

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2018 calendar year, or tax year beginning _____, **2018, and ending** _____

<p>B Check if applicable:</p> <p><input type="checkbox"/> Address change</p> <p><input type="checkbox"/> Name change</p> <p><input type="checkbox"/> Initial return</p> <p><input type="checkbox"/> Final return/terminated</p> <p><input type="checkbox"/> Amended return</p> <p><input type="checkbox"/> Application pending</p>	<p>C</p> <p>Colonial Williamsburg Foundation P.O. Box 1776 Williamsburg, VA 23187-1776</p> <p>F Name and address of principal officer: Kevin Patrick Same As C Above</p>	<p>D Employer identification number 54-0505888</p> <p>E Telephone number (757) 229-1000</p> <p>G Gross receipts \$ 398,253,369.</p>	<p>H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)</p> <p>H(c) Group exemption number ▶</p>
<p>I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527</p>		<p>J Website: ▶ www.history.org</p>	
<p>K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶</p>		<p>L Year of formation: 1928 M State of legal domicile: VA</p>	

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>Preserve, restore, reconstruct, or otherwise maintain historical structures, objects, works of art and locations and to promote, encourage, and carry on any historical, interpretive, research, or related educational activities.</u>		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	22
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5	1,411
6	Total number of volunteers (estimate if necessary)	6	790
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	6,459,787.
b	Net unrelated business taxable income from Form 990-T, line 38	7b	0.
8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9	Program service revenue (Part VIII, line 2g)	53,939,050.	41,514,268.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	37,122,169.	35,436,016.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	34,608,772.	62,709,419.
12	Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,662,268.	-1,788,774.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	127,332,259.	137,870,929.
14	Benefits paid to or for members (Part IX, column (A), line 4)	11,789.	10,507.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	60,922,600.	50,490,535.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	325,022.	110,000.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>8,241,206.</u>		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	70,751,338.	63,587,662.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	132,010,749.	114,198,704.
19	Revenue less expenses. Subtract line 18 from line 12	-4,678,490.	23,672,225.
20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21	Total liabilities (Part X, line 26)	1481138743.	1,466,462,777.
22	Net assets or fund balances. Subtract line 21 from line 20	407,993,518.	402,353,811.
		1073145225.	1,064,108,966.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	<p>Signature of officer </p> <p>Kevin Patrick Type or print name and title</p>	<p>Date <u>11-13-2019</u></p> <p style="text-align: center;">CFO</p>
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Paid Preparer Use Only	<p>Print/Type preparer's name MARC BERGER (BDO USA, LLP)</p> <p>Firm's name ▶ COLONIAL WILLIAMSBURG FOUNDATION</p> <p>Firm's address ▶ P.O. Box 1776 WILLIAMSBURG, VA 23187</p>	<p>Preparer's signature </p> <p>MARC BERGER (BDO USA, LLP)</p>	<p>Date 11/12/19</p>	<p>Check <input type="checkbox"/> if self-employed</p> <p>PTIN P01871563</p> <p>Firm's EIN ▶ 54-0505888</p> <p>Phone no. 7572207064</p>
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May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission:

See Schedule O for information.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 51,524,475. including grants of \$) (Revenue \$ 18,995,452.)

Education, Research and Historical Interpretation-

The Historic Area is a 301-acre outdoor history museum with over 600 original and reconstructed houses, outbuildings, shops, taverns, and public buildings. Interpretation by costumed employees engage visitors in dialogue with historical residents of Colonial Williamsburg and at trade sites. Tours are offered through the houses, taverns and public buildings. Specialized tours are available that focus on African-Americans, the role of women in the 18th-century, and the origins of the U.S. Constitution.

4b (Code:) (Expenses \$ 19,096,377. including grants of \$) (Revenue \$ 15,450,349.)

Taverns and Colonial Houses-

Ideal for guests who wish to fully immerse themselves in the 18th-century, Colonial Williamsburg offers authentic period accomodations in the Historic Area where our founding families once lodged. Servers in taverns are in period dress and interpret the 18th-century dining experiences.

4c (Code:) (Expenses \$ 9,560,405. including grants of \$) (Revenue \$ 171,028.)

Collections, Conservation & Museums-

Colonial Williamsburg's wide-ranging collections, acquired over the past 85 years, provide the art, objects and artifacts necessary to accurately recreate the environment of 18th-century Williamsburg. The archaeological and architectural collection include 500,000 whole archaeological artifacts from excavations in and around Williamsburg as well as 20 million fragments (probably the largest single archaeological holding relating to 18th-century America), and more than 15,000 architectural fragments.

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 80,181,257.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i>	X	
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i>	X	
b Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII.</i>	X	
c Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI and XII.</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I (see instructions).</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>		X
20a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>	X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?.....		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?.....		
24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?.....		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>	X	
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?.....	X	
35b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.....		
1 b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.....		
1 c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?.....	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 1,411		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a	X	
b	If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation in Schedule O. 3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		X
b	If 'Yes,' enter the name of the foreign country: ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? 5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a	X	
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? 7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? 8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966? 9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? 13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O. 14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? 15		X
If 'Yes,' see instructions and file Form 4720, Schedule N.			
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? 16		X
If 'Yes,' complete Form 4720, Schedule O.			

Part VI Governance, Management, and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (22), 1b (16), 2 (See Schedule O), 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed See Schedule O
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
20 State the name, address, and telephone number of the person who possesses the organization's books and records

Mary C. Gummo P.O. Box 1776 Williamsburg VA 23187-1776 (757) 220-7135

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Mitchell B. Reiss President & CEO	65 0	X		X			736,971.	0.	134,899.	
(2) Thurston R. Moore Chairman	4 0	X					0.	0.	0.	
(3) Kendrick F. Ashton, Jr. Trustee	2 0	X					0.	0.	0.	
(4) Edward L. Ayers Trustee	2 0	X					0.	0.	0.	
(5) Frank Batten, Jr. Trustee	2 0	X					0.	0.	0.	
(6) Catherine O'Neill Broderick Trustee	2 0	X					0.	0.	0.	
(7) Mark A. Coblitz Trustee	2 0	X					0.	0.	0.	
(8) Walter Edgar Trustee	2 0	X					0.	0.	0.	
(9) Carly Fiorina Trustee	2 0	X					0.	0.	0.	
(10) Neil M. Gorsuch Trustee	2 0	X					0.	0.	0.	
(11) Conrad M. Hall Trustee	2 0	X					0.	0.	0.	
(12) Antonia Hernandez Trustee	2 0	X					0.	0.	0.	
(13) Jo Ann Jenkins Trustee	2 0	X					0.	0.	0.	
(14) Mark J. Kington Trustee	2 0	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) John A. Luke, Jr. Trustee	2 0	X					0.	0.	0.
(16) Leslie A. Miller Trustee	2 0	X					0.	0.	0.
(17) Joseph W. Montgomery Trustee	2 0	X					0.	0.	0.
(18) Thomas K. Norment, Jr. Trustee	2 0	X					0.	0.	0.
(19) Gerald L. Shaheen Trustee	2 0	X					0.	0.	0.
(20) Joseph Christopher Simmons Trustee	2 0	X					0.	0.	0.
(21) Sheldon M. Stone Trustee	2 0	X					0.	0.	0.
(22) Y. Ping Sun Trustee	2 0	X					0.	0.	0.
(23) Ghislain d'Humieres Vice President	50 0			X			486,002.	0.	20,464.
(24) Jeffrey Duncan Vice President	45 5			X			0.	267,763.	225,240.
(25) Davelin Forrest Vice President	50 0			X			281,663.	0.	135,418.
1 b Sub-total							1,504,636.	267,763.	516,021.
c Total from continuation sheets to Part VII, Section A							2,591,477.	0.	812,912.
d Total (add lines 1b and 1c)							4,096,113.	267,763.	1,328,933.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 13									

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Brightview Landscape Services P.O. Box 740655 Atlanta, GA 30374	Landscape maintenanc	1,456,317.
WFF Facility Services 211 S. Jefferson Ave St. Louis, MO 63103	Facilities mgmt	1,406,816.
Red Coats Inc. 2117 Lake Avenue Richmond, VA 23230	Facilities mgmt	1,181,440.
Kollin Altomare Architects 301 West 38th Street New York, NY 10018	Architects	725,093.
Exela Enterprise Solutions 11520 Saddleridge Road Glen Allen, VA 230	Mail service	490,353.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 26		

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e 1,527,914.				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 39,986,354.				
	g Noncash contributions included in lines 1a-1f: \$	3,838,378.				
	h Total. Add lines 1a-1f	▶ 41,514,268.				
Program Service Revenue	2 a Admissions		Business Code			
			611600	17,203,489.	17,203,489.	
	b Taverns & Colonial Houses		722100	15,450,349.	15,450,349.	
	c Special Programs		611600	1,962,991.	1,962,991.	
	d Historic Area Rentals		531110	819,187.	819,187.	
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		▶ 35,436,016.			
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)	▶ 6,026,777.		2,731,049.	3,295,728.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties	▶ 729,799.			729,799.	
	6 a Gross rents	(i) Real	16405894.			
		(ii) Personal				
		b Less: rental expenses	22929302.			
		c Rental income or (loss)	-6523408.			
	d Net rental income or (loss)	▶ -6,523,408.		-6,699,841.	176,433.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	291616376.	2,487,686.		
		(ii) Other				
		b Less: cost or other basis and sales expenses	236715108.	706,312.		
		c Gain or (loss)	54901268.	1,781,374.		
	d Net gain or (loss)	▶ 56,682,642.		-60,598.	56,743,240.	
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events	▶				
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
c Net income or (loss) from gaming activities	▶					
10 a Gross sales of inventory, less returns and allowances	a	43,359.				
	b Less: cost of goods sold	b	31,718.			
	c Net income or (loss) from sales of inventory	▶ 11,641.	11,641.			
Miscellaneous Revenue		Business Code				
11 a Other	900099	3,683,059.		10,408,443.	-6,725,384.	
b Parking Fees	812930	229,401.			229,401.	
c Advertising	323100	80,734.		80,734.		
d All other revenue						
e Total. Add lines 11a-11d	▶ 3,993,194.					
12 Total revenue. See instructions	▶ 137870929.	34,628,470.	6,459,787.	55,268,404.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX.

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.....	10,507.	10,507.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.....				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.....				
4 Benefits paid to or for members.....				
5 Compensation of current officers, directors, trustees, and key employees.....	3,166,643.	513,465.	2,410,177.	243,001.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).....	0.	0.	0.	0.
7 Other salaries and wages.....	36,942,712.	24,155,890.	10,617,463.	2,169,359.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).....	238,953.		238,953.	
9 Other employee benefits.....	6,957,911.	3,912,768.	2,674,335.	370,808.
10 Payroll taxes.....	3,184,316.	1,807,725.	1,199,818.	176,773.
11 Fees for services (non-employees):				
a Management.....	16,168,245.	16,168,245.		
b Legal.....	763,882.		763,882.	
c Accounting.....	214,849.		214,849.	
d Lobbying.....				
e Professional fundraising services. See Part IV, line 17.....	110,000.			110,000.
f Investment management fees.....	2,860,607.	2,860,607.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.).....	-8,096,599.	2,349,322.	-10,445,921.	
12 Advertising and promotion.....	3,910,284.	3,494,680.	23,479.	392,125.
13 Office expenses.....	7,107,489.	1,676,311.	1,775,033.	3,656,145.
14 Information technology.....	2,276,704.	217,007.	2,046,661.	13,036.
15 Royalties.....	7,033.	7,033.		
16 Occupancy.....	3,509,682.	2,891,121.	616,056.	2,505.
17 Travel.....	443,382.	185,206.	146,704.	111,472.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.....				
19 Conferences, conventions, and meetings.....	540,343.	238,133.	295,242.	6,968.
20 Interest.....	5,387,139.	1,021,799.	4,365,340.	
21 Payments to affiliates.....				
22 Depreciation, depletion, and amortization.....	9,543,611.	5,753,847.	3,777,207.	12,557.
23 Insurance.....	611,125.	611,125.		
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.).....				
a <u>Contracted Services</u>	5,914,265.	2,661,165.	3,174,495.	78,605.
b <u>Maintenance & Repairs</u>	5,147,267.	4,158,841.	973,594.	14,832.
c <u>Miscellaneous</u>	2,849,665.	2,023,942.	760,592.	65,131.
d <u>Equipment Rental & Maintenance</u>	2,370,237.	1,398,211.	967,880.	4,146.
e All other expenses.....	2,058,452.	2,064,307.	-819,598.	813,743.
25 Total functional expenses. Add lines 1 through 24e.	114,198,704.	80,181,257.	25,776,241.	8,241,206.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).....				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A) Beginning of year		(B) End of year
Assets	1 Cash – non-interest-bearing	170,000.	1	170,000.
	2 Savings and temporary cash investments	36,202,998.	2	29,963,092.
	3 Pledges and grants receivable, net	9,798,540.	3	10,315,321.
	4 Accounts receivable, net	2,074,829.	4	613,582.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	39,469.	7	25,736.
	8 Inventories for sale or use	1,870,498.	8	1,629,539.
	9 Prepaid expenses and deferred charges	1,672,151.	9	2,199,935.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 585,444,602.		
	b Less: accumulated depreciation	10b 281,793,622.	289,652,500.	10c 303,650,980.
	11 Investments – publicly traded securities	64,879,461.	11	67,465,820.
	12 Investments – other securities. See Part IV, line 11	628,843,702.	12	582,126,921.
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	445,934,595.	15	468,301,851.
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,481,138,743.	16	1,466,462,777.	
Liabilities	17 Accounts payable and accrued expenses	19,500,933.	17	21,990,947.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	26,406,490.	20	20,000,000.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	3,751,720.	23	3,928,638.
	24 Unsecured notes and loans payable to unrelated third parties	302,181,457.	24	314,081,579.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	56,152,918.	25	42,352,647.
	26 Total liabilities. Add lines 17 through 25	407,993,518.	26	402,353,811.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	613,788,517.	27	674,413,122.
	28 Temporarily restricted net assets	177,848,130.	28	105,899,496.
	29 Permanently restricted net assets	281,508,578.	29	283,796,348.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	1,073,145,225.	33	1,064,108,966.
	34 Total liabilities and net assets/fund balances	1,481,138,743.	34	1,466,462,777.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	137,870,929.
2	Total expenses (must equal Part IX, column (A), line 25)	2	114,198,704.
3	Revenue less expenses. Subtract line 2 from line 1	3	23,672,225.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,073,145,225.
5	Net unrealized gains (losses) on investments	5	-43,430,073.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	9	10,721,589.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,064,108,966.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.						
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2017 Schedule A, Part II, line 14.	15	%
16a 33-1/3% support test—2018. If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 33-1/3% support test—2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	39044526.	39728293.	42411940.	53939050.	41514268.	216638077.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.	58952777.	59275974.	55527321.	48469936.	35436016.	257662024.
3 Gross receipts from activities that are not an unrelated trade or business under section 513.	-4437234.	-5262600.	-5601531.	-4112488.		-19413853.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
6 Total. Add lines 1 through 5.	93560069.	93741667.	92337730.	98296498.	76950284.	454886248.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.	1,578,620.	1,462,539.	5,808,366.	8,362,562.	5,156,457.	22,368,544.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.	1,087,604.	1,082,079.	1,064,010.	1,142,777.	946,713.	5,323,183.
c Add lines 7a and 7b.	2,666,224.	2,544,618.	6,872,376.	9,505,339.	6,103,170.	27,691,727.
8 Public support. (Subtract line 7c from line 6.)						427194521.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6.	93560069.	93741667.	92337730.	98296498.	76950284.	454886248.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.	12601836.	12202033.	12217780.	13006700.	13727799.	63,756,148.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0.
c Add lines 10a and 10b.	12601836.	12202033.	12217780.	13006700.	13727799.	63,756,148.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) See Part VI.	2,598,480.	2,264,153.	1,845,509.	2,974,491.	3,993,194.	13,675,827.
13 Total support. (Add lines 9, 10c, 11, and 12.)	108760385.	108207853.	106401019.	114277689.	94671277.	532318223.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f)).	15	80.25 %
16 Public support percentage from 2017 Schedule A, Part III, line 15.	16	81.17 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f)).	17	11.98 %
18 Investment income percentage from 2017 Schedule A, Part III, line 17.	18	12.25 %

- 19a 33-1/3% support tests—2018.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶
- b 33-1/3% support tests—2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If 'No,' describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If 'Yes,' answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If 'Yes,' describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If 'Yes,' explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ('foreign supported organization')? <i>If 'Yes' and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If 'Yes,' describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If 'Yes,' answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If 'Yes,' provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If 'Yes,' provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If 'Yes,' answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If 'Yes' to a, b, or c, provide detail in Part VI.	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If 'No,' describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If 'Yes,' explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If 'No,' describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If 'No,' explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If 'Yes,' describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If 'Yes,' then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If 'Yes,' explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If 'Yes,' describe in Part VI the role played by the organization in this regard.	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A – Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B – Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

BAA

Schedule A (Form 990 or 990-EZ) 2018

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

Part III, Line 12 - Other Income

<u>Nature and Source</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>
Other income	\$3,993,194.	\$2,974,491.	\$1,845,509.	\$2,264,153.	\$ 2,598,480.
Total	<u>\$3,993,194.</u>	<u>\$2,974,491.</u>	<u>\$1,845,509.</u>	<u>\$2,264,153.</u>	<u>\$ 2,598,480.</u>

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2018

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Open to Public Inspection

If the organization answered 'Yes,' on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered 'Yes,' on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered 'Yes,' on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (see instructions for definition of 'political campaign activities')
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) ▶ _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4 a Was a correction made? Yes No
b If 'Yes,' describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and 'limited control' provisions apply.

Limits on Lobbying Expenditures (The term 'expenditures' means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying).....														
b	Total lobbying expenditures to influence a legislative body (direct lobbying).....	4,704.													
c	Total lobbying expenditures (add lines 1a and 1b).....	4,704.	0.												
d	Other exempt purpose expenditures.....	80,176,553.													
e	Total exempt purpose expenditures (add lines 1c and 1d).....	80,181,257.	0.												
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.....	1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f).....	250,000.	0.												
h	Subtract line 1g from line 1a. If zero or less, enter -0-.....	0.	0.												
i	Subtract line 1f from line 1c. If zero or less, enter -0-.....	0.	0.												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?..... <input type="checkbox"/> Yes <input type="checkbox"/> No														

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2 a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	42,842.	35,203.	9,503.	4,704.	92,252.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					0.

BAA

Schedule C (Form 990 or 990-EZ) 2018

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
<i>For each 'Yes' response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.</i>			
1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i.			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If 'Yes,' enter the amount of any tax incurred under section 4912.			
c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912.			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered 'No,' OR (b) Part III-A, line 3, is answered 'Yes.'

1 Dues, assessments and similar amounts from members.	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year.	2 a	
b Carryover from last year.	2 b	
c Total.	2 c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions).	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

Supplemental Financial Statements

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Employer identification number

Colonial Williamsburg Foundation

54-0505888

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for total number and aggregate values.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes...

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows 2a-2d for conservation easement statistics.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8.

- 1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. See Part XIII
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenue included on Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a Revenue included on Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII. See Part XIII
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If 'Yes,' explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1 c |
| d Additions during the year | 1 d |
| e Distributions during the year | 1 e |
| f Ending balance | 1 f |
- 2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII. Yes No

Part V Endowment Funds. Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance	693,723,161.	663,608,672.	712,987,741.	771,543,598.	783,735,912.
b Contributions	8,341,449.	12,723,663.	6,763,280.	9,228,279.	9,266,632.
c Net investment earnings, gains, and losses	12,519,965.	89,923,577.	20,515,767.	18,245,643.	73,073,998.
d Grants or scholarships					
e Other expenditures for facilities and programs	62,255,892.	69,437,577.	73,779,476.	83,265,101.	92,168,326.
f Administrative expenses	2,735,944.	3,095,174.	2,878,640.	2,764,678.	2,364,618.
g End of year balance	649,592,739.	693,723,161.	663,608,672.	712,987,741.	771,543,598.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶ 40.00 %
 - b Permanent endowment ▶ 44.00 %
 - c Temporarily restricted endowment ▶ 16.00 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIII the intended uses of the organization's endowment funds. See Part XIII

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		49,617,092.		49,617,092.
b Buildings		398,643,459.	184,727,417.	213,916,042.
c Leasehold improvements				
d Equipment		110,857,258.	96,985,244.	13,872,014.
e Other		26,326,793.	80,961.	26,245,832.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				303,650,980.

Part VII Investments – Other Securities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other <u>Private equities</u>	258,085,256.	End of Year Market Value
(A) <u>Alternative equities</u>	85,978,741.	End of Year Market Value
(B) <u>Global equities</u>	52,773,264.	End of Year Market Value
(C) <u>Emerging markets</u>	47,578,008.	End of Year Market Value
(D) <u>Fixed income-hedge funds</u>	18,639,429.	End of Year Market Value
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)	582,126,921.	

Part VIII Investments – Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13. N/A

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Deferred Bond Cost	179,888.
(2) Deferred Loan Cost	177,256.
(3) Gift Annuities	14,752,696.
(4) Interfund Receivable	331,893,184.
(5) Investment in Subsidiary	97,131,207.
(6) Other	3,298,416.
(7) Pooled Income Funds	1,741,366.
(8) Resident Held Subject to Life Interest	10,410,597.
(9) Various Unitrusts	8,717,241.
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 15.)	468,301,851.

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Accrued Long-Term Disability/Retire	12,902,173.
(3) Deferred Income	5,694,097.
(4) Other Liabilities	6,060,683.
(5) Pension	5,312,789.
(6) Split Interest Agreements	12,382,905.
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	42,352,647.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. See Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return. N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements.....		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments.....	2 a		
	b Donated services and use of facilities.....	2 b		
	c Recoveries of prior year grants.....	2 c		
	d Other (Describe in Part XIII.).....	2 d		
	e Add lines 2a through 2d.....		2 e	
3	Subtract line 2e from line 1.....		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b.....	4 a		
	b Other (Describe in Part XIII.).....	4 b		
	c Add lines 4a and 4b.....		4 c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.).....		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements.....		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities.....	2 a		
	b Prior year adjustments.....	2 b		
	c Other losses.....	2 c		
	d Other (Describe in Part XIII.).....	2 d		
	e Add lines 2a through 2d.....		2 e	
3	Subtract line 2e from line 1.....		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b.....	4 a		
	b Other (Describe in Part XIII.).....	4 b		
	c Add lines 4a and 4b.....		4 c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.).....		5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part III, Line 1a - F/S Footnote For Art, Treasures, Etc.

Collections primarily consist of 18th century decorative arts and 19th century folk art, acquired through purchases and contributions since the Foundation's inception. Through the leadership of its Board of Trustees and staff, the Foundation strives to preserve, protect, and maintain the collection in perpetuity.

Part III, Line 4 - Description Of Organization Collections & How Furthers Exempt Purpose

The Colonial Williamsburg collection includes more than 60,000 examples of fine, decorative, and mechanical art from the 17th, 18th, and early 19th-centuries. Many

Part XIII Supplemental Information (continued)**Part III, Line 4 - Description Of Organization Collections & How Furthers Exempt Purpose (continued)**

of these objects are used to accurately furnish more than thirty historical structures maintained by the Foundation and opened to the public for educational purposes. The balance appear in rotating exhibitions at the Foundation's Abby Aldrich Rockefeller Folk Art Museum and DeWitt Wallace Decorative Arts Museum. The institution also maintains a collection of some 5,000 architectural artifacts. Most are associated with the nearly ninety 18th and early 19th-century structures that survive in Williamsburg's Historic Area. These materials, periodically exhibited to the public, inform our restoration and preservation decisions. Finally, Colonial Williamsburg holds approximately sixty million archaeological artifacts, most excavated in or near the Historic Area. These materials are widely studied by scholars in the United States and abroad. The artifacts are periodically featured in exhibits.

Part V, Line 4 - Intended Uses Of Endowment Fund

The Foundation's endowment consists of 224 individual funds restricted for a variety of purposes. The endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. In accordance with the Foundation's Investment Policy, the Foundation appropriates for distribution each year six percent of its endowment fund's average fair market value over the prior 12 quarters through the June 30 preceding the calendar year in which the distribution is planned. The annual withdrawal applies to permanent (donor-restricted) and quasi-endowment (management-designated) funds. Withdrawals from the unrestricted portion of the endowment fund may be made with the approval of the Foundation's Board of Trustees. Withdrawals from permanent (donor-restricted) endowment funds comply with the terms of the relevant gift agreement.

Part X - FIN 48 Footnote

There are no material tax positions that the Foundation believes will significantly change within twelve months of December 31, 2018.

Part XIII Supplemental Information *(continued)*

Part X - FIN 48 Footnote (continued)

Parts XI and XII:

The Foundation's audited financial statements are prepared on a consolidated basis, so the reconciliations in Parts XI-XII are not required. The Foundation does not include as a functional expense on Form 990 pension-related costs under ASC 740 (formerly FAS 158) or changes in the value of split interest agreements, consistent with the treatment of these items on the Foundation's audited financial statements.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered 'Yes' on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization

Colonial Williamsburg Foundation

Employer identification number

54-0505888

Part I Fundraising Activities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If 'Yes,' list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 Edge Direct LLC 3030 Waterview Ave Baltimore MD 21230	Fundraising Consultant		X	2,359,656.	1,729,121.	630,535.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				2,359,656.	1,729,121.	630,535.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL AK AR CA CO CT DC FL GA HI IL KS KY LA ME MD MA MI MN MS NH NJ NM NY NC ND OH OK
OR PA RI SC TN UT VA WA WV WI

Part II Fundraising Events. Complete if the organization answered 'Yes' on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		(event type)	(event type)	None (total number)	(add column (a) through column (c))	
REVENUE	1	Gross receipts				
	2	Less: Contributions				
	3	Gross income (line 1 minus line 2)				
DIRECT EXPENSES	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses				
	10	Direct expense summary. Add lines 4 through 9 in column (d)				
	11	Net income summary. Subtract line 10 from line 3, column (d)				

Part III Gaming. Complete if the organization answered 'Yes' on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

REVENUE		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming	
					(add column (a) through column (c))	
REVENUE	1	Gross revenue				
	2	Cash prizes				
DIRECT EXPENSES	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
DIRECT EXPENSES	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If 'No,' explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If 'Yes,' explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13 a	%
b An outside facility	13 b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If 'Yes,' enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

Part I, Line 2b - Fundraiser Additional Information

The Foundation paid Edge Direct LLC an additional \$1,619,121 in fundraising expenses, such as artwork, printing, mail processing, photography, list rentals, caging and postage.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization **Colonial Williamsburg Foundation**

Employer identification number
54-0505888

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. See Part IV

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered 'Yes' on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) <u>Preservation Virginia</u> <u>204 W. Franklin Street</u> <u>Richmond, VA 23220</u>	54-0568800	501 (c) (3)	10,507.	0.			Support Historic Jamestowne
(2) ----- ----- -----							
(3) ----- ----- -----							
(4) ----- ----- -----							
(5) ----- ----- -----							
(6) ----- ----- -----							
(7) ----- ----- -----							
(8) ----- ----- -----							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ **1**

3 Enter total number of other organizations listed in the line 1 table ▶ **0**

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered 'Yes' on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.

Preservation Virginia provides monthly and quarterly interim financial reports, as well as year end audited financial statements to the Foundation. These reports are reviewed by the Controller and the Vice President for Research and Historic Interpretation.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2018

▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization **Colonial Williamsburg Foundation**

Employer identification number

54-0505888

Part I Questions Regarding Compensation

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. Part III

- | | |
|---|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input checked="" type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain. **1 b** Yes No

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? **2** Yes No

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. Part III

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- | | | |
|--|------------|---|
| a Receive a severance payment or change-of-control payment? | 4 a | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4 b | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4 c | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- | | | |
|--|------------|---|
| a The organization? | 5 a | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b Any related organization? | 5 b | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
- If 'Yes' on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- | | | |
|--|------------|---|
| a The organization? | 6 a | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| b Any related organization? | 6 b | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
- If 'Yes' on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III. **7** Yes No

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III. **8** Yes No

9 If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1 a		
1 b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3		
4 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 c	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2018

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Mitchell B. Reiss President & CEO	(i)	603,735.	106,667.	26,569.	47,744.	87,155.	871,870.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 Ghislain d'Humieres Vice President	(i)	453,177.	0.	32,825.	0.	20,464.	506,466.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 Jeffrey Duncan Vice President	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	267,763.	0.	0.	204,268.	20,972.	493,003.	0.
4 Davelin Forrest Vice President	(i)	268,416.	0.	13,247.	124,206.	11,212.	417,081.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 Mark Hileman Vice President	(i)	307,533.	0.	15,892.	46,855.	53,692.	423,972.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 Ronald Hurst Vice President	(i)	246,184.	0.	24,280.	215,752.	15,060.	501,276.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 Kevin Patrick Vice President	(i)	361,377.	0.	7,648.	54,175.	50,264.	473,464.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 Samuel Rucker Vice President	(i)	232,481.	0.	1,940.	43,603.	20,464.	298,488.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 Paul Scott Vice President	(i)	431,267.	0.	33,406.	37,351.	44,035.	546,059.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 John K. Crossett Director	(i)	141,182.	0.	18,500.	10,960.	7,238.	177,880.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 Henry Lai Director	(i)	173,873.	0.	24,500.	17,080.	9,322.	224,775.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 Don Moore, II Director	(i)	145,634.	0.	8,924.	55,463.	7,135.	217,156.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 Cara Sisson Director	(i)	164,596.	0.	14,413.	36,876.	7,177.	223,062.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 Robert Underwood Director	(i)	210,329.	1,000.	26,518.	37,042.	43,368.	318,257.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part 1, Line 1a - Relevant Information Regarding Compensation Benefits

Travel for companions - The Foundation paid for travel costs for Mr. Reiss' wife to visit with donors and participate in activities in California, Florida, Illinois, Massachusetts, New York, Canada and Spain.

Travel costs for spouses of members of the Board of Trustees are paid for attendance at Board meeting in Williamsburg.

In 2018, the Foundation required the President to live in a house in the Historic Area to better facilitate the performance of their duties, and the house was provided free. Value of the housing is included on Schedule J as a nontaxable benefit.

Golf and fitness club memberships at Colonial Williamsburg facilities are provided without charge to certain officers and employees to better facilitate performance of their duties. The value of the membership is included on Schedule J as a nontaxable benefit.

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 3 - Methods Used By Related Org. To Establish CEO/Exec. Dir. Compensation

The process for determining compensation of the CEO and other officers of the organization included a review and approval by independent persons, comparability data and contemporaneous substantiation of the deliberation and decision.

Compensation of the CEO and other officers of the organization is determined by the Human Resources Committee of the Board of Trustees. In its review and approval process, the members of the Human Resources Committee considered the report of an independent compensation consulting firm that was retained to compare the compensation of the CEO and other officers with that of incumbents in similar positions at comparable organizations. The compensation consulting firm produced a detailed report based on their review of data from compensation surveys, including one specific to not-for-profit organizations that includes data from organizations similar to Colonial Williamsburg in mission and size.

The review and approval process of the Human Resources Committee is documented in the minutes of the Committee's meeting.

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 3 - Methods Used By Related Org. To Establish CEO/Exec. Dir. Compensation (continued)

Column B (Breakdown of W-2 and/or 1099-MISC compensation) includes current year compensation, auto allowances, employer contributions to supplemental retirement or deferred compensation plans, and employee contributions to the Foundation's 401(k) plan. Imputed interest relating to the life insurance financing program is also included.

Column C (Deferred Compensation) includes the 2018 increase in value of the benefits earned under the Foundation's Retirement Income Plan for Employees. For non-officers, Column C includes the employer match for the 401(k) plan; the Foundation does not match officer contributions to the 401(k) plan.

Column D (Nontaxable Benefits) includes the employee's portion of health care costs, medical spending and dependent care account contributions. The Foundation's portion of health care costs, life insurance, travel accident and accidental death and dismemberment insurance costs, long term disability, Mr. Reiss' housing allowance, and the value of golf and fitness club memberships at Colonial Williamsburg facilities are also included in Column D. The Foundation provided most officers and highly compensated employees on Schedule J with a cell phone for business use. The

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 3 - Methods Used By Related Org. To Establish CEO/Exec. Dir. Compensation (continued)

Foundation's policy is that costs incurred for non-business use must be reimbursed to the Foundation.

The Foundation provides trustees and officers with liability insurance or indemnification with respect to their obligations as officers or fiduciaries. No amount has been estimated for value of this coverage.

The benefits received by each officer are taken into account in establishing, and are considered part of, the officer's compensation for services rendered.

All officers devote between 50 and 70 hours per week to their positions.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2018

Open To Public Inspection

▶ **Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization

Colonial Williamsburg Foundation

Employer identification number

54-0505888

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).
Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
Complete if the organization answered 'Yes' on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total						▶ \$ _____						

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2018

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Mara Hileman	Family of Officer	24,023.	Employment		X
(2) Elizabeth Reiss	Family of Officer	36,000.	Independent Contract		X
(3) Kaufman & Canoles PC	Share trustee	120,262.	Legal services		X
(4) Williamsburg Development	Share offcr/trus	121,465.	Lease, interest		X
(5) Hunton Andrews Kurth LLP	Share trustee	137,180.	Legal services		X
(6) Colonial Williamsburg Co	Share offcr/truste	36,235,559.	Mgmt fee, lease, inter		X
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information.

Provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.**
- ▶ **Attach to Form 990.**
- ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art.....	X	81	936,560.	Market
2 Art – Historical treasures.....				
3 Art – Fractional interests.....				
4 Books and publications.....				
5 Clothing and household goods.....				
6 Cars and other vehicles.....				
7 Boats and planes.....				
8 Intellectual property.....				
9 Securities – Publicly traded.....	X	132	2,881,818.	Market
10 Securities – Closely held stock.....				
11 Securities – Partnership, LLC, or trust interests.....				
12 Securities – Miscellaneous.....				
13 Qualified conservation contribution – Historic structures.....				
14 Qualified conservation contribution – Other.....				
15 Real estate – Residential.....				
16 Real estate – Commercial.....				
17 Real estate – Other.....				
18 Collectibles.....				
19 Food inventory.....				
20 Drugs and medical supplies.....				
21 Taxidermy.....				
22 Historical artifacts.....				
23 Scientific specimens.....				
24 Archeological artifacts.....				
25 Other ▶ (<u>Livestock</u>).....	X	1	20,000.	Market
26 Other ▶ (.....)				
27 Other ▶ (.....)				
28 Other ▶ (.....)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement.....	29		5
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		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?.....	30 a		X
b If 'Yes,' describe the arrangement in Part II.			
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?.....	31	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?.....	32 a	X	
b If 'Yes,' describe in Part II. See Part II			
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2018

Part II Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Part I, Line 32 - Hire and Use of Third Parties

When collections are deaccessioned, Colonial Williamsburg either gives or sells them to another museum or sends them to auctions houses for sale so the best price can be realized. Collections are deaccessioned according to clear criteria outlined in our Collection Management Policy.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Colonial Williamsburg Foundation

Employer identification number

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Statement of Program Service Accomplishments

MISSION

The Colonial Williamsburg Foundation is a nonprofit, tax-exempt educational organization established in 1928 to preserve and restore 18th-century Williamsburg, Virginia, which served as the colonial and Revolutionary capital of Virginia from 1699 to 1780. Responsibility for the Foundation rests with a Board of Trustees. The Foundation is organized and operated exclusively for charitable and educational purposes. Within that limitation, its principal purposes are to preserve, restore, reconstruct, or otherwise maintain historical structures, objects, works of art and locations and to promote, encourage, and carry on any historical, interpretive, research, or educational activities related thereto. The Foundation strives to feed the human spirit by sharing America's enduring story by preserving and restoring 18th-century Williamsburg and engaging, informing, and inspiring people as they learn about this historic colonial capital, the events that occurred here, and the diverse peoples who helped shape our nation. During 2018, over 550,000 ticketed guests were able to take part in its educational programs.

The Foundation's activities include historical research, archaeological research, preservation of artifacts and buildings, interpretation of exhibition buildings and historic trades, re-creation of historic events, publication of scholarly and popular works, educational outreach including teacher training, distance-learning programs, curriculum development, websites, and conservation and exhibition of art and antiques.

Support for Colonial Williamsburg's operations comes from such sources as admission

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fees, contributions, sales of trade products and licensed reproductions, taverns and restaurants, publications, DVDs and compact discs, property rentals, and hospitality and convention services. In accordance with board of trustees policies, support is provided annually from the Foundation's endowment for educational and museum programs, as well as Historic Area preservation and restoration. In 2018, over 113,000 donors made gifts and grants to the Foundation.

EDUCATION, RESEARCH AND HISTORICAL INTERPRETATION

The Historic Area is a 301-acre outdoor history museum with over 600 original and reconstructed houses, outbuildings, shops, taverns, and public buildings. In or next to the Historic Area stand 88 original structures including the President's House, the Brafferton, and the Wren Building at the College of William and Mary, the Courthouse on Market Square, Bruton Parish Church, the Powder Magazine, and Wetherburn's Tavern. The George Wythe House, the Peyton Randolph House, the Thomas Everard House, the James Geddy House, and the St. George Tucker House are other surviving 18th-century structures. Fifty major buildings and over 450 smaller structures have been rebuilt on their original sites if which the Governor's Palace, the Capitol, and the Public Hospital are prime examples. The reconstructed Raleigh Tavern, which opened in September 1932, was the first fruit of the archaeological, architectural, and historical research that informed their replication. In 2009, the Foundation opened Charlton's Coffeehouse, a 1760s establishment that catered to Williamsburg's elite, rebuilt on its original foundations. James Anderson's Blacksmith and Public Armoury site of 1776-1780, which includes a large blacksmith shop, forge, tinshop, kitchen, workshop, privy, and several storage buildings opened in 2012. In 2015, the Foundation opened the Market House, located next to the Magazine. The Market House holds auctions and sells goods that would have been for sale during colonial times. Ninety acres of gardens and greens fashioned to 18th-century forms showcase the buildings. In addition, the Historic Area is

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surrounded by 2,800 acres of greenbelt owned or used by the Foundation.

In 2016, the Foundation instituted a new Military Outreach Program, including the Liberty Lounge, which has, to date, hosted more than 100,000 military guests and their families. New programming introduced in the Historic Area in 2017 includes: ox cart rides and an expanded carriage program; candlemaking; a Native American encampment with program interpretation; two new Nation Builders - a young Thomas Jefferson and a young Martha Washington; and the Colonial Musket Range where participants can fire two different reproduction 18th-century flintlock firearms commonly used during the Revolutionary War period and learn about the history of those firearms.

A new interpretive site opened in 2017- Caesar Hope's Barber Shop. There guests meet John "Caesar Barber" Hope, a man who secured his freedom from slavery and eventually became a small business owner. Also new in 2017 was the debut of "Patriots at Play," a new program located behind the Peyton Randolph House where our young guests learn about 18th-century life through hands-on activities. We also launched an ax-throwing range, providing another engaging site for older children and adults to learn about and experience this popular 18th-century pastime. Additionally, the Junior Apprentice Program introduces a new Historic Trades training program that provides STEM-based career opportunities for students. Finally, the Raleigh Tavern porch was reconstructed in 2017 based on meticulous architectural, archaeological, and historical research and by using traditional period construction methods and materials. The new porch further complements the site's existing interpretive offerings and serves as a popular venue to explore important events and topics of 18th-century life.

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Several years ago the Foundation launched initiatives to encourage more interaction between guests and interpreters portraying individuals who played important roles in the founding of our nation and development of our society—not only political leaders such as Thomas Jefferson, George Washington, and Patrick Henry but also ordinary men and women, free and enslaved, of Williamsburg. Actor-interpreters portray a variety of Williamsburg residents at the time immediately prior to and during the American Revolution, including the gentry, politicians, military personnel, merchants, housewives, enslaved African-Americans, and Native Americans. A talented cadre of historical interpreters and subject matter experts offer on-going programs in the houses, taverns, and public buildings, such as the Governor's Palace, Capitol, Powder Magazine, and other prominent sites.

One of the best ways to spark excitement in young guests, we have discovered over the years, is to greet them with their costumed 18th-century counterparts. Therefore, the junior interpreter program continues to be a critical-and growing-part of Colonial Williamsburg's effort to help our youngest visitors develop a love of American history. Our junior interpreters participate in specialized training to enhance their knowledge of how to get families involved and give them the best possible Colonial Williamsburg experience. In 2018, junior interpreters volunteered at Patriots in Play, the George Wythe House, the James Geddy House, in select trade shops and as part of the Fife and Drums of Colonial Williamsburg.

In addition to bringing the Historic Area to life with interpreters of all ages, we also encourage children to get their hands dirty. Patriots at Play opened for its second season in 2018 and brought back all the fun activities while incorporating some new ones, such as a wattle fence maze with ancient origins in both African and Native American heritage and a water table made by Colonial Williamsburg's coopers.

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A new teeter-totter, made by the carpenters, makes for a fun game as well as a good lesson in simple machines. The location includes a log-and-daub playhouse, illustrating architectural methods found in the Virginia frontier and encouraging imaginative play. We also added a "discovery table"-a sensory experience for young guests to use touch and smell to identify reproduction artifacts and learn how they would have been used by families in colonial Virginia.

In over twenty Historic Area trade sites, artisans practice trades with the tools and methods of the period. These highly skilled craftspeople, some in nearly extinct trades, include printers, bookbinders, tailors, joiners, cabinetmakers, carpenters, coopers, masons, milliners, shoemakers, wigmakers, foundry workers, tinsmiths, blacksmiths, gunsmiths, silversmiths, weavers, historic foodways experts, artists, and wheelwrights.

Historical integrity is critical to Colonial Williamsburg's credibility and worldwide reputation. In order to serve historical accuracy, the Foundation supports a specialist research library that is open to the public by appointment. The John D. Rockefeller, Jr. Library houses over 75,000 circulating books, 50,000 manuscripts, 12,000 rare books, 5,000 reels of microfilm, 60,000 architectural drawings, and 400,000 photographs and slides. In 2016, the Foundation launched a free, online Educational Resource Library. In addition, research departments are devoted to training and Historical research, including on-going professional development for employees, and lively Fellows programs that draw to Colonial Williamsburg research scholars from across the world. Drawing from a collection of over 72,000 objects, Colonial Williamsburg furnishes, maintains, and interprets over 200 18th-century period rooms and craft shops.

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The Historic Area remains a residential community. Employees have the opportunity to rent houses and live in the Historic Area. The employee's duties, representational role in the Foundation, and familiarity with sound conservation practices are some of the factors used in the assignment of a Historic Area Residence. During special events, employees may allow their homes to be open to the general public for tours. All Historic Area Residences are decorated for the Foundation's annual Grand Illumination celebration. In 2018, employees rented seventy homes.

Colonial Williamsburg's Institute for Teacher Professional Development presents stories of American history and citizenship through online and on-site programming and the distribution of media to general public and K-16 education audiences. The Colonial Williamsburg Education Resource Library provides interactive history lessons to elementary, middle, and high school classrooms nationally and internationally. This free online media library supports planning and classroom instruction through age-appropriate cross-curricular materials, activities, and lessons. The Resource Library has over 200 resources covering American history from 1607 through the Civil War, with more resources added monthly.

Additional information

For students who are not able to visit in person, Colonial Williamsburg Teacher Institute created a new suite of innovation programs in 2018, providing teachers and school districts nationwide with resources and content to use in their classrooms. In addition to the weeklong programs-which have provided teacher professional development opportunities for educators for 30 years-the Foundation introduced two new three-day seminars. These agendas offer intensive focus on topics that we know are in high demand and serve as a more economical option. The first of the new in-depth seminars, Apprenticeships: STEM and Colonial Daily Life, explored the

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18th-century application of scientific principles through the Historic Trades and introduced activities that wed history education with STEM teaching requirements. Participants left equipped to create interdisciplinary hands-on learning techniques that use historic trade skills as means of teaching STEM principles for any era. The other new seminar, Straight from the Sources: Women During the Time of the American Revolution, featured behind-the-scenes opportunities to learn about women's lives in colonial Virginia from a variety of perspectives. During this immersive experience, participants met with interpreters and visited the Special Collections of Colonial Williamsburg's John D. Rockefeller Jr. Library to work with original historical documents. This powerful combination helped the teachers hone their primary-source research skills and consider the best techniques for bringing such documents into the classroom—all while illuminating the significant contributions of Williamsburg's women, from the eve of the Revolution through the Restoration of Colonial Williamsburg in the 1920's.

The Idea of America™ is a comprehensive digital American history and civics curriculum based on the notion that America is at heart a "great debate" among four sets of values—private wealth and commonwealth, unity and diversity, freedom and equality, and law and ethics. Many of the issues that American citizens faced as they built the Republic are linked to the issues we face today in national and global contexts. These issues, and historical events, can be framed within one or more of these sets of value tensions. Programs for secondary school students and the general public are designed to use American history to engage audiences today with their responsibilities as citizens.

TAVERNS AND COLONIAL HOUSES

Colonial Williamsburg's taverns and colonial houses operate in the Historic Area providing visitors with an interactive experience unique to the 18th-century. Ideal

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for guests who wish to fully immerse themselves in the 18th-century, Colonial Williamsburg offers authentic period accommodations in the Historic Area where our founding families once lodged. The Colonial Houses offer accommodations in colonial style at 28 guest houses, some as small as one room within a tavern and others as large as 16 rooms. Furnished with authentic period reproductions and antiques, each Colonial House has a unique history and appeal of its own, offering a rare way to experience the restored 18th-century capital of Virginia. Servers in the taverns are in period dress and interpret the 18th-century dining experience.

COLLECTIONS, CONSERVATION, AND MUSEUMS

Colonial Williamsburg's wide-ranging collections, acquired over the past 90 years, provide the art, objects, artifacts, and buildings necessary to accurately recreate the environment of 18th-century Williamsburg. The archaeological and architectural collection include 500,000 whole archaeological artifacts from excavations in and around Williamsburg as well as 60 million fragments (probably the largest single archaeological holding relating to 18th-century America), more than 15,000 architectural fragments, and over 600 original and reconstructed buildings. The collections of British and American art and antiques include 72,000 objects, among them ceramics and glass, costumes, household accessories, furniture, musical instruments, numismatics, games and toys, kitchen equipment, paintings and drawings, prints and maps, scientific equipment, silver and base metals, textiles, tools and machines, and weapons. The Foundation's holdings in southern furniture, American folk art, English silver and pewter, English porcelain, numismatics, tools, and several other categories are considered to be the most comprehensive in the nation.

The Foundation's extensive collections are researched by curators, archaeologists, and architectural historians and cared for by a staff of conservators and historic preservation professionals, all of whom oversee their display and care in the

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Historic Area and at the Art Museums. The Foundation is widely recognized for its expertise in colonial Virginia history and professionalism of its staff.

The DeWitt Wallace Decorative Arts Museum features regularly changing thematic exhibitions drawn from Colonial Williamsburg's collections of British and American fine art and antiques. Highlights from its recent exhibitions include the following: English and American silver; British pottery and porcelain; paintings by Gilbert Stuart, Thomas Sully, John Wollaston, Charles Willson Peale, Godfrey Kneller, Peter Lely, and others; clothing and accessories from the late 17th through the mid-19th centuries; British and American needlework; weapons of the American Revolution, historic upholstery, coins and currency of early America, and examples of nearly every type of household furniture made and used in the American colonies.

The Abby Aldrich Rockefeller Folk Art Museum, the nation's leading center for research, preservation, and exhibition of American folk art, is adjacent to the DeWitt Wallace Museum at the Public Hospital site. Through a series of regularly changing thematic exhibitions, Colonial Williamsburg displays its collection of nearly 7,000 examples of American folk art. This collection is designed to foster an appreciation for the aesthetic quality and educational value of American folk art and includes paintings, watercolors, pastels, calligraphic drawings, needlework, ceramics, musical instruments, three-dimensional carvings and sculptures, painted furniture, household ornaments, quilts, coverlets, and a wide array of other materials.

Together, the DeWitt Wallace Decorative Arts Museum and the Abby Aldrich Rockefeller Folk Art Museum opened four new exhibitions in 2018: Navajo Weavings: Tradition &

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Trade, Folk Art Underfoot: American Hooked Rugs, Face Your Fears, and Upholstery CSI: Reading the Evidence. In support of exhibitions and historic area installations and programming, the Art Museums provide hundreds of school and family programs, lectures, tours, and musical and theatrical performances throughout the year in the galleries and Hennage Auditorium.

Bassett Hall, a restored 18th-century residence near the Capitol, is exhibited as Mr. and Mrs. John D. Rockefeller, Jr. furnished it for their personal use in the 1930s and 1940s. Over 125 objects of American folk art collected by Mrs. Rockefeller are displayed there. The Colonial Revival gardens and grounds also reflect the Rockefellers' early 20th-century design. There guests may view native Virginia flora and fauna in the woods beyond the house.

The Foundation's pioneering and long-standing, archaeological research program is nationally and internationally recognized. Assembled over ninety years, its collections are at the core of historical archaeology in the United States and have long served as the national type collection for identifying and dating artifacts from North American sites of the colonial period. Active archaeological excavations are on-going. In 2018, excavations continued at the 1727 Robert Carter House as part of the joint Colonial Williamsburg/College of William & Mary Summer Field School. The Foundation also launched a five-year, grant funded archaeological excavation and research program at the four-acre site of Custis Square. Once the property of John Custis IV, the site featured a substantial ca. 1717 residence, one of the most elaborate gardens in Colonial America, and the homes and workspaces of many enslaved men, women, and children. Additionally, imaginative, new hands-on archaeological programs for children are developed annually to meet public demand for more offerings on this popular topic.

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Architectural preservation and research are also among the institution's strengths. In 2018, groundbreaking research on the Robert Carter House continued and was expanded. Staff extracted new and surprising information on this remarkably well-preserved building and shared it throughout the summer months in regular public programs. At the same time the preservation team oversaw complex masonry conservation projects at seven sites, lead repair and repaint efforts on more than sixty original and reconstructed buildings and made important advances in preventive conservation efforts.

Form 990, Part VI, Line 2 - Business or Family Relationship of Officers, Directors, Etc.

Mitchell Reiss, Mark Hileman, Carly Fiorina, Conrad Hall, John A. Luke, Jr., Thurston Moore and Thomas Norment, Jr. have a business relationship with a related party. Mitchell Reiss and Mark Hileman have a family relationship with a related person.

Form 990, Part VI, Line 11b - Form 990 Review Process

Form 990 is prepared by the Foundation's finance staff with assistance from other members of management as needed to ensure completeness and accuracy. The entire form and all schedules are reviewed during preparation and after completion by the Controller, followed by higher-level reviews by the Executive Director of Finance and the Chief Financial Officer. Prior to filing with the IRS, a copy of the Foundation's final Form 990 (including required schedules) is provided in paper or electronic format to each member of the Board of Trustees.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Trustees receive and sign a conflict of interest disclosure form annually. Any conflicts that might arise during a member's Board tenure are disclosed to and addressed by the Board. Additionally, any trustee with a conflict in connection with any matter before the Board is required to disclose the conflict and is not

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts (continued)

permitted to take part in any vote with respect to the matter. Members of management receive a copy of the Foundation's conflict on interest policy and sign a disclosure form annually. The Foundation's General Counsel reviews management's annual conflict on interest disclosure forms to assure that compensating controls are put in place to mitigate or eliminate any identified conflict.

Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees

Compensation of the CEO and other officers of the organization is determined by the Human Resources Committee of the Board of Trustees. In its review and approval process, the members of the Human Resources Committee considered the report of an independent compensation consulting firm that was retained to compare the compensation of the CEO and other officers with that of incumbents in similar positions at comparable organizations. The compensation consulting firm produced a detailed report based on its review of data from compensation surveys, including one specific to not-for-profit organizations that include data from organizations similar to Colonial Williamsburg in mission and size. The review and approval process of the Human Resources Committee is documented in the minutes of the Committee's meeting.

Form 990, Part VI, Line 17 - List of States which this Return is Filed

AL AK AR CA CO CT DC FL GA HI IL KS KY LA ME MA MD MI MN MS NH NJ NY NM NC ND OH
OK OR PA RI SC TN UT VA WA WV WI

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

In compliance with federal and state disclosure requirements.

**Form 990, Part XI, Line 9
Other Changes In Net Assets Or Fund Balances**

Change in value of Split Interest Agreements.....	\$	538,362.
Eliminate FAS 158 Adjustment.....		10,183,227.
	Total	<u>\$ 10,721,589.</u>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Related Organizations and Unrelated Partnerships

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 - ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Colonial Williamsburg Foundation

Employer identification number
54-0505888

Part I Identification of Disregarded Entities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) <u>Charlton's Coffeehouse, LLC</u> <u>301 First Street</u> <u>Williamsburg, VA 23185</u>	Property acquisition	VA	0.	0.	CWF
(2) _____					
(3) _____					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) _____							
(2) _____							
(3) _____							
(4) _____							

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ----- ----- -----												
(2) ----- ----- -----												
(3) ----- ----- -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) Colonial Williamsburg Company 301 First Street Williamsburg, VA 23185 54-1254106	Hotel/Restaurant	VA	CWF	C corp	62,281,598.	14,277,886.	100.00	X	
(2) Williamsburg Developments, Inc 301 First Street Williamsburg, VA 23185 54-1598949	Land development	VA	CWC	C corp	210,001.	5,384.	100.00	X	
(3) Nancy B. Spillance CRUT c/o RBC Trust Co. P.O. Box 15 Wilmington, DE 19580 54-6505176	Investment	DE	N/A	Trust	0.	12,198.	21.00		X

Part V Transactions With Related Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)	X	
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Colonial Williamsburg Company	a	14,021,008	FMV
(2) Colonial Williamsburg Company	d	43,506,680	FMV
(3) Colonial Williamsburg Company	j	302,860	FMV
(4) Colonial Williamsburg Company	l	7,977,369	FMV
(5) Colonial Williamsburg Company	m	16,369,618	FMV
(6) Williamsburg Developments, Inc.	a	2,235	FMV

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) ----- ----- -----													
(2) ----- ----- -----													
(3) ----- ----- -----													
(4) ----- ----- -----													
(5) ----- ----- -----													
(6) ----- ----- -----													
(7) ----- ----- -----													
(8) ----- ----- -----													

Part VII Supplemental Information.

Provide additional information for responses to questions on Schedule R. See instructions.

Form 990, Part IX, Line 24e
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
Automotive Operating Costs	143,211.	72,712.	70,265.	234.
Bad Debts	83,790.	8,790.		75,000.
Capitalized Expense	-941,984.	-40,173.	-901,811.	
Cash Discounts	-7,753.		-7,753.	
Commissions	188,367.	93,984.	94,383.	
Credit Card Expense	348,131.	240,730.	5,370.	102,031.
Data and Online Services	229,427.	160,509.	40,137.	28,781.
Distribution to Operations	-565,932.	-274,055.	-291,877.	
Donor Expenses	561,961.	143,445.	13,989.	404,527.
Donor Society Travel	103,838.	103,838.		
Dues & Subscriptions	178,269.	127,854.	46,524.	3,891.
Inventory Shrinkage	-2,688.	-2,593.	-95.	
Laundry	133,441.	128,975.	4,466.	
Licenses	9,629.	1,552.		8,077.
Meals & Entertainment	139,989.	43,304.	61,579.	35,106.
Over and Short	170.	120.	50.	
Photography	2,099.	1,781.	316.	2.
Printing & Publications	676,425.	519,845.	42,512.	114,068.
Production Services	10,348.	10,348.		
Special Bus Service	13,997.	13,997.		
Special Events & Exhibits	133,771.	89,398.	2,347.	42,026.
Teachers Institute Rooms/Trans	619,946.	619,946.		
Total	<u>\$ 2,058,452.</u>	<u>\$ 2,064,307.</u>	<u>\$ -819,598.</u>	<u>\$ 813,743.</u>