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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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation THE VIRGINIA WELLINGTON CABOT FOUNDATION		A Employer identification number 04-6728351
CO CABOT-WELLINGTON LLC		
Number and street (or P O box number if mail is not delivered to street address) 22 BATTERYMARCH ST. 2ND FLOOR		B Telephone number (see instructions) (617) 451-1744
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		C If exemption application is pending, check here. <input type="checkbox"/> D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
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) \$ 34,757,288.		
J Accounting method <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	131.	131.		ATCH 1
	4 Dividends and interest from securities	177,370.	550,484.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,768,281.			
	b Gross sales price for all assets on line 6a	7,688,981.			
	7 Capital gain net income (from Part IV, line 2)		2,613,191.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,945,782.	3,163,806.	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 3	1,174.			1,174.
	b Accounting fees (attach schedule) ATCH 4	36,990.			36,990.
	c Other professional fees (attach schedule) [5]	452,125.	84,314.		367,811.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	52,719.	17,108.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy NOV 1-7 2017	22,812.			22,812.
	21 Travel, conferences, and meetings	11,096.			11,096.
	22 Printing and publications	855.			855.
	23 Other expenses (attach schedule) ATCH 7	3,468.	379,072.		3,468.
	24 Total operating and administrative expenses. Add lines 13 through 23.	581,239.	480,494.		444,206.
	25 Contributions, gifts, grants paid	1,385,281.			1,385,281.
26 Total expenses and disbursements. Add lines 24 and 25.	1,966,520.	480,494.	0.	1,829,487.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-20,738.				
b Net investment income (if negative, enter -0-)		2,683,312.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	227,593.	168,969.	168,969.
	2	Savings and temporary cash investments	92,892.	1,066,179.	1,066,179.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	7,468,589.	6,368,759.	6,368,759.
	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 9	27,196,153.	27,153,381.	27,153,381.
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)	34,985,227.	34,757,288.	34,757,288.
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	34,985,227.	34,757,288.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	34,985,227.	34,757,288.	
	31	Total liabilities and net assets/fund balances (see instructions)	34,985,227.	34,757,288.	

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	34,985,227.
2	Enter amount from Part I, line 27a	2	-20,738.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,964,489.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	207,201.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,757,288.

Form 990-PF (2016)

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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,613,191.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,919,840.	34,045,604.	0.056390
2014	1,773,924.	35,466,803.	0.050016
2013	1,537,440.	36,246,032.	0.042417
2012	1,465,142.	33,084,672.	0.044285
2011	1,339,304.	31,545,490.	0.042456
2 Total of line 1, column (d)			2 0.235564
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.047113
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 32,294,676.
5 Multiply line 4 by line 3.			5 1,521,499.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 26,833.
7 Add lines 5 and 6.			7 1,548,332.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,829,487.

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	26,833.
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-)		2	
3 Add lines 1 and 2		3	26,833.
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	26,833.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 70,134.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	90,134.
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	63,301.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 63,301. Refunded <input type="checkbox"/> <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA, <input type="checkbox"/>		
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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? Website address CAB-WEL.ORG	13	X
14 The books are in care of JOAN WHELTON, EXEC. DIR. Telephone no 617-451-1744 Located at 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA ZIP+4 02109		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country 16		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		
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 2c		
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 2016 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 2016)	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 2016?	4b	X

Form 990-PF (2016)

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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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

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

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

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 12		429,144.

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 ▶	

Form **990-PF** (2016)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	31,396,592.
b	Average of monthly cash balances	1b	1,389,881.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	32,786,473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	32,786,473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	491,797.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,294,676.
6	Minimum investment return. Enter 5% of line 5	6	1,614,734.

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

1	Minimum investment return from Part X, line 6	1	1,614,734.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	26,833.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,833.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,587,901.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,587,901.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,587,901.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,829,487.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,829,487.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	26,833.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,802,654.

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 (2016)

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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,587,901.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			513,847.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>1,829,487.</u>				
a Applied to 2015, but not more than line 2a			513,847.	
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 2016 distributable amount.				1,315,640.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				272,261.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Form **990-PF** (2016)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

ATCH 13

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

REFER TO WEBSITE WWW.CABWEL.COM

c Any submission deadlines

MARCH 1, OCTOBER 1

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

BY INVITATION ONLY PLEASE SEE WEBSITE FOR DETAILS

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 14				
Total			3a	1,385,281.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14	131.		
4 Dividends and interest from securities			14	177,370.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	1,768,281.		
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)				1,945,782.		
13 Total. Add line 12, columns (b), (d), and (e)				13		1,945,782.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee: Joan M. Whelton Date: 11.10.17 Title: Exec. Director

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

Paid
Preparer
Use Only

Print/Type preparer's name HARRY A KALAJIAN JR CPA	Preparer's signature <i>Harry A. Kalajian Jr</i>	Date 11/16/17	Check <input type="checkbox"/> if self-employed	PTIN P00464296
Firm's name WOLF & COMPANY, PC	Firm's EIN 04-2689883			
Firm's address 99 HIGH STREET, 21ST FLOOR BOSTON, MA 02110	Phone no 617-439-9700			

THE VIRGINIA WELLINGTON CABOT FOUNDATION

The Mission Statement

“The mission of the Virginia Wellington Cabot Foundation is to benefit mankind through the practice of responsible philanthropy, and to inspire, educate, 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'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

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.
- H. If the organization received funding from VWCF in the previous twelve months, please submit a final report using the Final Report form available on the VWCF website.

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. Submit the organization's budget using the AGM common proposal form budget template available on the VWCF website. If available, please submit a 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); if the audit is not available, please include a copy of your 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: 1/2015

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 COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				132,656.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				43,455.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				691,506.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				21,019.	
23,444.		MATTHEWS PACIFIC TIGER FUND PROPERTY TYPE: SECURITIES 21,146.				12/28/2015 2,298.	08/15/2016
467,419.		ABERDEEN EMERGING MARKETS FD PROPERTY TYPE: SECURITIES 562,500.				11/20/2014 -95,081.	04/11/2016
1,032,965.		SCHRODER ABSOLUTE RETURNS EMD PROPERTY TYPE: SECURITIES 1,000,035.				01/30/2012 32,930.	VARIOUS
298,493.		VANGUARD INTERMDIATE TERM TREAS PROPERTY TYPE: SECURITIES 291,860.				11/20/2014 6,633.	04/11/2016
526,466.		MATTHEWS PACIFIC TIGER FUND PROPERTY TYPE: SECURITIES 294,502.				VARIOUS 231,964.	VARIOUS
101,477.		VANGUARD INTERMDIATE TERM TREAS PROPERTY TYPE: SECURITIES 100,035.				05/21/2010 1,442.	04/11/2016
2,638.		JC DEXAUX S A ACT PROPERTY TYPE: SECURITIES 3,045.				10/29/2015 -407.	08/24/2016
7,332.		CIE FINANCIERE RICHE MONT AG PROPERTY TYPE: SECURITIES 8,728.				VARIOUS -1,396.	08/24/2016
2,725.		SWATCH GROUP AG THE AKT PROPERTY TYPE: SECURITIES 4,029.				VARIOUS -1,304.	08/24/2016

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)	
3,628.		WELLS FARGO & CO PROPERTY TYPE: SECURITIES 3,734.				P	VARIOUS	08/23/2016
							-69.	
8,092.		PERNOD RICARD ORD PROPERTY TYPE: SECURITIES 8,304.				P	VARIOUS	08/24/2016
							-212.	
957.		BRITISH AMERICAN TOB ACCO PLC PROPERTY TYPE: SECURITIES 837.				P	10/28/2014	08/24/2016
							120.	
3,167.		ANHEUSER BUSCH INBEV SA NV PROPERTY TYPE: SECURITIES 1,468.				P	05/27/2011	08/23/2016
							1,699.	
2,233.		BERKSHIRE HATHAWAY PROPERTY TYPE: SECURITIES 1,354.				P	10/08/2012	08/23/2016
							879.	
3,646.		NESTLE SA SPONSORED ADR PROPERTY TYPE: SECURITIES 3,454.				P	09/08/2014	08/23/2016
							192.	
3,514.		PHILIP MORRIS INTL PROPERTY TYPE: SECURITIES 2,785.				P	VARIOUS	08/23/2016
							729.	
8,097.		UNILEVER NV NEW YORK SHS NEW PROPERTY TYPE: SECURITIES 7,014.				P	VARIOUS	08/23/2016
							1,083.	
10,404.		PERNOD RICARD ORD PROPERTY TYPE: SECURITIES 7,448.				P	VARIOUS	08/24/2016
							2,956.	
9,255.		BRITISH AMERICAN TOB ACCO PLC PROPERTY TYPE: SECURITIES 4,021.				P	10/28/2008	08/24/2016
							5,234.	
10,647.		DIAGEO PLC SHS PROPERTY TYPE: SECURITIES 8,029.				P	01/04/2008	08/24/2016
							2,618.	
28,595.		SABMILLER PLC SHS PROPERTY TYPE: SECURITIES 6,754.				P	VARIOUS	VARIOUS
							21,841.	

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)	
21,010.		HEINEKEN HLDG PROPERTY TYPE: SECURITIES 14,454.				P	01/04/2008	08/24/2016
							6,556.	
11,271.		ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 3,585.				P	09/12/2008	VARIOUS
							7,686.	
10,768.		ANHEUSER BUSCH INVEV SA NV PROPERTY TYPE: SECURITIES 4,907.				P	VARIOUS	08/23/2016
							5,861.	
32,002.		BERKSHIRE HATHAWAY PROPERTY TYPE: SECURITIES 20,064.				P	01/03/2008	08/23/2016
							11,938.	
13,640.		BROWN FORMAN CORP CL A PROPERTY TYPE: SECURITIES 4,775.				P	01/07/2008	08/23/2016
							8,865.	
5,563.		COMCAST CORP CL A PROPERTY TYPE: SECURITIES 1,469.				P	01/03/2008	08/23/2016
							4,094.	
16,677.		MARTIN MARIETTA MATLS INC PROPERTY TYPE: SECURITIES 10,650.				P	VARIOUS	VARIOUS
							6,027.	
10,610.		MASTERCARD INC CL A COM PROPERTY TYPE: SECURITIES 2,344.				P	VARIOUS	08/23/2016
							8,266.	
25,519.		NESTLE SA SPONSORED ADR PROPERTY TYPE: SECURITIES 14,542.				P	01/03/2008	08/23/2016
							10,977.	
24,082.		PHILIP MORRIS INTL PROPERTY TYPE: SECURITIES 12,648.				P	01/03/2008	VARIOUS
							11,434.	
3,221.		SCRIPPS NETWORKS INT ERACTIVE PROPERTY TYPE: SECURITIES 1,997.				P	01/03/2008	08/23/2016
							1,224.	
4,627.		UNILEVER NV NEW YORK SHS NEW PROPERTY TYPE: SECURITIES 3,653.				P	01/03/2008	08/23/2016
							974.	

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)	
14,816.		WELLS FARGO & CO NEW COM PROPERTY TYPE: SECURITIES 7,883.				P	01/03/2008 6,933.	VARIOUS
1,983,785.		ARCHOPELIGO PROPERTY TYPE: SECURITIES 350,000.				P	VARIOUS 1,633,785.	VARIOUS
1,329,883.		WELLINGTON CTF PROPERTY TYPE: SECURITIES 2,203,880.				P	VARIOUS -873,997.	VARIOUS
107,500.		CW REAL ESTATE III PROPERTY TYPE: SECURITIES 77,894.				P	VARIOUS 29,606.	VARIOUS
630,177.		JK ASIA PROPERTY TYPE: SECURITIES				P	VARIOUS 630,177.	VARIOUS
TOTAL GAIN(LOSS)							<u>2,613,191.</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	131.	131.	
TOTAL	<u>131.</u>	<u>131.</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	111,523.	114,626.	
THOMAS CABOT 1994 UNITRUST (HARVARD)	39,763.	39,763.	
VIRGINIA CABOT 1996 UNITRUST (MIT)	26,084.	26,084.	
PASS-THRU FROM INVESTMENT PARTNERSHIPS		370,011.	
TOTAL	<u>177,370.</u>	<u>550,484.</u>	

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	1,174.			1,174.
TOTALS	<u>1,174.</u>			<u>1,174.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WOLF & COMPANY	36,990.			36,990.
TOTALS	<u>36,990.</u>			<u>36,990.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
OFFICE ADMINISTRATION CABOT-WE	355,400.			355,400.
INVESTMENT MANAGEMENT FEES CAB	73,744.	73,744.		
ADMINISTRATIVE FEES	2,200.			2,200.
GRANT MANAGEMENT	7,988.			7,988.
GARDNER RUSSO FEE	10,593.	10,570.		23.
OTHER FEES	2,200.			2,200.
TOTALS	<u>452,125.</u>	<u>84,314.</u>		<u>367,811.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAX PAID-PASS-THRU				
FOREIGN TAX WITHHELD - BOOK				
FOREIGN TAX W/H - PERSHING	2,719.	12,533.		
FOREIGN TAX W/H - FIDELITY		2,719.		
FEDERAL EXCISE TAX EXPENSE	50,000.	1,096.		
CW REAL ESTATE FUND III JP WH		547.		
CW REAL ESTATE FUND III NL WH		1.		
STATE INCOME TAX WITHHELD		212.		
TOTALS	<u>52,719.</u>	<u>17,108.</u>		

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MASS FILING FEE	125.			125.
UTILITIES	591.			591.
MEMBERSHIP DUES	2,250.			2,250.
POSTAGE	464.			464.
OTHER EXPENSES	38.			38.
DEDUCTIONS AGAINST PORTFOLIO				
INCOME PASSTHROUGH ENTITIES				
OVERLOOK PARTNERS FUND LP		10,614.		
CW VENTURE FUND III, LLC		9,744.		
CW VENTURE FUND IV, LLC		26,679.		
CW REAL ESTATE FUND I LP		9,131.		
CW REAL ESTATE FUND II LP		8,071.		
CW REAL ESTATE FUND III LP		8,921.		
CW PRIVATE EQUITY FUND 2007		82,634.		
CW PRIVATE EQUITY FUND 2011		28,165.		
CW REAL ASSETS FUND 2011		16,660.		
JK ASIAN INVESTMENT LP		2,670.		
COMMONFUND CAPITAL EQUITY		17,141.		
ADAGE CAPITAL		100,561.		
PARK STREET CAPITAL FUND VI		7,458.		
PARK STREET CAPITAL FUND IV		5,662.		
WTC CTG STRATEGIC REAL ASSETS		4,279.		
THE INV EMERGING MARKETS FUND		19,386.		
THE SANDERSON INTERNATIONAL		21,296.		
TOTALS	3,468.	379,072.		3,468.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCKS & MUTUAL FUNDS	7,468,589.	6,368,759.	6,368,759.
TOTALS	<u>7,468,589.</u>	<u>6,368,759.</u>	<u>6,368,759.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CW VENTURE FUND III, LLC	252,274.	190,014.	190,014.
CW VENTURE FUND IV, LLC	581,870.	504,541.	504,541.
CW REAL ESTATE FUND I, LLC	306,121.	286,551.	286,551.
CW REAL ESTATE FUND II, LLC	199,721.	135,322.	135,322.
CW REAL ESTATE FUND III, LLC	287,616.	206,420.	206,420.
CW REAL ASSET FUND 2011, LLC	820,093.	808,440.	808,440.
CW PRIVATE EQUITY FUND 2007	2,963,291.	2,833,713.	2,833,713.
CW PRIVATE EQUITY FUND 2011	763,741.	788,557.	788,557.
CW HEDGE 1 FEEDER LTD	1,594,384.	3,525,549.	3,525,549.
CW HEDGE 2 FEEDER LTD	3,647,226.	3,732,378.	3,732,378.
ADAGE CAPITAL PARTNERS, LP	5,492,167.	6,014,030.	6,014,030.
AEW VIF REIT, INC	52,985.	1,829.	1,829.
ARCHIPELAGO HOLDINGS, LTD.	1,983,785.		
ASIAN SELECT EQUITY INVESTMENT	657,102.		
CAMCAP RESOURCES OFFSHORE FUND		876.	876.
EMERGING MARKETS INVESTABLE FD	1,939,600.	1,742,068.	1,742,068.
COMMONFUND CAP PRI EQU PTR VII	855,805.	820,520.	820,520.
KABOUTER INT'L OFFSHORE FD II	1,087,052.	1,154,167.	1,154,167.
OVERLOOK PARTNERS FUND, L.P.	504,529.	1,594,342.	1,594,342.
PARK STREET CAP NAT RES IV, LP	207,169.	207,793.	207,793.
PARK STREET CAP NAT RES VI, LP	82,923.	269,402.	269,402.
SANDERSON INTERNATIONAL VALUE	1,776,513.	2,336,869.	2,336,869.
WCTF STRATEGIC REAL ASSET	1,139,310.		
TOTALS	<u>27,196,153.</u>	<u>27,153,381.</u>	<u>27,153,381.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED GAINS/(LOSSES)	207,201.
TOTAL	<u>207,201.</u>

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
HELEN C. MCCARTHY 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	CHAIRPERSON 1.00	0.	0.	0.	0.
MARIEL CABOT 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.	0.
ALYSSA S. GIORDANO 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	ASSISTANT TREASURER 1.00	0.	0.	0.	0.
JOAN M. WHELTON 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	ASSISTANT SECRETARY 1.00	0.	0.	0.	0.
JAMES W. CABOT 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TREASURER 1.00	0.	0.	0.	0.
BRYAN MC CARTHY 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.	0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TOBIAS MYERS 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
LAURA CABOT CARRIGAN 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	SECRETARY 1.00	0.	0.	0.
ELIZABETH CABOT 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
PAUL MYERS 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
HEATHER CABOT 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
BRENDAN FITZGERALD 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS		EXPENSE ACCT	
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES	
JEREMY BLACK 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.	
KATHLEEN FITZGERALD 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.	
DIANE SCANLON 22 BATTERYMARCH ST. 2ND FLOOR BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.	
GRAND TOTALS		0.	0.	0.	

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	ADMINISTRATIVE	355,400.
CABOT-WELLINGTON, LLC 70 FEDERAL STREET BOSTON, MA 02110	INVESTMENT SERVICES	73,744.
	TOTAL COMPENSATION	<u>429,144.</u>

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

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

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE SCHEDULE ATTACHED ON FILE - AVAILABLE UPON REQUEST BOSTON, MA 02110	NOT RELATED PC	EXEMPT PURPOSE	1,385,281
TOTAL CONTRIBUTIONS PAID			1,385,281

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2016

Charity	Amount
American Academy of Arts - Louis Cabot sponsor	25,000
American Friends of ZanaAfrica - Suzanne Cabot sponsor	40,000
Bard College - Mabel Cabot sponsor	25,000
Art Explorers, Inc. - Kyla Farrow sponsor	15,000
Brookings Institution - Louis Cabot sponsor	25,000
C.A.R.E. - Sophie Black sponsor	25,000
Careyes Foundation - Michael Fitzgerald sponsor	25,000
Champlain Islands Celebration - Helen McCarthy sponsor	15,000
Coastal Mountains Land Trust - Rob Cabot sponsor	10,000
Community Radio Project - Timothy Eiserle sponsor	15,000
Cultivating Community - Kate Christensen sponsor	15,000
Davidson Green School - Robin Wellington sponsor	10,000
EcoViva - Kathy Fitzgerald sponsor	8,500
Gateway Crafts, VinFen Corp. - Sara Arshad sponsor	25,000
Gratitude House, Inc. - Catherine Cabot sponsor	10,000
Healthy Peninsula - Emlen Knight sponsor	15,000
Hesperian Foundation - Sara Arshad and Kathy Fitzgerald sponsors	25,000
Highland Hall Waldorf School - Alexander Black sponsor	25,000
H.I.O.B.S. - Jim Cabot sponsor	30,000
Jackson Memorial Library - Mabel Cabot sponsor	15,000
Lake Champlain International - Bryan McCarthy sponsor	15,000
The Land Conservancy - Mandy Cabot and Peter Kjellerup sponsors	30,000
Maine Coast Heritage Trust - Laura Carrigan sponsor	20,000
Maine Island Trail Association - Rob Cabot sponsor	15,000
Nature and Culture - Robert Cabot sponsor	15,000
Nature Conservancy Delaware - Brad Cabot sponsor	20,000
The Nature Conservancy - Bryan McCarthy, sponsor	30,000
Oxbridge Academy - Michael Cabot sponsor	7,500
PYE Global - Penny and Rob Cabot sponsors	30,000
Proctor Academy - Brad cabot sponsor	10,000
REACH Prep - Suzanne Cabot sponsor	30,000
ReSOURCE - Helen McCarthy sponsor	33,000
reTREEt America - Aidan Fitzgerald sponsor	25,000
Rivers and Birds - Kathy Fitzgerald sponsor	15,000
Science Museum of Minnesota - Sara Arshad sponsor	10,000
Steppingstone Foundation - Gulrez Arshad	25,000
Stoneleigh-Burnham School - Melanie Cabot sponsor	5,000
Stroud Water Research Center - Mandy Cabot and Peter Kjellerup sponsors	30,000
Supportive Living, Inc. - Chris Carrigan sponsor	25,000
The Telling Room - Brendan Fitzgerald sponsor	30,000
Thompson Island Outward Bound - Laura and Chris Carrigan sponsors	20,000
University of Notre Dame - Mary and Tom Cabot sponsors	25,000
Univesity of Washington - Gingi Cabot sponsor	25,000

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2016

Charity	Amount
Tides Foundation - grant in support of Namlo Europa	15,000
Cape Cod Academy - Cindi Cabot sponsor	5,000
Cape Cod Lighthouse - Cindi Cabot sponsor	5,000
Challenge Unlimited - Helen McCarthy sponsor	5,000
Chester County Food Bank - Peter Kjellerup sponsor	10,000
Clackamas Rotary Foundation - David Klingman sponsor	10,000
Coaching for Change - Helen McCarthy sponsor	5,000
Community Partners - Kieran Fitzgerald Transit to Trails program	10,000
Conservation Lands Foundation - Tim Eiserle sponsor	10,000
Cultivating Community - Kate Christensen sponsor	10,000
Dharamsala Animal Rescue - Pere Selles sponsor	5,000
Doctors Without Borders - Sophie Black sponsor	10,000
Friends of the Swans Island - Linda Black sponsor	10,000
Green Plate Special - Pere Selles sponsor	5,000
Greenwich Academy - Suzanne Cabot sponsor	10,000
Growing Alternative Resource - Robert Cabot sponsor in support of Deep Dirt Farm	5,000
Healing Abuse Working - Carole Ganz sponsor	5,000
Hurricane Island Foundation - Chris Carrigan sponsor	10,000
H.I.O.B.S. - James Cabot sponsor	10,000
John and Mable Ringling - Louis Cabot sponsor	10,000
John and Mable Ringling - Mabel Cabot sponsor	10,000
Kartemquin Educational Films - Brendan Fitzgerald sponsor	10,000
The Institute for Central - Paul Myers sponsor	10,000
Lake Champlain International - Bryan McCarthy sponsor	5,000
Medicine Horse Center - Cecily Klingman sponsor	10,000
National Film Preserve - Michael Fitzgerald, sponsor	10,000
The Nature Conservancy - Bryan McCarthy sponsor	5,000
The Nature Conservancy - Brad Cabot sponsor	10,000
The Nature Conservancy - Emlen Cabot sponsor	10,000
The Nature Conservancy - Rob Cabot sponsor	10,000
Oxbridge Academy - Michael Cabot sponsor	10,000
Oxbridge Academy - Cat Cabot sponsor	10,000
PYE Global - Penny Cabot sponsor	10,000
Opera Company of Middlebury - Tom Cabot, III sponsor	5,000
Pingree School - Laura Carrigan sponsor	10,000
Plummer Home for Boys - Carole Ganz sponsor	5,000
Powers Music School - Betsy Cabot sponsor	10,000
Project Hope Foundation - Nina McCarthy sponsor	10,000
Public Employees for - Alexander Black sponsor	10,000
The Raymond F. Kravis Center f - Melanie Cabot sponsor	5,000
reTREEt America - Aidan Fitzgerald sponsor	10,000
Society of the Muse of - Kathy Fitzgerald sponsor	5,000
Stoneleigh-Burnham School - Melanie Cabot sponsor	5,000

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2016

Charity	Amount
Tandem Friends School - Maya Cabot sponsor	10,000
Taos Center for the Arts - Kathy Fitzgerald sponsor	5,000
Univesity of Washington - Gingi Cabot sponsor	10,000
Water is Life - Mandy Cabot sponsor	10,000
Whidbey Island Nourishes - Robert Cabot sponsor	5,000
Davidson Green School - Robin Wellington sponsor	10,000
The Food Project-North Shore - James B. Cabot sponsor	500
Amherst College Alumni Fund - James Cabot sponsor	500
Healing Abuse Working - Carole Ganz sponsor	500
Cantemus - James Cabot sponsor	500
Friends of Friends Medical - Penny Cabot sponsor	500
Sandy Hook Promise Foundation - Sophie Black sponsor	500
Northeastern University - Carole Ganz sponsor	500
Doctors Without Borders - Sophie Black sponsor	500
Northwest Language Academy - Penny Cabot sponsor	500
WGBH - Edmund & Betsy Cabot Charitable Foundation	2,000
Appalachian MountainClub - Edmund and Betsy Cabot Foundation	1,000
Powers Music School - Edmund and Betsy Cabot Foundation	5,000
Tavern Books - Sophie Black sponsor	500
Whidbey Island Nourishes - Penny and Rob Cabot sponsors	500
Grind for Life - Michael Cabot sponsor	1,000
South Whidbey School - in support of Goosefoot Community Fund	2,000
Willistown Conservation Trust - Peter Kjellerup sponsor	5,000
Commonweal - Penny Cabot sponsor	1,000
Severn School - Mabel Cabot sponsor	5,000
College of Charleston Foundati - Louis Cabot sponsor	5,000
Planned Parenthood - James Cabot sponsor	500
The Fenn School - Gulrez Arshad sponsor	1,000
Pingree School - Laura Carrigan sponsor	1,500
Brookwood School - Laura Carrigan sponsor	2,435
Gratitude House, Inc. - Michael Cabot sponsor	6,000
Hurricane Island Foundation - Chris and Laura Carrigan sponsor	2,503
Chapel Hill-Clancy Hall School - Laura Carrigan sponsor	1,850
Peace Development Fund - Penny Cabot, sponsor	500
Masters School (City term) - Laura Carrigan sponsor	500
Island Shakespeare Festival - Penny Cabot sponsor	700
REACH Prep - Suzanne Cabot sponsor	1,500
REACH Prep - Suzanne Cabot sponsor	1,000
Greenwich Academy - Suzanne Cabot sponsor matching grant	5,238
St. Michael's College - Chris Carrigan sponsor	500
Rural Land Foundation - Sara and Guli Arshad sponsors	1,000
Island Institute - Sophie Black sponsor matching grant	500
League of Conservation Voters - Rob and Penny Cabot sponsors	500

The Virginia Wellington Cabot Foundation
Grants Made for the year ended 12/31/2016

Charity	Amount
Waldorf School at Moraine - Laura Carrigan sponsor	500
Shelburne Firefighters Assocat - Tom Cabot, III sponsor	1,000
Shelburne Firefighters Assocat - Tom Cabot sponsor	500
Camden Conference - Louis and Muffie Cabot, sponsors	2,500
Northwest Language Academy - Penny Cabot sponsor	1,000
Hurricane Island Foundation - Chris Carrigan sponsor	650
Jennifers Gift of Hope - Guli Arshad sponsor	500
Brookwood School - Laura Carrigan sponsor	1,473
Brackett Foundation - Tom Myers sponsor	5,000
Lahey Clinic Foundation Inc - Sara and Guli Arshad sponsors	9,932
South Whidbey School - Rob and Penny Cabot sponsors	1,500
Commonweal - Rob and Penny Cabot sponsors	1,500
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	1,385,281