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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

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

111 SPEEN STREET

A Employer identification number

26-6382379

City or town, state, and ZIP code

FRAMINGHAM, MA 01701

C If exemption application is pending, check here ►

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization

 Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ►

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method Cash Accrual
 Other (specify) MODIFIED CASH BASF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

► \$ 3,554,689. (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))

		(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	15,908.	13,169.		STATEMENT 1
	4 Dividends and interest from securities	70,395.	70,316.		STATEMENT 2
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	77,096.			
	b Gross sales price for all assets on line 6a	1,491,916.			
	7 Capital gain net income (from Part IV, line 2)		77,096.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,696.	2,696.		STATEMENT 3
	12 Total. Add lines 1 through 11	166,095.	163,277.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	RECEIVED
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	7,096.	0.		
	c Other professional fees				
	17 Interest				
	18 Taxes	1,980.	1,980.		
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	14,312.	14,277.		
24 Total operating and administrative expenses. Add lines 13 through 23		23,388.	16,257.		0.
		185,235.			
					185,235.
	26 Total expenses and disbursements. Add lines 24 and 25	208,623.	16,257.		185,235.
27 Subtract line 26 from line 12					
	a Excess of revenue over expenses and disbursements	-42,528.			
	b Net investment income (if negative, enter -0)		147,020.		
	c Adjusted net income (if negative, enter -0)			N/A	

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		88,092.	78.	78.
	2 Savings and temporary cash investments		736,717.	302,033.	307,012.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		1,264.	772.	772.
	10a Investments - U S. and state government obligations	STMT 7	199,456.	89,481.	94,735.
	b Investments - corporate stock	STMT 8	1,740,519.	2,037,910.	2,167,047.
	c Investments - corporate bonds	STMT 9	551,502.	640,897.	655,822.
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	154,820.	358,671.	329,223.
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		3,472,370.	3,429,842.	3,554,689.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		3,472,370.	3,429,842.	
	30 Total net assets or fund balances		3,472,370.	3,429,842.	
	31 Total liabilities and net assets/fund balances		3,472,370.	3,429,842.	

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	3,472,370.
2 Enter amount from Part I, line 27a	2	-42,528.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,429,842.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,429,842.

Form 990-PF (2012)

223511
12-05-12

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 3

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					
b	SEE ATTACHED STATEMENT				
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	1,491,916.		1,414,820.	77,096.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
a					
b					
c					
d					
e			77,096.		
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	77,096.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	203,679.	3,556,761.	.057265
2010	162,994.	3,998,869.	.040760
2009	167,835.	4,477,737.	.037482
2008			
2007			

2 Total of line 1, column (d) .135507

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 .045169

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 3,440,292.

5 Multiply line 4 by line 3 155,395.

6 Enter 1% of net investment income (1% of Part I, line 27b) 1,470.

7 Add lines 5 and 6 156,865.

8 Enter qualifying distributions from Part XII, line 4 185,235.

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

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 4

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	1,470.
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	
3	Add lines 1 and 2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	1,470.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	0.
6	Credits/Payments	1,470.
a	2012 estimated tax payments and 2011 overpayment credited to 2012	772.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	800.
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	1,572.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	102.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	102. Refunded ► 0.

Part VII-A Statements Regarding Activities

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?	Yes X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	
c	Did the foundation file Form 1120-POL for this year?	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
	(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	
	If "Yes," attach a detailed description of the activities.	
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	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
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	
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?	
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.	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
	MA	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	
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	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

Form 990-PF (2012)

223531
12-05-12

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 5

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14 The books are in care of ► THE FOUNDATION Located at ► 111 SPEEN STREET, FRAMINGHAM, MA		Telephone no ► (508) 650-1141 ZIP+4 ► 01701
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 ►		
16	15	N/A
	16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		

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.		
1a	Yes	No
(1)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	
1b	N/A ►	
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? 1c	
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 ►	
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? 3b	
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.) N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a	
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? 4b	

Form 990-PF (2012)

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 6

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER V POLACHI 79 PARK STREET NORFOLK, MA 02056	TRUSTEE 1.00	0.	0.	0.
CHARLES A POLACHI, JR 111 SPEEN STREET FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.
ANN E POLACHI P.O. BOX 761 EAST FALMOUTH, MA 02536	TRUSTEE 1.00	0.	0.	0.

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

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

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

► 0

Form 990-PF (2012)

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 7

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

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

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

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



0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A	
2	

All other program-related investments See instructions

3

Total. Add lines 1 through 3	►	0.
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Form 990-PF (2012)

223561
12-05-12

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379 Page 8

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	1a	2,922,205.
a Average monthly fair market value of securities	1b	569,705.
b Average of monthly cash balances	1c	772.
c Fair market value of all other assets	1d	3,492,682.
d Total (add lines 1a, b, and c)		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,492,682.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,390.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,440,292.
6 Minimum investment return. Enter 5% of line 5	6	172,015.

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	172,015.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,470.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,470.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	170,545.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	170,545.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	170,545.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	185,235.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B		
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	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)		
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	185,235.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,470.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	183,765.

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

Form 990-PF (2012)

223571
12-05-12

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

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				170,545.
2 Undistributed income, if any, as of the end of 2012			25,014.	
a Enter amount for 2011 only				
b Total for prior years		0.		
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		0.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 185,235.			25,014.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount		0.		160,221.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				10,324.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
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				

223581
12-05-12

Form 990-PF (2012)

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379

Page 10

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

N/A

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))

NONE

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

NONE

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

Check here ► 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.

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

6 Any submission deadlines:

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

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

Form 990-PF (2012)

26-6382379 Page 11

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				
CHRIST THE KING PARISH CATHOLIC CHARITIES APPEAL; MASHPEE, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	2,500.
CHRIST THE KING PARISH; MASHPEE, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING RELIGIOUS PURPOSES	12,500.
CITI PERFORMING ARTS CENTER; BOSTON, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING EDUCATION PURPOSES	50,000.
COLLEGE OF THE HOLY CROSS; WORCESTER, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING EDUCATION PURPOSES	20,000.
HABITAT FOR HUMANITY NANTUCKET; NANTUCKET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	500.
Total	SEE CONTINUATION SHEET(S)			► 3a 185,235.
b Approved for future payment				
NONE				
Total				► 3b 0.

223611
12-05-12

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	15,908.	
4 Dividends and interest from securities			14	70,395.	
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			14	2,696.	
8 Gain or (loss) from sales of assets other than inventory			18	77,096.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		166,095.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		166,095.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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	DEUTSCHE BANK (ACCT #048594)	P		
b	DEUTSCHE BANK (ACCT #048594)	P		
c	DEUTSCHE BANK (ACCT #875228)	P		
d	DEUTSCHE BANK (ACCT #875228)	P		
e	DEUTSCHE BANK (ACCT #875228)	P		
f	DEUTSCHE BANK (ACCT #942971)	P		
g	DEUTSCHE BANK (ACCT #942971)	P		
h	DEUTSCHE BANK (ACCT #942989)	P		
i	DEUTSCHE BANK (ACCT #942989)	P		
j	THE BLACKSTONE GROUP L.P. (K-1)	P		
k	THE BLACKSTONE GROUP L.P. (K-1)	P		
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 252,569.		252,390.	179.
b 195,896.		185,882.	10,014.
c 545,618.		510,771.	34,847.
d 60,454.		57,652.	2,802.
e 187,822.		174,604.	13,218.
f 36,966.		34,804.	2,162.
g 21,276.		17,617.	3,659.
h 157,591.		156,642.	949.
i 28,333.		24,458.	3,875.
j 20.			20.
k 923.			923.
l 4,448.			4,448.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			179.
b			10,014.
c			34,847.
d			2,802.
e			13,218.
f			2,162.
g			3,659.
h			949.
i			3,875.
j			20.
k			923.
l			4,448.
m			
n			
o			

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	77,096.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

223591
05-01-12

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

26-6382379

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIVITY SCHOOL OF WORCESTER; WORCESTER, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING EDUCATION PURPOSES	2,500.
NOTRE DAME MISSION VOLUNTEERS; BALTIMORE, MARYLAND	N/A	PUBLIC CHARITY	ARTHUR - 07/18/12 03:32PM INTERVIEW FORM PF-19	2,500.
PAN-MASS CHALLENGE DANA-FARBER CANCER INSTITUTE; NEEDHAM, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING SCIENTIFIC RESEARCH	1,700.
PINE STREET INN; BOSTON, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	2,500.
SIASCONSET UNION CHAPEL; SIASCONSET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING RELIGIOUS PURPOSES	500.
ST. ANTHONY'S CHURCH; EAST FALMOUTH, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING RELIGIOUS PURPOSES	2,500.
ST. JUDE'S CHURCH; NORFOLK, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING RELIGIOUS PURPOSES	4,500.
ST. THERESA PARISH; SHERBORN, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING RELIGIOUS PURPOSES	2,500.
TECHNOLOGY UNDERWRITING FOR GREATER GOOD; WALTHAM, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING EDUCATION PURPOSES	7,500.
THE ARCHDIOCESE OF BOSTON; BRAINTREE, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING RELIGIOUS PURPOSES	1,000.
Total from continuation sheets				99,735.

223631
05-01-12

THE GEORGE & MARIE CHABOT
CHARITABLE FOUNDATION

26-6382379

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
THE GREENLIGHT FUND; CAMBRIDGE, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	25,000.
THE NANTUCKET DREAMLAND FOUNDATION; NANTUCKET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	23,035.
SHULTZ'S GUEST HOUSE FOR DOGS; DEDHAM, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	1,000.
GREATER BOSTON FOOD BANK; FRAMINGHAM, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	2,500.
WOUNDED WARRIOR PROJECT; TOPEKA, KANSAS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	2,500.
NANTUCKET CONSERVATION FOUNDATION; NANTUCKET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	1,000.
FAMILY HEALTH CENTER; WORCESTER, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	1,000.
NANTUCKET HISTORICAL ASSOCIATION; NANTUCKET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	500.
NANTUCKET PRESERVATION TRUST; NANTUCKET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	500.
NANTUCKET COMMUNITY SAILING; NANTUCKET, MASSACHUSETTS	N/A	PUBLIC CHARITY	TO FUND CONTINUING CHARITABLE PURPOSES	15,000.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
DEUTSCHE BANK 048594	11,689.
DEUTSCHE BANK 875228	2,739.
THE BLACKSTONE GROUP L.P.	1,480.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15,908.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DEUTSCHE BANK 048594	55.	0.	55.
DEUTSCHE BANK 875228	65,184.	3,505.	61,679.
DEUTSCHE BANK 942971	6,283.	0.	6,283.
DEUTSCHE BANK 942989	3,031.	0.	3,031.
THE BLACKSTONE GROUP L.P.	290.	943.	-653.
TOTAL TO FM 990-PF, PART I, LN 4	74,843.	4,448.	70,395.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE BLACKSTONE GROUP L.P.	771.	771.	
OTHER INCOME	1,925.	1,925.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,696.	2,696.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,096.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,096.	0.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	771.	771.		0.
FOREIGN TAX PAID ON DIVIDEND INCOME	1,209.	1,209.		0.
TO FORM 990-PF, PG 1, LN 18	1,980.	1,980.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	0.	0.		0.
FILING FEES	35.	0.		0.
INVESTMENT ADVISORY FEES AND OTHER EXPENSES	14,277.	14,277.		0.
TO FORM 990-PF, PG 1, LN 23	14,312.	14,277.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	89,481.	94,735.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			89,481.	94,735.
TOTAL TO FORM 990-PF, PART II, LINE 10A			89,481.	94,735.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	2,037,910.	2,167,047.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,037,910.	2,167,047.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE DEBT SECURITIES	640,897.	655,822.
TOTAL TO FORM 990-PF, PART II, LINE 10C	640,897.	655,822.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	358,671.	329,223.
TOTAL TO FORM 990-PF, PART II, LINE 13		358,671.	329,223.