,840.		
CW VENTURE FUND III, LLC		27,382.		
CW VENTURE FUND IV, LLC		36,773.		
CW REAL ESTATE FUND I LP		14,710.		
CW REAL ESTATE FUND II LP		14,371.		
CW REAL ESTATE FUND III LP		10,767.		
ADAGE CAPITAL		82,707.		
JK ASIAN INVESTMENT LP		9,943.		
COMMONFUND CAPITAL EQUITY		18,142.		
EATON VANCE SMALL CAP CORE		4,110.		
PARK STREET CAPITAL		5,777.		
WTC CTG STRATEGIC REAL ASSETS		2,083.		
CW PRIVATE EQUITY FUND 2007		91,825.		
THE SANDERSON INTERNATIONAL		23,906.		
THE INV EMERGING MARKET		30,284.		
TOTALS	10,729.	407,443.		10,729.

ATTACHMENT 8FORM 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	4,654,673.	5,115,124.	5,115,124.
TOTALS	<u>4,654,673.</u>	<u>5,115,124.</u>	<u>5,115,124.</u>

ATTACHMENT 9FORM 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	264,203.	177,072.	177,072.
ASIAN SELECT EQUITY INVESTMENT	677,789.	546,676.	546,676.
CW VENTURE FUND II, LLC	435,055.	426,259.	426,259.
CW VENTURE FUND III, LLC	706,085.	648,945.	648,945.
CW REAL ESTATE FUND I, LLC	438,899.	398,392.	398,392.
AEW VIF REIT, INC	271,003.	275,184.	275,184.
ARCHIPELAGO HOLDINGS, LTD.	2,053,466.	1,932,470.	1,932,470.
CW VENTURE FUND IV, LLC	663,029.	812,353.	812,353.
CW REAL ESTATE FUND II, LLC	389,798.	411,089.	411,089.
CW REAL ESTATE FUND III, LLC	140,281.	282,268.	282,268.
COMMONFUND CAP PRI EQU PTR VII	362,688.	496,704.	496,704.
WT CTF STRATEGIC REAL ASSET	2,311,829.	2,185,018.	2,185,018.
LAZARD EMERGING INCOME LTD	1,003,855.	950,207.	950,207.
CAMCAP RESOURCES OFFSHORE FUND	1,180,542.	856,080.	856,080.
EII INTERNATIONAL PROPERTY	725,290.	579,264.	579,264.
INVESTABLE EMERGING MARKETS	2,665,863.	1,801,756.	1,801,756.
CW PRIVATE EQUITY 2007 FUND	870,353.	1,442,500.	1,442,500.
CW HEDGE 2 FEEDER FUND, LTD	3,714,487.	3,654,519.	3,654,519.
CGM FOCUS FUND	436,437.		
EATON VANCE SMALL CAP CORE	434,090.	306,381.	306,381.
ADAGE CAPITAL PARTNERS LP	4,043,916.	4,290,316.	4,290,316.
SANDERSON INTERNATIONAL VALUE	3,671,980.	1,942,361.	1,942,361.
PARK STREET CAP NAT RESOURCES	90,720.	174,230.	174,230.
CW HEDGE 1 FEEDER FUND LTD	1,367,515.	1,269,205.	1,269,205.
TOTALS	<u>28,919,173.</u>	<u>25,859,249.</u>	<u>25,859,249.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NET CHANGE IN UNREALIZED GAINS/(LOSSES)

1,151,365.

TOTAL

1,151,365.

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HELEN MCCARTHY C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
EMLEN CABOT C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
PETER MYERS C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
LINDA C BLACK C/O CABOT WELLINGTON, LLC 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D).

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		

CAROLE GANZ	TRUSTEE	0	0	0	0
-------------	---------	---	---	---	---

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

1.00

KIERAN FITZGERALD	TRUSTEE	0	0	0	0
-------------------	---------	---	---	---	---

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

1.00

LOUIS W CABOT	SECRETARY/TRUSTEE	0	0	0	0
---------------	-------------------	---	---	---	---

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

1.00

DR EDMUND B CABOT	TREASURER	0	0	0	0
-------------------	-----------	---	---	---	---

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

1.00

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

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

ATTACHMENT 11 (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

JAMES W CABOT
C/O CABOT-WELLINGTON LLC
70 FEDERAL STREET
7TH FL
BOSTON, MA 02110

ASSISTANT TREASURER
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

ALEXIS CABOT
70 FEDERAL STREET
7TH FL
BOSTON, MA 02110

TRUSTEE
1.00

0 0 0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELIZABETH CABOT 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
LAURA CABOT CARRIGAN 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT TREASURER 1.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	ADMINISTRATIVE	305,000.
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	INVESTMENT SERVICES	79,636.
	TOTAL COMPENSATION	<u>384,636.</u>

ATTACHMENT 13FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

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

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT
----------------------------	--

SEE SCHEDULE ATTACHED
ON FILE - AVAILABLE UPON REQUEST

NO RELATIONSHIP
501(C) (3)

PURPOSE OF GRANT OR CONTRIBUTION

EXEMPT PURPOSE

AMOUNT

952,481.

TOTAL CONTRIBUTIONS PAID

952,481.

Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2011

Date	Charity	Amount
1/4/11	Fathers & Families	500 00
1/4/11	Medicine Horse Center	5,000 00
1/4/11	Ethan Allen Institute	500 00
1/4/11	Shelburne Farms	1,000 00
1/5/11	American Near East Refugee Aid	1,000 00
1/10/11	S E A Education Association	5,000 00
1/19/11	Cantemus	630 00
1/19/11	CSR Charitable Foundation	500 00
1/19/11	Family Tree Access Center	500 00
1/24/11	Healing Abuse Workingfor Change	500 00
2/3/11	Friends of Friends Medical	500 00
2/3/11	Wellspring House	500 00
2/8/11	Halo Trust USA	699 00
2/15/11	WNYC Radio	500 00
2/15/11	Northeastern University	500 00
2/23/11	Cato Institute	500 00
2/24/11	Camp Ondessonk	500 00
3/9/11	Champlain Valley Historical	500 00
3/15/11	Peace First	500 00
3/15/11	Nashoba Learning Group	2,000 00
3/15/11	The Food Project-North Shore	500 00
3/17/11	Ringling College of Art & Design	10,000 00
4/27/11	Ringling College of Art & Design	5,000 00
5/4/11	Healing Abuse Working for Change	500 00
5/10/11	One America	1,500 00
5/13/11	Brunswick School	1,500 00
5/24/11	Franklin and Marshall College	500 00
6/15/11	Brookwood School	2,500 00
6/15/11	Sailors for the Sea	5,000 00
7/20/11	Pingree School/Prep@Pingree	500 00
7/20/11	St Michael's College	1,500 00
7/26/11	Greenwich Academy	500 00
7/26/11	Greenwich Academy	1,500 00
7/26/11	Greenwich Academy	1,784 00
7/28/11	Columbia University	2,000 00
8/8/11	University of Vermont - Suzanne Cabot, sponsor	1,750 00
8/11/11	NAMLO International	500 00
8/24/11	Herring Gut Learning Center	2,500 00
9/6/11	Camp Ondessonk	550 00
9/6/11	Rodman Ride for Kids, Inc	1,750 00
9/26/11	Island Readers & Writers	500 00
9/27/11	Kennett Township Land Trust	10,000 00
10/3/11	Hurricane Island Foundation	4,000 00
10/3/11	Stroud Water Research Center	10,000 00
10/27/11	Harvard University/Art Museums	1,900 00
11/1/11	New York Open Center	500 00
11/8/11	Brackett Foundation	2,600 00
12/1/11	Brackett Foundation	4,000 00
12/12/11	Rodman Ride for Kids, Inc	500 00
12/12/11	Camp Dreamcatcher	5,000 00
12/13/11	EcoLogic	5,000 00
12/20/11	Medicine Horse Center	5,000 00

Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2011

Date	Charity	Amount
12/20/11	Powers Music School	3,000 00
12/22/11	Brookwood School	5,000 00
12/22/11	S E A Education Association	5,000 00
12/28/11	Colorado College	3,000 00
12/30/11	Shelburne Farms	1,000 00
12/30/11	Wellspring H0use	500 00
12/30/11	Thompson Island Outward Bound	500 00
12/30/11	Cantemus	630 00
5/3/11	Alamos Wildlands Alliance	5,000 00
5/3/11	Camp Ondessonk	10,000 00
5/3/11	Cape Cod Academy	5,000 00
5/3/11	Cape Cod Lighthouse	5,000 00
5/3/11	Champlain Valley Historical	5,000 00
5/3/11	Community Nursery School	10,000 00
5/3/11	EcoLogic	5,000 00
5/3/11	Farnsworth Art Museum	10,000 00
5/3/11	Friends of Arts Street	10,000 00
5/3/11	Gateway Crafts, VinFen Corp	10,000 00
5/4/11	CSR Charitable Foundation	5,000 00
5/4/11	Hatun Runa	5,000 00
5/4/11	Healing Abuse Working for Change	10,000 00
5/4/11	Hurricane Island Foundation	10,000 00
5/4/11	Island Institute	155,000 00
5/4/11	J P Haitian Relief Organization	10,000 00
5/4/11	J P Haitian Relief Organization	10,000 00
5/4/11	J P Haitian Relief Organization	10,000 00
5/4/11	Ka Aha Hui Na Auao	7,500 00
5/4/11	National Film Preserve	10,000 00
5/4/11	Nature and Culture	2,500 00
5/4/11	Nature and Culture	5,000 00
5/4/11	The Nature Conservancy-VT chap	5,000 00
5/4/11	The Nature Conservancy-VT chap	10,000 00
5/4/11	Outward Bound Inc	10,000 00
5/4/11	PYE Global	5,000 00
5/4/11	Pine Street Inn	5,000 00
5/4/11	Powers Music School	10,000 00
5/4/11	REACH Prep	10,000 00
5/4/11	Ringling College of Art & Design	10,000 00
5/4/11	Rosarian Academy	5,000 00
5/4/11	Rosarian Academy	5,000 00
5/4/11	S E A Education Association	10,000 00
5/4/11	Society of the Muse of the Southwest	10,000 00
5/4/11	Stroud Water Research Center	10,000 00
5/4/11	Wild Care, Inc	10,000 00
11/21/11	American Academy of Arts ans Sciences	20,000 00
11/21/11	C A R E	25,000 00
11/21/11	Conservatory Lab Charter School	15,000 00
11/21/11	Culebra Range Community Coalition	10,000 00
11/21/11	EcoLogic	7,500 00
11/21/11	EcoViva	6,000 00
11/21/11	EcoViva	12,688 00
11/21/11	Gateway Crafts, VinFen Corp	5,000 00

Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2011

Date	Charity	Amount
11/21/11	Hurricane Island Foundation	25,000 00
11/21/11	The Raymond F Kravis Center f	10,000 00
11/21/11	NAMLO International	15,000 00
11/21/11	The Nature Conservancy	25,000 00
11/21/11	Peace First	12,500 00
11/21/11	REACH Prep	20,000 00
11/21/11	Rising Tide Capital	30,000 00
11/21/11	Rosarian Academy	5,000 00
11/21/11	Rosarian Academy	15,000 00
11/21/11	S E A Education Association	15,000 00
11/21/11	South Whidbey Good Cheer	12,500 00
11/21/11	Steppingstone Foundation	20,000 00
11/21/11	The Food Project-North Shore	20,000 00
11/21/11	Wellspring HUse	25,000 00
11/21/11	Camp Dreamcatcher	10,000 00
11/21/11	North Carolina Outward Bound	30,000 00
		952,481.00

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

2011

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	10,461.
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	-240,816.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 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	-230,355.

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		126,633.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-325,200.
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	1,338,512.
9 Capital gain distributions	9	2,046.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 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	1,141,991.

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

Schedule D (Form 1041) 2011

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		-230,355.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,141,991.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		911,636.

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 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** in 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 Schedule D Tax Worksheet in 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 Schedule D Tax Worksheet in 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 2011 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 2011 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) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

THE VIRGINIA WELLINGTON CABOT FOUNDATION

Employer identification number

04-6728351

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

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	10,461.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -325,200.

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

IVA WORLDWIDE FUND CL I	35,800.
MATTHEWS PACIFIC TIGER FUND INSTL	6,815.
VANGUARD INT TERM US TREAS. FUND	1,303.
VANGUARD INT TERM US TREAS. FUND	82,715.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	126,633.
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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	126,633.
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**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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

THE VIRGINIA WELLINGTON CABOT FOUNDATION
CO CABOT-WELLINGTON LLC

Employer identification number (EIN) or

☒ 04-6728351

Number, street, and room or suite no. If a P.O. box, see instructions

70 FEDERAL STREET

Social security number (SSN)

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ 617 451-1744FAX 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, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ calendar year 2011 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 \$	56,285.
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 \$	80,000.
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 Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2012)

- 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 due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE VIRGINIA WELLINGTON CABOT FOUNDATION CO CABOT-WELLINGTON LLC		Enter filer's identifying number, see instructions Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-6728351	
	Number, street, and room or suite no. If a P O box, see instructions 70 FEDERAL STREET		Social security number (SSN) <input type="checkbox"/>	
	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	01	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

- 4 I request an additional 3-month extension of time until 11/15, 20 12
- 5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension 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 \$	56,285.
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 \$	80,000.
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 must be completed for Part II only.

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. Kalajia* Title ► SENIOR TAX MANAGER Date ► 07/23/2012

Form 8868 (Rev 1-2012)

#7631423