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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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE VIRGINIA WELLINGTON CABOT FOUNDATION		A Employer identification number 04-6728351
CO CABOT-WELLINGTON LLC		B Telephone number (see instructions) (617) 451-1744
Number and street (or P O box number if mail is not delivered to street address) 70 FEDERAL STREET		Room/suite 7TH FL
City or town, state, and ZIP code BOSTON, MA 02110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 34,165,591.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
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.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		32.	32.		ATCH 1
4 Dividends and interest from securities		182,060.	523,245.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-588,032.			
b Gross sales price for all assets on line 6a		1,526,617.			
7 Capital gain net income (from Part IV, line 2)			465,409.		
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) ATCH 3		21,294.			
12 Total. Add lines 1 through 11		-384,646.	988,686.	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 4		2,654.			2,654.
b Accounting fees (attach schedule) ATCH 5		34,520.			34,520.
c Other professional fees (attach schedule) *		417,567.	85,712.		331,855.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 7		54,367.	17,498.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy		22,656.			22,656.
21 Travel, conferences, and meetings		7,008.			7,008.
22 Printing and publications		1,547.			1,547.
23 Other expenses (attach schedule) ATCH 8		1,101.	460,026.		1,101.
24 Total operating and administrative expenses. Add lines 13 through 23		541,420.	563,236.		401,341.
25 Contributions, gifts, grants paid		1,063,801.			1,063,801.
26 Total expenses and disbursements. Add lines 24 and 25		1,605,221.	563,236.	0	1,465,142.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,989,867.			
b Net investment income (if negative, enter -0-)			425,450.		
c Adjusted net income (if negative, enter -0-)				0	

JSA For Paperwork Reduction Act Notice, see instructions.

*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	75,381.	51,998.	51,998.
	2	Savings and temporary cash investments	1,270,698.	470,204.	470,204.
	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 9	5,115,124.	6,108,994.	6,108,994.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 10	25,859,249.	27,534,395.	27,534,395.	
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)	32,320,452.	34,165,591.	34,165,591.	
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	32,320,452.	34,165,591.	
	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)	32,320,452.	34,165,591.	
	31	Total liabilities and net assets/fund balances (see instructions)	32,320,452.	34,165,591.	

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	32,320,452.
2	Enter amount from Part I, line 27a	2	-1,989,867.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	3,835,006.
4	Add lines 1, 2, and 3	4	34,165,591.
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	34,165,591.

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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	465,409.	
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))
2011	1,339,304.	31,545,490.	0.042456
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
2 Total of line 1, column (d)			2 0.242142
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 0.048428
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 33,084,672.
5 Multiply line 4 by line 3			5 1,602,224.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,255.
7 Add lines 5 and 6			7 1,606,479.
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 1,465,142.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,509.
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	8,509.
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	8,509.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	92,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	55,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	147,500.	
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	138,991.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 50,000. Refunded <input type="checkbox"/>	11	88,991.	

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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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

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 and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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)?		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)		
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 2012 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 2012)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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 ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No**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 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
ATCH 12		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 ☐ Yes ☒ No

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
ATCH 13		396,134.
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 N/A	
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

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	32,637,075.
b	Average of monthly cash balances	1b	951,425.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	33,588,500.
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	33,588,500.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	503,828.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,084,672.
6	Minimum investment return. Enter 5% of line 5	6	1,654,234.

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	1,654,234.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,509.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,509.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,645,725.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,645,725.
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	1,645,725.

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	1,465,142.
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	1,465,142.
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	1,465,142.

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

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Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,645,725.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			373,898.	
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,465,142.				
a Applied to 2011, but not more than line 2a			373,898.	
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 2012 distributable amount				1,091,244.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				554,481.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 or e-mail of the person to whom applications should be addressed

ATCH 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
a Paid during the year ATCH 15				
Total			3a	1,063,801.
b Approved for future payment				
Total			3b	

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	32.		
4 Dividends and interest from securities			14	182,060.		
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	-588,032.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a TAX REFUND			01	21,294.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				-384,646.		
13 Total. Add line 12, columns (b), (d), and (e)				-384,646.		

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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					222,681.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					22,375.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					821,145.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					8,064.	
		CW VENTURE FUND I LLC PROPERTY TYPE: OTHER 636,961.				P	-636,961.	12/31/2012
		LAZARD EMERGING INCOME 38,163.					-38,163.	01/01/2012
335,681.		ISHARE TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES 287,870.				P	11/24/2010 47,811.	VARIOUS
6,511.		BRITISH AMERICAN TOB ACCO PLC PROPERTY TYPE: SECURITIES 4,025.				P	VARIOUS 2,486.	VARIOUS
6,451.		CIE FINANCIERE RICHE MONT AG PROPERTY TYPE: SECURITIES 3,682.				P	VARIOUS 2,769.	VARIOUS
1,355.		HEINEKEN HLDG NV SHS PROPERTY TYPE: SECURITIES 1,390.				P	01/04/2008 -35.	12/13/2012
7,810.		ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 5,204.				P	01/03/2008 2,606.	VARIOUS
19,579.		PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 11,858.				P	01/03/2008 7,721.	VARIOUS
74,965.		VANGUARD INTERMEDIATE TERM TREA PROPERTY TYPE: SECURITIES 72,055.				P	12/07/2007 2,910.	05/09/2012
TOTAL GAIN (LOSS)							<u>465,409.</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	32.	32.	
TOTAL	<u>32.</u>	<u>32.</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	124,987.	124,987.	
THOMAS CABOT 1994 UNITRUST (HARVARD)	31,064.	31,064.	
VIRGINIA CABOT 1996 UNITRUST (MIT)	26,009.	26,009.	
PASS-THRU FROM INVESTMENT PARTNERSHIPS		341,185.	
TOTAL	<u>182,060.</u>	<u>523,245.</u>	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TAX REFUND	21,294.		
TOTALS	21,294.		

ATTACHMENT 4FORM 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	2,654.			2,654.
TOTALS	<u>2,654.</u>			<u>2,654.</u>

ATTACHMENT 5FORM 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	34,520.			34,520.
TOTALS	<u>34,520.</u>			<u>34,520.</u>

ATTACHMENT 6FORM 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	321,000.			321,000.
INVESTMENT MANAGEMENT FEES CAB	75,134.	75,134.		
ADMINISTRATIVE FEES	830.			830.
GRANT MANAGEMENT	10,025.			10,025.
GARDNER RUSSO FEE	10,578.	10,578.		
TOTALS	<u>417,567.</u>	<u>85,712.</u>		<u>331,855.</u>

ATTACHMENT 7FORM 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				
FOREIGN TAX W/H - PERSHING	1,867.	11,886.		
FOREIGN TAX W/H - FIDELITY		1,754.		
FEDERAL EXCISE TAX EXPENSE	52,500.	3,339.		
CW REAL ESTATE FUND I JAPAN WH		29.		
CW REAL ESTATE FUND III JP WH		30.		
CA INCOME TAX WITHHELD		460.		
TOTALS	<u>54,367.</u>	<u>17,498.</u>		

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MASS FILING FEE	125.			125.
OTHER	976.			976.
DEDUCTIONS AGAINST PORTFOLIO INCOME PASSTHROUGH ENTITIES				
CW VENTURE FUND I, LLC		11,023.		
CW VENTURE FUND II, LLC		16,714.		
CW VENTURE FUND III, LLC		28,080.		
CW VENTURE FUND IV, LLC		37,329.		
CW REAL ESTATE FUND I LP		14,750.		
CW REAL ESTATE FUND II LP		13,629.		
CW REAL ESTATE FUND III LP		11,800.		
CW PRIVATE EQUITY FUND 2007		98,233.		
CW PRIVATE EQUITY FUND 2011		17,048.		
CW REAL ASSETS FUND 2011		10,540.		
JK ASIAN INVESTMENT LP		8,468.		
COMMONFUND CAPITAL EQUITY		17,424.		
ADAGE CAPITAL		112,567.		
EATON VANCE SMALL CAP CORE		3,737.		
PARK STREET CAPITAL		6,822.		
WTC CTG STRATEGIC REAL ASSETS		3,822.		
THE SANDERSON INTERNATIONAL		20,171.		
THE INV EMERGING MARKET		27,869.		
TOTALS	1,101.	460,026.		1,101.

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	5,115,124.	6,108,994.	6,108,994.
TOTALS	<u>5,115,124.</u>	<u>6,108,994.</u>	<u>6,108,994.</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	177,072.	642,738.	642,738.
ASIAN SELECT EQUITY INVESTMENT	546,676.	370,060.	370,060.
CW VENTURE FUND II, LLC	426,259.	472,851.	472,851.
CW VENTURE FUND III, LLC	648,945.	387,750.	387,750.
CW REAL ESTATE FUND I, LLC	398,392.	233,235.	233,235.
AEW VIF REIT, INC	275,184.	2,122,384.	2,122,384.
ARCHIPELAGO HOLDINGS, LTD.	1,932,470.	801,726.	801,726.
CW VENTURE FUND IV, LLC	812,353.	460,143.	460,143.
CW REAL ESTATE FUND II, LLC	411,089.	417,589.	417,589.
CW REAL ESTATE FUND III, LLC	282,268.	627,922.	627,922.
COMMONFUND CAP PRI EQU PTR VII	496,704.	1,974,114.	1,974,114.
WT CTF STRATEGIC REAL ASSET	2,185,018.		
LAZARD EMERGING INCOME LTD	950,207.		
CAMCAP RESOURCES OFFSHORE FUND	856,080.	845,213.	845,213.
EII INTERNATIONAL PROPERTY	579,264.	584,835.	584,835.
INVESTABLE EMERGING MARKETS	1,801,756.	2,070,013.	2,070,013.
CW REAL ASSET FUND 2011		310,375.	310,375.
CW PRIVATE EQUITY FUND 2007	1,442,500.	2,015,405.	2,015,405.
CW PRIVATE EQUITY FUND 2011		132,730.	132,730.
CW HEDGE 2 FEEDER FUND, LTD		3,949,106.	3,949,106.
EATON VANCE SMALL CAP CORE	3,654,519.	348,818.	348,818.
ADAGE CAPITAL PARTNERS LP	306,381.	5,161,367.	5,161,367.
SANDERSON INTERNATIONAL VALUE	4,290,316.	1,958,463.	1,958,463.
PARK STREET CAP NAT RESOURCES	1,942,361.	240,438.	240,438.
CW HEDGE 1 FEEDER FUND LTD	174,230.	1,407,120.	1,407,120.
	1,269,205.		
TOTALS	<u>25,859,249.</u>	<u>27,534,395.</u>	<u>27,534,395.</u>

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

NET CHANGE IN UNREALIZED GAINS/ (LOSSES) 3,835,006.

TOTAL 3,835,006.

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HELEN C. MCCARTHY 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	CHAIRMAN 1.00	0	0	0
R. ANGUS WEST 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSITANT TREASURER 1.00	0	0	0
PETER MYERS 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
LINDA C. BLACK 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
CAROLE GANZ 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 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

ALYSSA S. GIORDANO 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT TREASURER 1.00	0	0	0
JOAN M. WHELTON 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT SECRETARY 1.00	0	0	0
JAMES W. CABOT 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TREASURER 1.00	0	0	0
ALEXIS CABOT 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
ELIZABETH C. CABOT 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 TRUSTEES

ATTACHMENT 12 (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		
LAURA CABOT CARRIGAN 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	SECRETARY 1.00	0	0	0	0
ALEXANDER MCCARTHY 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0	0
TIMOTHY EISERLE 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0	0
AMIEL CABOT 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0	0
SOPHIE C. BLACK 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	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
BRADFORD W. CABOT 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	321,000.
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	INVESTMENT SERVICES	75,134.
	TOTAL COMPENSATION	<u>396,134.</u>

ATTACHMENT 14

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

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

FORM 9900PE, 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
SEE SCHEDULE ATTACHED	NO RELATIONSHIP	EXEMPT PURPOSE	1,063,801
ON FILE - AVAILABLE UPON REQUEST	501(C)(3)		
TOTAL CONTRIBUTIONS PAID			<u>1,063,801</u>

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2012

Date	Charity	Amount
1/9/12	Peace First	500.00
1/13/12	The Food Project-North Shore	500.00
1/13/12	Fort Lewis College	1,000.00
1/17/12	Healing Abuse Working	500.00
1/17/12	Healing Abuse Working	500.00
1/31/12	Northeastern University	500.00
2/2/12	Lesley University	2,000.00
2/8/12	WNYC Public Radio	500.00
2/13/12	Maine Coast Heritage Trust	500.00
2/13/12	Lexington Education Foundation	500.00
2/23/12	The Fenn School	1,000.00
3/6/12	Friends of Friends Medical	500.00
4/10/12	The Giraffe Project	500.00
4/10/12	Alamos Wildlands Alliance	1,000.00
4/24/12	Camp Ondessonk	500.00
5/14/12	American Academy of Arts	10,000.00
5/14/12	The BELL Foundation	10,000.00
5/14/12	Brackett Foundation	10,000.00
5/14/12	Cape Cod Academy	5,000.00
5/14/12	Cape Cod Lighthouse	5,000.00
5/14/12	Child and Family Opportunity	10,000.00
5/14/12	Community Radio Project	10,000.00
5/14/12	Dharamsala Animal Rescue	10,000.00
5/14/12	EcoLogic	5,000.00
5/14/12	Farnsworth Art Museum	5,000.00
5/14/12	Friends of the Swans Island	9,800.00
5/14/12	Friends of TEIA	4,500.00
5/14/12	South Whidbey Good Cheer	7,500.00
5/14/12	Greenwich Academy	10,000.00
5/14/12	Healing Abuse Working	10,000.00
5/14/12	Hurricane Island Foundation	10,000.00
5/14/12	Hurricane Island Outward Bound	10,000.00
5/14/12	International Documentary	10,000.00
5/14/12	Johann Fust Community	5,000.00
5/14/12	Johns Hopkins University	10,000.00
5/14/12	The Raymond F. Kravis Center f	10,000.00
5/14/12	The Land Conservancy	5,000.00
5/14/12	Maine Island Trail Association	10,000.00
5/14/12	Marlboro College	10,000.00
5/14/12	NAMLO International	10,000.00
5/14/12	National Film Preserve	10,000.00
5/14/12	Nature and Culture	5,000.00
5/14/12	New York Open Center	5,000.00
5/14/12	One America	2,500.00
5/14/12	PYE Global	5,000.00
5/14/12	Powers Music School	10,000.00
5/14/12	Pingree School/Prep@Pingree	10,000.00
5/14/12	Rosarian Academy	5,000.00
5/14/12	Rosarian Academy	5,000.00

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2012

Date	Charity	Amount
5/14/12	Rosarian Academy	10,000.00
5/14/12	S E A. Education Association	10,000.00
5/14/12	Society of the Muse of	10,000.00
5/14/12	South Whidbey Children's Center	2,500 00
5/14/12	Stroud Water Research Center	5,000.00
5/14/12	The Nature Conservancy	10,000.00
5/14/12	The Nature Conservancy	5,000.00
5/14/12	Whidbey Island Nourishes	2,500.00
5/14/12	Wild Care, Inc.	7,500.00
5/22/12	Las Americas	10,000.00
5/22/12	Las Americas	10,000.00
5/25/12	Cape Ann Waldorf School	500.00
6/6/12	Culebra Range Community	1,000.00
6/12/12	Hurricane Island Foundation	2,000.00
6/20/12	Brookwood School	2,500 00
7/17/12	Tides Foundation	10,000.00
9/10/12	Greenwich Academy	1,634.00
9/10/12	University of Vermont	817.00
9/10/12	Island Institute	5,000 00
9/10/12	Good Cheer Food Bank	500 00
9/18/12	American Academy of Arts	5,000.00
11/6/12	American Academy of Arts	50,000.00
11/6/12	American Friends of ZanaAfrica	15,000.00
11/6/12	Chesapeake Bay Foundation	25,000.00
11/6/12	Circumnavigators Club	10,000 00
11/6/12	Community Against Violence	20,000.00
11/6/12	EcoViva	8,000.00
11/6/12	Foundation for African Medicin	20,000.00
11/6/12	Friends of Arts Street	21,000.00
11/6/12	Gateway Crafts, VinFen Corp.	25,000.00
11/6/12	Island Heritage Trust	10,000.00
11/6/12	Island Institute	15,000.00
11/6/12	Jackson Memorial Library	15,000.00
11/6/12	John and Mable Ringling	10,000.00
11/6/12	PYE Global	18,000.00
11/6/12	Outward Bound Sea School	30,000.00
11/6/12	Peace First	20,000.00
11/6/12	REACH Prep	15,000 00
11/6/12	Rising Tide Capital	30,000.00
11/6/12	Rosarian Academy	10,000.00
11/6/12	Rosarian Academy	5,000.00
11/6/12	The Food Project-North Shore	20,000.00
11/6/12	The Nature Conservancy	25,000 00
11/6/12	Town of Swan's Island	17,500.00
11/6/12	Vermont Long-Term Disaster	24,000.00
11/6/12	Wellspring HOuse	25,000.00
11/6/12	The Land Conservancy	20,000.00
11/8/12	Peabody Essex Museum	9,500.00
12/4/12	St. Michael's College	500.00

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2012

Date	Charity	Amount
12/11/12	Durango Early Learning Center	500.00
12/11/12	Stroud Water Research Center	10,000.00
12/11/12	Rodman Ride for Kids, Inc .	1,500.00
12/14/12	Brackett Foundation	1,500.00
12/14/12	Tides Foundation	60,000.00
12/17/12	Powers Music School	5,000.00
12/17/12	Medicine Horse Center	5,000.00
12/17/12	Music in the Mountains	500.00
12/17/12	Adaptive Sports Association	500.00
12/17/12	The Bridge Fund	500.00
12/17/12	Manna--The Durango Soup Kitche	500.00
12/17/12	Lexington Education Foundation	500.00
12/17/12	Safe Harbor of Greater	5,000.00
12/17/12	Handel & Haydn Society	25,000.00
12/17/12	S E.A. Education Association	15,000.00
12/31/12	Brackett Foundation	5,000.00
12/31/12	The Land Conservancy	5,000.00
12/31/12	Camp Ondessonk	550.00
12/31/12	Lesley College	5,000.00
12/31/12	Island Institute	2,500.00
12/31/12	Whidbey Island Nourishes	10,000.00
		1,063,801.00

**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.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust **THE VIRGINIA WELLINGTON CABOT FOUNDATION** Employer identification number
CO CABOT-WELLINGTON LLC **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	222,681.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 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	222,681.

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		22,375.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-608,856.
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	821,145.
9 Capital gain distributions	9	8,064.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 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	242,728.

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

Schedule D (Form 1041) 2012

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		222,681.
14	Net long-term gain or (loss):			
a	Total for year	14a		242,728.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		8,064.
c	28% rate gain	14c		73,536.
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		465,409.

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 16 ()

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 \$2,400 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 2012 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 2012 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) 2012

Employer identification number

04-6728351

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b		-608,856.
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Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1LONG-TERM CAPITAL GAIN DIVIDENDS

28% RATE CAPITAL GAIN DIVIDENDS

IVA WORLDWIDE FUND CL I

2,419.

TOTAL 28% RATE CAPITAL GAIN DIVIDENDS

2,419.

15% RATE CAPITAL GAIN DIVIDENDS

IVA WORLDWIDE FUND CL I

7,885.

MATTHEWS PACIFIC TIGER FUND INSTL

418.

VANGUARD INTERMEDIATE TERM TREASRY

11,653.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

19,956.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

22,375.

**THE VIRGINIA WELLINGTON CABOT FOUNDATION
GRANTEE'S APPLICATION COVER SHEET**

To be completed by grantee organization and returned to sponsor

Name of Applicant Organization: _____

Amount Requested: _____ **Date of Submission:** _____

Type of Request: ☐ General Operating Support ☐ Special Project ☐ Facilities ☐ Endowment

Contact Person's Name: _____

Contact Person's Title: _____

Address: _____

Phone: _____

Fax: _____

E-Mail: _____

Website Address: _____

Project Title and Brief Description (no more than twenty-five words, use reverse or attach separate sheet if filling out manually):

Geographic Area to be served (if relevant): _____

Client Group to be served (if relevant): _____

Anticipated Project Period: *From:* _____ *To:* _____

Total Project Budget: \$ _____

Total Amount of Pledges to date for this Project: \$ _____

Total Organizational or Department Budget: \$ _____

Total amount of Income: \$ _____

Note to Sponsor: The applicant organization is responsible for completing this form but Sponsor shares the responsibility for its accuracy and conformity with the body of the application. All pages should be submitted to VWCF by Sponsor.

Revised: 7/2012

**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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	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**, 20 **13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► ☒ calendar year 20 **12** 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	\$ 147,500.
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	\$ 92,500.
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	\$ 55,000.

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. 1-2013)

#8909477

407

• 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 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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, 2013
- For calendar year 2012, 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 \$	147,500.
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 \$	92,500.
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 \$	55,000.

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 Hany A. Kalajian Jr Title SR. TAX MANAGER Date 07/29/2013
Form 8868 (Rev. 1-2013)