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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE VIRGINIA WELLINGTON CABOT FOUNDATION		A Employer identification number
CO CABOT-WELLINGTON LLC		04-6728351
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
70 FEDERAL STREET	7TH FL	(617) 451-1744
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here <input type="checkbox"/>
BOSTON, MA 02110		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply.		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 37,118,052.		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	109.	109.		ATCH 1
	4 Dividends and interest from securities	177,140.	588,681.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	171,967.			
	b Gross sales price for all assets on line 6a 3,210,973.				
	7 Capital gain net income (from Part IV, line 2)		1,449,013.		
	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	88,991.				
12 Total. Add lines 1 through 11	438,207.	2,037,803.	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	268.			268.
	b Accounting fees (attach schedule) ATCH 5	33,600.			33,600.
	c Other professional fees (attach schedule) *	413,199.	87,288.		329,911.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	62,244.	23,044.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	22,623.			22,623.
	21 Travel, conferences, and meetings	9,892.			9,892.
	22 Printing and publications	417.			417.
	23 Other expenses (attach schedule) ATCH 8	2,259.	460,686.		2,259.
	24 Total operating and administrative expenses. Add lines 13 through 23	544,502.	571,018.		398,970.
	25 Contributions, gifts, grants paid	1,138,470.			1,138,470.
26 Total expenses and disbursements. Add lines 24 and 25	1,682,972.	571,018.	0	1,537,440.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,244,765.				
b Net investment income (if negative, enter -0-)		1,466,785.			
c Adjusted net income (if negative, enter -0-)			0		

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a

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 . . . . .		51,998.	182,161.	182,161.
	2	Savings and temporary cash investments . . . . .		470,204.	146,377.	146,377.
	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 . . . . .	6,108,994.	6,989,278.	6,989,278.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
		Less accumulated depreciation (attach schedule) ▶ . . . . .				
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) ATCH 10 . . . . .	27,534,395.	29,800,236.	29,800,236.	
14		Land, buildings, and equipment basis ▶ . . . . .				
		Less accumulated depreciation (attach schedule) ▶ . . . . .				
15		Other assets (describe ▶ . . . . .)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	34,165,591.	37,118,052.	37,118,052.	
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
Net Assets or Fund Balances	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
23	Total liabilities (add lines 17 through 22) . . . . .	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .	34,165,591.	37,118,052.		
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	Total net assets or fund balances (see instructions) . . . . .	34,165,591.	37,118,052.		
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	34,165,591.	37,118,052.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	34,165,591.
2	Enter amount from Part I, line 27a . . . . .	2	-1,244,765.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11 . . . . .	3	4,197,226.
4	Add lines 1, 2, and 3 . . . . .	4	37,118,052.
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	37,118,052.

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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.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	1,449,013.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	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))
2012	1,465,142.	33,084,672.	0.044285
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
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.243867
<b>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</b>			<b>3</b> 0.048773
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 36,246,032.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 1,767,828.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 14,668.
<b>7 Add lines 5 and 6</b>			<b>7</b> 1,782,496.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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			<b>8</b> 1,537,440.

**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	29,336.
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	29,336.
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	29,336.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	55,000.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	60,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	115,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	85,664.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 50,000. Refunded <input type="checkbox"/> . . . . .	11	35,664.	

**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)? . . . . .		X
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? . . . . .		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? . . . . .		X
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 . . . . .		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? . . . . .		X
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? . . . . .	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>CAB-WEL.ORG</b>				
14	The books are in care of <b>JOAN WHELTON, EXEC. DIR.</b> Telephone no <b>617-451-1744</b>			
Located at <b>70 FEDERAL STREET BOSTON, MA</b> ZIP+4 <b>02110</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

**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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** X**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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		399,481.

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

	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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	36,021,265.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	776,737.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	36,798,002.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	36,798,002.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	551,970.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	36,246,032.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,812,302.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,812,302.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	29,336.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	29,336.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,782,966.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,782,966.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	1,782,966.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,537,440.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,537,440.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,537,440.

**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 (2013)

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				1,782,966.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			554,481.	
b Total for prior years 20 11 , 20 10 , 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,537,440 . . . . .				
a Applied to 2012, but not more than line 2a . . . . .			554,481.	
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 2013 distributable amount . . . . .				982,959.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013 . . . . . (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 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				800,007.
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 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .				

Form **990-PF** (2013)

**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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 address 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**

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a Paid during the year					
ATCH 15					
Total . . . . .				► 3a	1,138,470.
b Approved for future payment					
Total . . . . .				► 3b	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments . . . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	109.	
<b>4</b>	Dividends and interest from securities . . . . .			14	177,140.	
<b>5</b>	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
<b>6</b>	Net rental income or (loss) from personal property .					
<b>7</b>	Other investment income . . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	171,967.	
<b>9</b>	Net income or (loss) from special events . . .					
<b>10</b>	Gross profit or (loss) from sales of inventory . .					
<b>11</b>	Other revenue a <u>TAX REFUND</u>			01	88,991.	
b	_____					
c	_____					
d	_____					
e	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e) . . . . .				438,207.	
<b>13</b>	Total. Add line 12, columns (b), (d), and (e) . . . . .					

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



## **THE VIRGINIA WELLINGTON CABOT FOUNDATION**

### **The Mission Statement**

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

### **Vision Statement**

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

### **About The Virginia Wellington Cabot Foundation**

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

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

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



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

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

Name of Organization: \_\_\_\_\_

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

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

The Foundation also requires the following attachments:

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

Revised:1/2009

**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

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				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 CAPITAL GAIN DIVIDENDS				7,239.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				257,833.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				54,739.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				979,148.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				12,052.	
249,965.		IVA WORLDWIDE FUND CL I PROPERTY TYPE: SECURITIES 241,776.				8,189.	05/29/2013
49,965.		IVA WORLDWIDE FUND CL I PROPERTY TYPE: SECURITIES 45,840.				4,125.	12/16/2013
1,423.		BRITISH AMERICAN TOBACCO PLC PROPERTY TYPE: SECURITIES 1,250.				173.	05/13/2013
4,161.		CIE FINANCIERE RICHE MAONT AG PROPERTY TYPE: SECURITIES 2,843.				1,318.	05/13/2013
2,415.		ANHEUSER BUSCH INBEV SA NV PROPERTY TYPE: SECURITIES 2,128.				287.	05/10/2013
4,440.		MASTERCARD INC CL A COM PROPERTY TYPE: SECURITIES 3,511.				929.	05/10/2013
10,458.		NESTLE SA SPONSORED ADR PROPERTY TYPE: SECURITIES 9,326.				1,132.	05/10/2013
4,663.		PHILLIP MORRIS INTL I NC COME PROPERTY TYPE: SECURITIES 4,451.				212.	05/10/2013
		UNILEVER NV NEW YORK SHS NEW					05/10/2013

**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)	
1,035.		PROPERTY TYPE: SECURITIES 960.					75.	
		WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES				P	VARIOUS	05/10/2013
7,576.		6,869.					707.	
		SABMILLER PLC SHS PROPERTY TYPE: SECURITIES				P	09/30/2011	05/13/2013
1,358.		822.					536.	
		ANHEUSER BUSCH INBEV SA NV PROPERTY TYPE: SECURITIES				P	VARIOUS	05/10/2013
4,830.		3,080.					1,750.	
		MASTERCARD INC CL A COM PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
8,842.		3,955.					4,887.	
		WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES				P	VARIOUS	05/10/2013
4,735.		4,041.					694.	
		PERNOD RICARD ORD PROPERTY TYPE: SECURITIES				P	01/04/2008	05/13/2013
13,344.		11,862.					1,482.	
		BRITISH AMERICAN TOBACCO PLC PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
11,038.		6,221.					4,817.	
		DIAGEO PLC ORD SHS PROPERTY TYPE: SECURITIES				P	01/04/2008	05/13/2013
7,728.		5,352.					2,376.	
		SABMILLER PLC SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	05/13/2013
14,935.		6,166.					8,769.	
		CIE FINANCIERE RICHE MAONT AG PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
26,079.		7,349.					18,730.	
		HEINEKEN HLDG NV SHS PROPERTY TYPE: SECURITIES				P	01/04/2008	VARIOUS
18,322.		16,678.					1,644.	

**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)	
2,414.		ANHEUSER BUSCH INBEV SA NV PROPERTY TYPE: SECURITIES 1,518.				P	11/18/2010	05/10/2013
							896.	
25,056.		BERKSHIRE HATHAWAY I NC DEL PROPERTY TYPE: SECURITIES 20,997.				P	01/03/2008	05/10/2013
							4,059.	
7,149.		BROWN FORMAN CORP CL A PROPERTY TYPE: SECURITIES 3,749.				P	VARIOUS	05/10/2013
							3,400.	
6,201.		COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 2,592.				P	01/03/2008	05/10/2013
							3,609.	
8,308.		HASBRO INC COM PROPERTY TYPE: SECURITIES 4,349.				P	01/03/2008	05/10/2013
							3,959.	
3,292.		MASTERCARD INC CL A COM PROPERTY TYPE: SECURITIES 1,221.				P	VARIOUS	VARIOUS
							2,071.	
13,944.		NESTLE SA SPONSORED ADR PROPERTY TYPE: SECURITIES 9,233.				P	01/03/2008	05/10/2013
							4,711.	
18,653.		PHILLIP MORRIS INTL I NC COME PROPERTY TYPE: SECURITIES 10,540.				P	01/03/2008	05/10/2013
							8,113.	
3,438.		SCRIPPS NEWTORKS INT ERACTIVE PROPERTY TYPE: SECURITIES 1,997.				P	01/03/2008	05/10/2013
							1,441.	
8,282.		UNILEVER NV NEW YORK SHS NEW PROPERTY TYPE: SECURITIES 7,306.				P	01/03/2008	05/10/2013
							976.	
13,813.		WASHINGTON POST CO CL B PROPERTY TYPE: SECURITIES 22,812.				P	VARIOUS	05/10/2013
							-8,999.	
5,365.		MARTIN MARIETTA MATL S INC COM PROPERTY TYPE: SECURITIES 6,265.				P	01/03/2008	05/10/2013
							-900.	

**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)	
14,712.		ALTRIA GROUP INC COM 9,253.					01/03/2008 5,459.	05/10/2013
822,023.		CAMCAPITAL RESOURCES OFFSHORE PROPERTY TYPE: OTHER 975,648.				P	-153,625.	12/31/2013
500,000.		SANDERSON INTERNATIONAL PROPERTY TYPE: OTHER 300,000.				P	200,000.	12/31/2013
TOTAL GAIN (LOSS) .....							<u>1,449,013.</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	109.	109.	
TOTAL	<u>109.</u>	<u>109.</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			
THOMAS CABOT 1994 UNITRUST (HARVARD)	113,864.	113,864.	
VIRGINIA CABOT 1996 UNITRUST (MIT)	34,919.	34,919.	
PASS-THRU FROM INVESTMENT PARTNERSHIPS	28,357.	28,357.	
		411,541.	
TOTAL	<u>177,140.</u>	<u>588,681.</u>	

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TAX REFUND	88,991.
TOTALS	<u>88,991.</u>

ATTACHMENT 4

FORM 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	268.			268.
TOTALS	<u>268.</u>			<u>268.</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	33,600.			33,600.
TOTALS	<u>33,600.</u>			<u>33,600.</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	324,000.			324,000.
INVESTMENT MANAGEMENT FEES CAB	71,481.	75,481.		
ADMINISTRATIVE FEES	70.			70.
GRANT MANAGEMENT	3,841.			3,841.
GARDNER RUSSO FEE	11,807.	11,807.		
OTHER FEES	2,000.			2,000.
TOTALS	<u>413,199.</u>	<u>87,288.</u>		<u>329,911.</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	2,244.	14,377.		
FOREIGN TAX W/H - PERSHING		2,180.		
FOREIGN TAX W/H - FIDELITY		3,665.		
FEDERAL EXCISE TAX EXPENSE	60,000.			
CW REAL ESTATE FUND I JAPAN WH		38.		
CW REAL ESTATE FUND III JP WH		47.		
STATE INCOME TAX WITHHELD		2,737.		
TOTALS	<u>62,244.</u>	<u>23,044.</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	70.			70.
UTILITIES	541.			541.
INTERNET	280.			280.
POSTAGE	335.			335.
OTHER EXPENSES	1,033.			1,033.
DEDUCTIONS AGAINST PORTFOLIO INCOME PASSTHROUGH ENTITIES				
CW VENTURE FUND II, LLC		16,138.		
CW VENTURE FUND III, LLC		22,076.		
CW VENTURE FUND IV, LLC		36,240.		
CW REAL ESTATE FUND I LP		12,726.		
CW REAL ESTATE FUND II LP		13,933.		
CW REAL ESTATE FUND III LP		11,480.		
CW PRIVATE EQUITY FUND 2007		95,927.		
CW PRIVATE EQUITY FUND 2011		20,099.		
CW REAL ASSETS FUND 2011		13,324.		
JK ASIAN INVESTMENT LP		11,998.		
COMMONFUND CAPITAL EQUITY		22,175.		
ADAGE CAPITAL		126,172.		
EATON VANCE SMALL CAP CORE		4,630.		
PARK STREET CAPITAL		6,108.		
WTC CTG STRATEGIC REAL ASSETS		623.		
THE SANDERSON INTERNATIONAL		19,912.		
THE INV EMERGING MARKETS FUND		27,125.		
TOTALS	2,259.	460,686.		2,259.

ATTACHMENT 9

FORM 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	6,108,994.	6,989,278.	6,989,278.
TOTALS	<u>6,108,994.</u>	<u>6,989,278.</u>	<u>6,989,278.</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 II, LLC	370,060.	254,381.	254,381.
CW VENTURE FUND III, LLC	472,851.	421,237.	421,237.
CW VENTURE FUND IV, LLC	801,726.	781,178.	781,178.
CW REAL ESTATE FUND I, LLC	387,750.	380,169.	380,169.
CW REAL ESTATE FUND II, LLC	460,143.	383,087.	383,087.
CW REAL ESTATE FUND III, LLC	417,589.	472,154.	472,154.
CW REAL ASSET FUND 2011, LLC	310,375.	533,485.	533,485.
CW PRIVATE EQUITY FUND 2007	2,015,405.	2,536,753.	2,536,753.
CW PRIVATE EQUITY FUND 2011	132,730.	232,126.	232,126.
CW HEDGE 1 FEEDER LTD	1,407,120.	1,599,934.	1,599,934.
CW HEDGE 2 FEEDER LTD	3,949,106.	4,395,101.	4,395,101.
ADAGE CAPITAL PARTNERS, LP	5,161,367.	6,465,741.	6,465,741.
AEW VIF REIT, INC	233,235.	208,031.	208,031.
ARCHIPELAGO HOLDINGS, LTD.	2,122,384.	2,298,582.	2,298,582.
ASIAN SELECT EQUITY INVESTMENT	642,738.	688,341.	688,341.
CAMCAP RESOURCES OFFSHORE FUND	845,213.	12,641.	12,641.
EMERGING MARKETS INVESTABLE FD	2,070,013.	2,109,568.	2,109,568.
COMMONFUND CAP PRI EQU PTR VII	627,922.	774,797.	774,797.
EATON VANCE SMALL CAP CORE FD	348,818.	476,637.	476,637.
EII INTERNATIONAL PROPERTY	584,835.	609,900.	609,900.
PARK STREET CAP NAT RESOURCES	240,438.	279,251.	279,251.
SANDERSON INTERNATIONAL VALUE	1,958,463.	1,933,887.	1,933,887.
WCTF STRATEGIC REAL ASSET	1,974,114.	1,953,255.	1,953,255.
<b>TOTALS</b>	<u>27,534,395.</u>	<u>29,800,236.</u>	<u>29,800,236.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED GAINS/ (LOSSES)	4,197,226.
TOTAL	<u>4,197,226.</u>

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		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
HELEN C. MCCARTHY 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	CHAIRMAN 1.00	0	0	0	0
TOM BABKA 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT TREASURER 1.00	0	0	0	0
CAROLE GANZ 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0	0
ALYSSA S. GIORDANO 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT TREASURER 1.00	0	0	0	0
JOAN M. WHELTON 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	ASSISTANT SECRETARY 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
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
LAURA CABOT CARRIGAN 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	SECRETARY 1.00	0	0	0
ALEXANDER MCCARTHY 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0

## THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
TIMOTHY EISERLE 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
AMIEL CABOT 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
SOPHIE C. BLACK 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
BRADFORD W. CABOT 70 FEDERAL STREET 7TH FL BOSTON, MA 02110	TRUSTEE 1.00	0	0	0
SUZANNE 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 TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEXANDER BLACK 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	324,000.
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	INVESTMENT SERVICES	75,481.
	TOTAL COMPENSATION	<u>399,481.</u>

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

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



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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE ATTACHED ON FILE - AVAILABLE UPON REQUEST	NOT RELATED PC		EXEMPT PURPOSE	1,138,470
TOTAL CONTRIBUTIONS PAID				1,138,470

**The Virginia Wellington Cabot Foundation**  
**Grants Made for the year ended 12/31/2013**

<b>Date</b>	<b>Organization</b>	<b>Amount</b>
1/4/2013	Cantemus	630
1/9/2013	Amherst College Alumni Fund	500
1/23/2013	Friends of Friends Medical	500
1/25/2013	PYE Global	500
1/31/2013	Whidbey Island Nourishes - Voided 2012 Grant	(10,000)
2/1/2013	Brookwood School	1,500
2/1/2013	Thompson Island Outward Bound	500
2/5/2013	Healing Abuse Working	500
2/6/2013	Northeastern University	500
2/7/2013	Hurricane Island Foundation	2,000
2/7/2013	WNYC Radio	500
2/22/2013	Cape Ann Waldorf School	750
3/6/2013	Brunswick School	4,000
3/6/2013	Fort Lewis College	1,000
3/6/2013	Harvard University/Art Museums	2,500
3/6/2013	South Whidbey Commons	3,000
3/14/2013	Zamorano	500
4/22/2013	Tyrolean Opera Program	2,000
5/16/2013	Culebra Range Community	1,000
5/23/2013	Camp Dreamcatcher	5,000
5/23/2013	Camp Ondessonk	10,000
5/23/2013	Cape Cod Academy	5,000
5/23/2013	Cape Cod Lighthouse	5,000
5/23/2013	Chewonki Foundation	10,000
5/23/2013	Columbia University	10,000
5/23/2013	Conservatory Lab Charter	2,500
5/23/2013	Culebra Range Community	10,000
5/23/2013	Dharamsala Animal Rescue	10,000
5/23/2013	Durango Early Learning Center	10,000
5/23/2013	Family Nurturing Center of	10,000
5/23/2013	Fractured Atlas Productions	10,000
5/23/2013	General Henry Knox Museum	2,500
5/23/2013	Greenwich Academy	10,000
5/23/2013	Healing Abuse Working	10,000
5/23/2013	Herring Gut Learning Center	5,000
5/23/2013	Hurricane Island Foundation	5,000
5/23/2013	Island Institute	10,000
5/23/2013	Karatu Education Fund	10,000
5/23/2013	Las Americas	10,000

**The Virginia Wellington Cabot Foundation**  
**Grants Made for the year ended 12/31/2013**

<b>Date</b>	<b>Organization</b>	<b>Amount</b>
5/23/2013	Mt. Carmel Heath, Wellness	10,000
5/23/2013	National Film Preserve	10,000
5/23/2013	National Peace Academy	5,000
5/23/2013	Nature and Culture	10,000
5/23/2013	Northwest Language Academy	500
5/23/2013	Powers Music School	10,000
5/23/2013	Public Employees for	5,000
5/23/2013	PYE Global	2,000
5/23/2013	Rosarian Academy	10,000
5/23/2013	Rosarian Academy	10,000
5/23/2013	SkyTruth	5,000
5/23/2013	Society of the Muse of	10,000
5/23/2013	Stroud Water Research Center	5,000
5/23/2013	Supportive Living, Inc.	5,000
5/23/2013	The BELL Foundation	10,000
5/23/2013	The Land Conservancy	10,000
5/23/2013	The Nature Conservancy	10,000
5/23/2013	The Nature Conservancy	5,000
5/23/2013	The Raymond F. Kravis Center f	10,000
5/23/2013	Thompson Island Outward Bound	10,000
5/23/2013	Tides Foundation - Imbali grant	10,000
5/23/2013	Wild Care, Inc.	10,000
5/24/2013	Vermont Long Term Disaster	5,000
8/14/2013	Hurricane Island Foundation	2,000
8/14/2013	Lahey Clinic Foundation Inc	500
8/20/2013	The Power of Hope	500
9/30/2013	Farnsworth Art Museum	2,500
10/21/2013	Inner City Foundation	5,000
10/31/2013	Brackett Foundation	5,000
11/19/2013	American Academy of Arts	25,000
11/19/2013	Bard College	15,000
11/19/2013	Child and Family Opportunity	20,000
11/19/2013	Conservatory Lab Charter	25,000
11/19/2013	Creating Hope International	10,000
11/19/2013	EcoViva	10,000
11/19/2013	Friends of Arts Street	20,000
11/19/2013	Gateway Crafts, VinFen Corp.	500
11/19/2013	Gateway Crafts, VinFen Corp.	40,000
11/19/2013	Globetrotter Marathon Program	10,000

**The Virginia Wellington Cabot Foundation**  
**Grants Made for the year ended 12/31/2013**

<b>Date</b>	<b>Organization</b>	<b>Amount</b>
11/19/2013	Hurricane Island Foundation	10,000
11/19/2013	Jackson Memorial Library	25,000
11/19/2013	Maine Coast Heritage Trust	10,000
11/19/2013	NAMLO International	16,338
11/19/2013	The Institute for Central	10,000
11/19/2013	The Nature Conservancy	20,000
11/21/2013	Outward Bound Sea School	40,000
11/21/2013	Peace First	20,000
11/21/2013	Pingree School/Prep@Pingree	15,000
11/21/2013	REACH Prep	20,000
11/21/2013	reTREEt America	25,000
11/21/2013	Rising Tide Capital	30,000
11/21/2013	S.E.A. Education Association	15,000
11/21/2013	Steppingstone Foundation	20,000
11/21/2013	Stroud Water Research Center	25,000
11/21/2013	Supportive Living, Inc.	20,000
11/21/2013	The Food Project - North Shore	20,000
11/21/2013	The Nature Conservancy	45,000
11/21/2013	Wellspring House	25,000
11/25/2013	PYE Global	25,000
11/29/2013	Circle of Health International	10,000
11/29/2013	Doctors Without Borders	10,000
11/29/2013	Massachusetts General Hospital	10,000
11/29/2013	Oxfam America	10,000
11/29/2013	World Food Program	10,000
12/4/2013	La Comunidad Hispana731 W. Cyp	3,000
12/4/2013	Ringling College of Art & Design	10,000
12/11/2013	Hurricane Island Foundation	1,000
12/11/2013	Nature Conservancy Delaware	3,000
12/11/2013	Rosie's Place	1,000
12/11/2013	Safe Harbor of Greater	3,000
12/11/2013	Water is Life	1,000
12/17/2013	CSR Charitable Foundation	500
12/17/2013	Stroud Water Research Center	5,000
12/19/2013	Pine Street Inn	1,000
12/20/2013	Tides Foundation	50,000
12/31/2013	Brackett Foundation	1,752
12/31/2013	Cantemus	500
12/31/2013	Companeros Four Corners Immigrant Resource Center	500

**The Virginia Wellington Cabot Foundation**  
**Grants Made for the year ended 12/31/2013**

<b>Date</b>	<b>Organization</b>	<b>Amount</b>
12/31/2013	Family Tree Access Center	500
12/31/2013	Good Cheer Food Bank	500
12/31/2013	Grand Isle Rescue Inc.	500
12/31/2013	Greenlight Fund	500
12/31/2013	Healing Abuse Working	1,500
12/31/2013	Huntington Theatre	3,000
12/31/2013	Hurricane Island Foundation	<u>10,000</u>
12/31/2013	Peace First	500
12/31/2013	Powers Music School	3,000
12/31/2013	Shelburne Farms	2,500
12/31/2013	The Fenn School	1,000
12/31/2013	The Land Conservancy	2,000
12/31/2013	Trustees of Tufts College	4,000
12/31/2013	Whidbey Island Nourishes	500
	Total Grants Paid	<u><u>1,138,470</u></u>

**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.  
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
► Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2013**

Name of estate or trust **THE VIRGINIA WELLINGTON CABOT FOUNDATION** Employer identification number **04-6728351**  
**CO CABOT-WELLINGTON LLC**

**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**

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .	36,171.	31,338.		4,833.
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .				
SHORT-TERM CAPITAL GAIN DIVIDENDS ATTACHMENT 1				7,239.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				4
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				5 257,833.
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .				6 ( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ►				7 269,905.

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .	19,765.	11,898.		7,867.
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .	507,291.	433,823.		73,468.
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	1,322,023.	1,275,648.		46,375.
LONG-TERM CAPITAL GAIN DIVIDENDS ATTACHMENT 2				54,739.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				11
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .				12 979,148.
<b>13</b> Capital gain distributions. . . . .				13 12,052.
<b>14</b> Gain from Form 4797, Part I. . . . .				14
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .				15 ( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ►				16 1,179,108.

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

Schedule D (Form 1041) 2013

**Part III Summary of Parts I and II****Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>17</b> Net short-term gain or (loss) . . . . .	<b>17</b>		269,905.
<b>18</b> Net long-term gain or (loss):			
<b>a</b> Total for year . . . . .	<b>18a</b>		1,179,108.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . .	<b>18b</b>		12,052.
<b>c</b> 28% rate gain . . . . .	<b>18c</b>		2,658.
<b>19</b> Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	<b>19</b>		1,449,013.

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

**20** 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 19, column (3) or **b** \$3,000 . . . . . **20** ( )

**Note:** If the loss on line 19, 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 18a and 19 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 18b, col (2) or line 18c, 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 18a and 19 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 18b, col (2) or line 18c, col (2) is more than zero.

<b>21</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	<b>21</b>		
<b>22</b> Enter the smaller of line 18a or 19 in column (2) but not less than zero. . . . .	<b>22</b>		
<b>23</b> 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) . .	<b>23</b>		
<b>24</b> Add lines 22 and 23 . . . . .	<b>24</b>		
<b>25</b> If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>25</b>		
<b>26</b> Subtract line 25 from line 24. If zero or less, enter -0- . . . . .	<b>26</b>		
<b>27</b> Subtract line 26 from line 21. If zero or less, enter -0- . . . . .	<b>27</b>		
<b>28</b> Enter the smaller of the amount on line 21 or \$2,450 . . . . .	<b>28</b>		
<b>29</b> Enter the smaller of the amount on line 27 or line 28 . . . . .	<b>29</b>		
<b>30</b> Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶	<b>30</b>		
<b>31</b> Enter the smaller of line 21 or line 26 . . . . .	<b>31</b>		
<b>32</b> Subtract line 30 from line 26. . . . .	<b>32</b>		
<b>33</b> Enter the smaller of line 21 or \$11,950. . . . .	<b>33</b>		
<b>34</b> Add lines 27 and 30 . . . . .	<b>34</b>		
<b>35</b> Subtract line 34 from line 33. If zero or less, enter -0- . . . . .	<b>35</b>		
<b>36</b> Enter the smaller of line 32 or line 35 . . . . .	<b>36</b>		
<b>37</b> Multiply line 36 by 15%. . . . . ▶	<b>37</b>		
<b>38</b> Enter the amount from line 31 . . . . .	<b>38</b>		
<b>39</b> Add lines 30 and 36 . . . . .	<b>39</b>		
<b>40</b> Subtract line 39 from line 38. If zero or less, enter -0- . . . . .	<b>40</b>		
<b>41</b> Multiply line 40 by 20% . . . . . ▶	<b>41</b>		
<b>42</b> Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . .	<b>42</b>		
<b>43</b> Add lines 37, 41, and 42 . . . . .	<b>43</b>		
<b>44</b> Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . .	<b>44</b>		
<b>45</b> Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . . ▶	<b>45</b>		

Schedule D (Form 1041) 2013





Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE VIRGINIA WELLINGTON CABOT FOUNDATION

04-6728351

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- ☒ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)  
☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS  
☐ (F) Long-term transactions not reported to you on Form 1099-B

(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions.	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
					(f) Code(s) from instructions	(g) Amount of adjustment	
SABMILLER PLC SHS	09/30/2011	05/13/2013	1,358.	822.			536.
ANHEUSER BUSCH INBEV S NV	VARIOUS	05/10/2013	4,830.	3,080.			1,750.
MASTERCARD INC CL A CO	VARIOUS	VARIOUS	8,842.	3,955.			4,887.
WELLS FARGO & CO NEW COM	VARIOUS	05/10/2013	4,735.	4,041.			694.
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			19,765.	11,898.			7,867.

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☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	IWA WORLDWIDE FUND CL I	01/07/2011	05/29/2013	249,965.	241,776.			8,189.
	IWA WORLDWIDE FUND CL I	01/07/2011	12/16/2013	49,965.	45,840.			4,125.
	PERNOD RICARD ORD	01/04/2008	05/13/2013	13,344.	11,862.			1,482.
	BRITISH AMERICAN TOBACCO PLC	VARIOUS	VARIOUS	11,038.	6,221.			4,817.
	DIAGEO PLC ORD SHS	01/04/2008	05/13/2013	7,728.	5,352.			2,376.
	SABMILLER PLC SHS	VARIOUS	05/13/2013	14,935.	6,166.			8,769.
	CIE FINANCIERE RICHE MAONT AG	VARIOUS	VARIOUS	26,079.	7,349.			18,730.
	HEINEKEN HLDG NV SHS	01/04/2008	VARIOUS	18,322.	16,678.			1,644.
	ANHEUSER BUSCH INBEV SA NV	11/18/2010	05/10/2013	2,414.	1,518.			896.
	BERKSHIRE HATHAWAY I NC DEL	01/03/2008	05/10/2013	25,056.	20,997.			4,059.
	BROWN FORMAN CORP CL A	VARIOUS	05/10/2013	7,149.	3,749.			3,400.
	COMCAST CORP NEW CL A	01/03/2008	05/10/2013	6,201.	2,592.			3,609.
	HASBRO INC COM	01/03/2008	05/10/2013	8,308.	4,349.			3,959.
	MASTERCARD INC CL A COM	VARIOUS	VARIOUS	3,292.	1,221.			2,071.
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				507,291.	433,823.			73,468.

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**(F) Long-term transactions not reported to you on Form 1099-B**

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	NESTLE SA SPONSORED ADR	01/03/2008	05/10/2013	13,944.	9,233.			4,711.
	PHILLIP MORRIS INTL I NC COME	01/03/2008	05/10/2013	18,653.	10,540.			8,113.
	SCRIPPS NEWTORKS INT ERACTIVE	01/03/2008	05/10/2013	3,438.	1,997.			1,441.
	UNILEVER NV NEW YORK SHS NEW	01/03/2008	05/10/2013	8,282.	7,306.			976.
	WASHINGTON POST CO CL B	VARIOUS	05/10/2013	13,813.	22,812.			-8,999.
	MARTIN MARIETTA MATL S INC COM	01/03/2008	05/10/2013	5,365.	6,265.			-900.
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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	CAMCAPITAL RESOURCES OFFSHORE		12/31/2013	822,023.	975,648.			-153,625.
	SANDERSON INTERNATIONAL		12/31/2013	500,000.	300,000.			200,000.
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,322,023.	1275648.			46,375.

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FEDERAL CAPITAL GAIN DIVIDENDSSHORT-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 1

RS GLOBAL NATURAL RESOURCES Y	7,239.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		<u>7,239.</u>

LONG-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 2

28% RATE CAPITAL GAIN DIVIDENDS		
IVA WORLDWIDE FUND CL I	1,149.	
TOTAL 28% RATE CAPITAL GAIN DIVIDENDS		1,149.
15% RATE CAPITAL GAIN DIVIDENDS		
IVA WORLDWIDE FUND CL I	18,197.	
MATTHEWS PACIFIC TIGER FUND INSTL	3,235.	
VANGUARD INTERMEDIATE TERM TREARY	11,378.	
RS GLOBAL NATURAL RESOURCES Y	20,780.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		53,590.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		<u>54,739.</u>