

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**2020**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**A** For the **2020** calendar year, or tax year beginning , **2020**, and ending , **20**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Colonial Williamsburg Foundation P.O. Box 1776 Williamsburg, VA 23187-1776	<b>D</b> Employer identification number 54-0505888	<b>E</b> Telephone number (757) 229-1000
<b>F</b> Name and address of principal officer: <b>Kevin Patrick</b> Same As C Above		<b>G</b> Gross receipts \$ <b>1181343007.</b>	
<b>I</b> 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		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions	
<b>J</b> Website: ▶ <a href="http://www.colonialwilliamsburg.org">www.colonialwilliamsburg.org</a>		<b>H(c)</b> Group exemption number ▶	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1928</b>	<b>M</b> State of legal domicile: <b>VA</b>

Part I Summary				
<b>Activities &amp; Governance</b>	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)	<b>3</b>	21
	4	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	17
	5	Total number of individuals employed in calendar year 2020 (Part V, line 2a)	<b>5</b>	1,185
	6	Total number of volunteers (estimate if necessary)	<b>6</b>	654
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	6,954,919
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11	<b>7b</b>	0.	
<b>Revenue</b>			<b>Prior Year</b>	<b>Current Year</b>
	8	Contributions and grants (Part VIII, line 1h)	37,605,515.	53,317,540.
	9	Program service revenue (Part VIII, line 2g)	35,302,465.	11,364,383.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	129,828,685.	132,064,120.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-3,366,934.	-6,171,097.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	199,369,731.	190,574,946.	
<b>Expenses</b>	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	27,115.	
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	57,776,264.	56,202,774.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	94,000.	
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>7,018,626.</b>		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	59,730,757.	47,030,271.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	117,601,021.	103,260,160.
19	Revenue less expenses. Subtract line 18 from line 12	81,768,710.	87,314,786.	
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>
	20	Total assets (Part X, line 16)	1522475398.	1,535,029,339.
	21	Total liabilities (Part X, line 26)	433,520,905.	423,860,549.
22	Net assets or fund balances. Subtract line 21 from line 20	1088954493.	1,111,168,790.	

**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.

<b>Sign Here</b>	Signature of officer	Date
	Kevin Patrick Type or print name and title	CFO 11/12/21

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARC BERGER (BDO USA, LLP)	MARC BERGER (BDO USA, LLP)	11/12/2021		P01871563
	Firm's name ▶ COLONIAL WILLIAMSBURG FOUNDATION				
	Firm's address ▶ P.O. Box 1776 WILLIAMSBURG, VA 23187	Firm's EIN ▶ 54-0505888 Phone no. 7572207064			

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 \$ 50,832,287. including grants of \$ 27,115.) (Revenue \$ 7,340,449.)

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 \$ 10,960,689. including grants of \$ ) (Revenue \$ 26,462.)

Museums, Preservation and Historic Resources-

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), and some 19,000 architectural fragments.

4c (Code: ) (Expenses \$ 8,234,629. including grants of \$ ) (Revenue \$ 3,174,816.)

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.

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

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

4e Total program service expenses 70,027,605.

**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 <b>Section 501(c)(3) organizations.</b> 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 donor-restricted endowments or in 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</i> See instructions.		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
<b>22</b> 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
<b>23</b> 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	
<b>24a</b> 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
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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
<b>25b</b> 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
<b>26</b> Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
<b>27</b> Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
<b>28</b> 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):		
<b>28a</b> A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
<b>28b</b> A family member of any individual described in line 28a? <i>If 'Yes,' complete Schedule L, Part IV.</i>	X	
<b>28c</b> A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If 'Yes,' complete Schedule L, Part IV.</i>	X	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>	X	
<b>30</b> 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	
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
<b>32</b> 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
<b>33</b> 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	
<b>34</b> 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	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>35b</b> 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	
<b>36</b> <b>Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note:</b> 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
<b>1 a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
<b>1 b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
<b>1 c</b> 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
<b>2a</b>	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. . . . . <b>2a</b> 1,185		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . . <b>2b</b>	X	
<b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . . <b>3a</b>	X	
<b>b</b>	If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation on Schedule O. . . . . <b>3b</b>	X	
<b>4a</b>	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)? . . . . . <b>4a</b>		X
<b>b</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).		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . . <b>5a</b>		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . . <b>5b</b>		X
<b>c</b>	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? . . . . . <b>5c</b>		
<b>6a</b>	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? . . . . . <b>6a</b>		X
<b>b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . . <b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b>	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? . . . . . <b>7a</b>	X	
<b>b</b>	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? . . . . . <b>7b</b>	X	
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . . <b>7c</b>		X
<b>d</b>	If 'Yes,' indicate the number of Forms 8282 filed during the year. . . . . <b>7d</b>		
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <b>7e</b>		X
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>7f</b>		X
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . . <b>7g</b>		
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . . <b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? . . . . . <b>8</b>		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the sponsoring organization make any taxable distributions under section 4966? . . . . . <b>9a</b>		
<b>b</b>	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . . . . <b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12. . . . . <b>10a</b>		
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. . . . . <b>10b</b>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders. . . . . <b>11a</b>		
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . . <b>11b</b>		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . . <b>12a</b>		
<b>b</b>	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. . . . . <b>12b</b>		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>13a</b>		
<b>Note:</b> See the instructions for additional information the organization must report on Schedule O.			
<b>b</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. . . . . <b>13b</b>		
<b>c</b>	Enter the amount of reserves on hand . . . . . <b>13c</b>		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year? . . . . . <b>14a</b>		X
<b>b</b>	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation on Schedule O. . . . . <b>14b</b>		
<b>15</b>	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? . . . . . <b>15</b>		X
If 'Yes,' see instructions and file Form 4720, Schedule N.			
<b>16</b>	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? . . . . . <b>16</b>		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 on 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**

		Yes	No
<b>1 a</b>	Enter the number of voting members of the governing body at the end of the tax year. . . . . <b>1 a</b> 21 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
<b>1 b</b>	Enter the number of voting members included on line 1a, above, who are independent. . . . . <b>1 b</b> 17		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . . <b>See Schedule O</b>	X	
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person? . . . . .		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		X
<b>6</b>	Did the organization have members or stockholders? . . . . .		X
<b>7 a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		X
<b>7 b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8 a</b>	The governing body? . . . . .	X	
<b>8 b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses on Schedule O. . . . .		X

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

		Yes	No
<b>10 a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .		X
<b>10 b</b>	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .		
<b>11 a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	X	
<b>11 b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990. <b>See Schedule O</b>		
<b>12 a</b>	Did the organization have a written conflict of interest policy? If 'No,' go to line 13. . . . .	X	
<b>12 b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>12 c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done. . . . . <b>See Schedule O</b>	X	
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .	X	
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>15 a</b>	The organization's CEO, Executive Director, or top management official. . . . .	X	
<b>15 b</b>	Other officers or key employees of the organization. . . . . <b>See Schedule O</b>	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16 a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		X
<b>16 b</b>	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		

**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.  
 Own website     Another's website     Upon request     Other (explain on Schedule O)
- 19** Describe on 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.

See instructions for the order in which to list the persons above.

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) Davelin Forrest CHRO	50 0			X			426,196.	0.	174,836.	
(2) Kevin Patrick CFO	50 0			X			453,140.	0.	90,726.	
(3) Mitchell Reiss President & CEO	0 0					X	474,934.	0.	0.	
(4) Mark Hileman General Counsel	50 0			X			367,614.	0.	86,913.	
(5) Clifford Fleet III President & CEO	65 0	X		X			397,614.	0.	50,367.	
(6) Jeffrey Duncan Vice President	45 5			X			0.	229,450.	213,569.	
(7) Ronald Hurst Vice President	50 0			X			236,770.	0.	104,105.	
(8) Samuel Rucker CIO	50 0			X			249,936.	0.	81,328.	
(9) Robert Underwood Vice President	50 0			X			205,954.	0.	84,184.	
(10) Elizabeth Kelly Vice President	50 0			X			161,205.	0.	68,108.	
(11) Henry Lai Vice President	50 50			X			177,736.	0.	29,864.	
(12) Kenneth Wolfe Director	50 0					X	125,222.	0.	82,187.	
(13) Ghislain d'Humeries Vice President	0 0					X	204,615.	0.	0.	
(14) Shaun Coleman Executive Dir.	50 0			X			159,539.	0.	29,447.	

**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) Carol Marley Director	50 0					X	124,920.	0.	51,879.
(16) Paul Freiling Director	50 0					X	124,938.	0.	51,853.
(17) Hazel Wong Asst Secretary	50 0			X			141,619.	0.	29,215.
(18) Felicia Middleton Director	50 0					X	132,590.	0.	36,985.
(19) Catherine Whittenburg Executive Dir.	50 0			X			127,580.	0.	33,375.
(20) Dana Tomlin CoS	50 0			X			112,671.	0.	27,153.
(21) Christopher Andrews Director	50 0					X	123,133.	0.	16,226.
(22) Paul Scott Vice President	0 0					X	0.	117,692.	0.
(23) Earl Granger, III CDO	50 0			X			90,271.	0.	391.
(24) Carly Fiorina Chair	4 0	X					0.	0.	0.
(25) Kendrick Ashton, Jr. Trustee	2 0	X					0.	0.	0.
<b>1 b Subtotal</b>							<b>4,618,197.</b>	<b>347,142.</b>	<b>1,342,711.</b>
<b>c Total from continuation sheets to Part VII, Section A</b>							<b>0.</b>	<b>0.</b>	<b>0.</b>
<b>d Total (add lines 1b and 1c)</b>							<b>4,618,197.</b>	<b>347,142.</b>	<b>1,342,711.</b>
<b>2</b> Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization									<b>42</b>

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	X	
<b>4</b> 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>	X	
<b>5</b> 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>		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
WFF Facility Services 211 S. Jefferson Ave St. Louis, MO 63103	Facilities mgmt	2,717,480.
Brightview Landscape Services P.O. Box 740655 Atlanta, GA 30374	Landscape maintenance	1,055,351.
McGuire Woods LLP 901East Cary Street Richmond, VA 23219	Legal	331,758.
Healthkeepers, Inc. 2015 Staples Mill Rd Richmond, VA 23230	Administrative Fee	293,747.
Anthem Plans of Virginia 3075 Vandercar Way Cincinnati, OH 45209	Administrative fee	289,349.
<b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization		<b>15</b>

Department of the Treasury  
Internal Revenue Service

Name of the Organization <b>Colonial Williamsburg Foundation</b>	Employer Identification number <b>54-0505888</b>
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**Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (check all that apply)						(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			
Edward L. Ayers Trustee	2 0	X						0.	0.	0.
Frank Batten, Jr. Trustee	2 0	X						0.	0.	0.
Catherine O'Neill Broderic Trustee	2 0	X						0.	0.	0.
Mark A. Coblitz Trustee	2 0	X						0.	0.	0.
Walter Edgar Trustee	2 0	X						0.	0.	0.
Neil M. Gorsuch Trustee	2 0	X						0.	0.	0.
Conrad M. Hall Trustee	2 0	X						0.	0.	0.
Sheila Johson Trustee	2 0	X						0.	0.	0.
Anthony M. Kennedy Trustee	2 0	X						0.	0.	0.
John A. Luke, Jr. Trustee	2 0	X						0.	0.	0.
Walfrido J. Martinez Trustee	2 0	X						0.	0.	0.
Leslie A. Miller Trustee	2 0	X						0.	0.	0.
Steven L. Miller Trustee	2 0	X						0.	0.	0.
Joseph W. Montgomery Trustee	2 0	X						0.	0.	0.
Walter S. Robertson III Trustee	2 0	X						0.	0.	0.
Gerald L. Shaheen Trustee	2 0	X						0.	0.	0.
Sheldon M. Stone Trustee	2 0	X						0.	0.	0.
Y. Ping Sun Trustee	2 0	X						0.	0.	0.
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**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	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1 a</b>				
	<b>b</b> Membership dues .....	<b>1 b</b>				
	<b>c</b> Fundraising events .....	<b>1 c</b>				
	<b>d</b> Related organizations .....	<b>1 d</b>				
	<b>e</b> Government grants (contributions) .....	<b>1 e</b> 2,730,000.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1 f</b> 50,587,540.				
	<b>g</b> Noncash contributions included in lines 1a-1f .....	<b>1 g</b> 3,022,296.				
	<b>h Total.</b> Add lines 1a-1f .....	<b>▶</b> 53,317,540.				
<b>Program Service Revenue</b>	<b>Business Code</b>					
	<b>2 a</b> Admissions .....	611600	4,726,656.	4,726,656.		
	<b>b</b> Taverns & Colonial Houses .....	722100	3,174,816.	3,174,816.		
	<b>c</b> Special Programs .....	611600	2,662,519.	2,662,519.		
	<b>d</b> Historic Area Rentals .....	531110	800,392.		800,392.	
	<b>e</b> .....					
	<b>f</b> All other program service revenue .....					
<b>g Total.</b> Add lines 2a-2f .....	<b>▶</b> 11,364,383.					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....	<b>▶</b> 8,077,430.		2,624,894.	5,452,536.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....	<b>▶</b>				
	<b>5</b> Royalties .....	<b>▶</b> 619,463.			619,463.	
	<b>6 a</b> Gross rents .....	<b>6 a</b>	(i) Real	(ii) Personal		
		<b>6 b</b> Less: rental expenses .....	<b>6 b</b> 15474511.			
		<b>6 c</b> Rental income or (loss) .....	<b>6 c</b> 23709050.			
	<b>d</b> Net rental income or (loss) .....	<b>▶</b> -8,234,539.			-6,120,189.	-2,114,350.
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	<b>7 a</b>	(i) Securities	(ii) Other		
		<b>7 b</b> Less: cost or other basis and sales expenses .....	<b>7 b</b> 1074310767.	16,675,414.		
		<b>7 c</b> Gain or (loss) .....	<b>7 c</b> 958,508,834.	8,490,657.		
	<b>d</b> Net gain or (loss) .....	<b>▶</b> 123986690.			3,929,998.	120056692.
	<b>8 a</b> Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 .....	<b>8 a</b>				
		<b>8 b</b> Less: direct expenses .....	<b>8 b</b>			
<b>c</b> Net income or (loss) from fundraising events .....		<b>▶</b>				
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>9 a</b>					
	<b>9 b</b> Less: direct expenses .....	<b>9 b</b>				
	<b>c</b> Net income or (loss) from gaming activities .....	<b>▶</b>				
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>10 a</b>					
	<b>10 b</b> Less: cost of goods sold .....	<b>10 b</b> 37,256.				
	<b>c</b> Net income or (loss) from sales of inventory .....	<b>▶</b> -22,264.			-22,264.	
<b>Miscellaneous Revenue</b>	<b>Business Code</b>					
	<b>11 a</b> Other .....	900099	1,224,019.	6,445,364.	-5,221,345.	
	<b>b</b> Parking Fees .....	812930	167,372.		167,372.	
	<b>c</b> Advertising .....	323100	74,852.	74,852.		
	<b>d</b> All other revenue .....					
<b>e Total.</b> Add lines 11a-11d .....	<b>▶</b> 1,466,243.					
<b>12 Total revenue.</b> See instructions .....	<b>▶</b> 190574946.	10,541,727.	6,954,919.	119760760.		

**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.

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.....	27,115.	27,115.		
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.....	4,197,858.	920,129.	3,187,067.	90,662.
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.....	33,157,107.	22,897,086.	7,829,837.	2,430,184.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).....	244,399.		244,399.	
9 Other employee benefits.....	15,488,162.	9,219,996.	5,303,105.	965,061.
10 Payroll taxes.....	3,115,248.	1,802,268.	1,122,226.	190,754.
11 Fees for services (nonemployees):				
a Management.....	6,757,577.	6,757,577.		
b Legal.....	607,774.		607,774.	
c Accounting.....	193,657.		193,657.	
d Lobbying.....				
e Professional fundraising services. See Part IV, line 17.....				
f Investment management fees.....	2,516,672.	2,516,672.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.).....	-5,622,685.	873,560.	-6,496,245.	
12 Advertising and promotion.....	2,659,768.	2,481,613.	24,749.	153,406.
13 Office expenses.....	4,557,821.	1,480,685.	638,456.	2,438,680.
14 Information technology.....	2,652,564.	163,992.	2,482,440.	6,132.
15 Royalties.....	1,521.	1,521.		
16 Occupancy.....	3,720,582.	3,162,922.	554,843.	2,817.
17 Travel.....	77,534.	48,798.	12,051.	16,685.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.....				
19 Conferences, conventions, and meetings.....	271,818.	203,405.	64,861.	3,552.
20 Interest.....	4,414,156.	598,937.	3,815,219.	
21 Payments to affiliates.....				
22 Depreciation, depletion, and amortization.....	8,108,681.	6,138,977.	1,960,031.	9,673.
23 Insurance.....	690,750.	690,750.		
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.).....				
a <u>Maintenance &amp; Repairs</u> .....	5,342,021.	3,817,903.	1,524,118.	
b <u>Contracted Services</u> .....	3,668,760.	1,046,539.	2,452,458.	169,763.
c <u>Equipment Rental &amp; Maintenance</u> .....	3,049,271.	2,821,745.	214,827.	12,699.
d <u>Miscellaneous</u> .....	2,534,642.	1,463,026.	939,851.	131,765.
e All other expenses.....	827,387.	892,389.	-461,795.	396,793.
25 <b>Total functional expenses.</b> Add lines 1 through 24e. ....	103,260,160.	70,027,605.	26,213,929.	7,018,626.
26 <b>Joint costs.</b> 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
<b>Assets</b>	<b>1</b> Cash – non-interest-bearing .....	170,000.	<b>1</b>	130,000.
	<b>2</b> Savings and temporary cash investments .....	24,867,271.	<b>2</b>	25,698,060.
	<b>3</b> Pledges and grants receivable, net .....	7,293,600.	<b>3</b>	16,565,706.
	<b>4</b> Accounts receivable, net .....	1,418,614.	<b>4</b>	462,613.
	<b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....	25,736.	<b>7</b>	25,736.
	<b>8</b> Inventories for sale or use .....	1,623,946.	<b>8</b>	1,560,181.
	<b>9</b> Prepaid expenses and deferred charges .....	2,410,383.	<b>9</b>	2,109,944.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 602,349,202.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 309,013,281.		
	<b>11</b> Investments – publicly traded securities .....	311,171,870.	<b>10c</b>	293,335,921.
	<b>12</b> Investments – other securities. See Part IV, line 11 .....	248,555,711.	<b>11</b>	232,133,005.
	<b>13</b> Investments – program-related. See Part IV, line 11 .....	430,811,319.	<b>12</b>	432,212,970.
	<b>14</b> Intangible assets .....		<b>13</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....		<b>14</b>	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 33) .....	494,126,948.	<b>15</b>	530,795,203.	
	1,522,475,398.	<b>16</b>	1,535,029,339.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	19,133,157.	<b>17</b>	15,298,337.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....	19,000,000.	<b>20</b>	18,000,000.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....	3,876,447.	<b>23</b>	3,538,018.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....	319,329,584.	<b>24</b>	309,070,831.
	<b>25</b> 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 .....	72,181,717.	<b>25</b>	77,953,363.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	433,520,905.	<b>26</b>	423,860,549.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here ▶</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions .....	672,380,461.	<b>27</b>	678,876,448.
	<b>28</b> Net assets with donor restrictions .....	416,574,032.	<b>28</b>	432,292,342.
	<b>Organizations that do not follow FASB ASC 958, check here ▶</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds .....		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>31</b>	
	<b>32</b> Total net assets or fund balances .....	1,088,954,493.	<b>32</b>	1,111,168,790.
<b>33</b> Total liabilities and net assets/fund balances .....	1,522,475,398.	<b>33</b>	1,535,029,339.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	190,574,946.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	103,260,160.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	87,314,786.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	1,088,954,493.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-66,916,718.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain on Schedule O). See Schedule O	<b>9</b>	1,816,229.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	1,111,168,790.

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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.			
<b>2a</b>	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			
<b>2b</b>	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			
<b>2c</b>	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 on Schedule O.			
<b>3a</b>	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	
<b>3b</b>	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on 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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2020**

**Open to Public Inspection**

Name of the organization <b>Colonial Williamsburg Foundation</b>	Employer identification number <b>54-0505888</b>
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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)						
<b>Total</b>						

**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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(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 <b>Total.</b> 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 <b>Public support.</b> Subtract line 5 from line 4. . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(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 <b>Total support.</b> Add lines 7 through 10. . . . .						
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	
13 <b>First 5 years.</b> 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 <b>stop here</b> . . . . . ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2020 (line 6, column (f), divided by line 11, column (f)). . . . .	14	%
15 Public support percentage from 2019 Schedule A, Part II, line 14. . . . .	15	%
16a <b>33-1/3% support test—2020.</b> If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization. . . . . ▶ <input type="checkbox"/>		
b <b>33-1/3% support test—2019.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization. . . . . ▶ <input type="checkbox"/>		
17a <b>10%-facts-and-circumstances test—2020.</b> 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 <b>stop here.</b> 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 <b>10%-facts-and-circumstances test—2019.</b> 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 <b>stop here.</b> 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 <b>Private foundation.</b> 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) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.) . . . . .	42411940.	53939050.	41514268.	37605515.	53317540.	228788313.
<b>2</b> 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. . . . .	55527321.	48469936.	35436016.	35302465.	11364383.	186100121.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513. . . . .	-5601531.	-4112488.				-9,714,019.
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf. . . . .						0.
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0.
<b>6 Total.</b> Add lines 1 through 5. . . . .	92337730.	98296498.	76950284.	72907980.	64681923.	405174415.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons. . . . .	5,808,366.	8,362,562.	5,156,457.	2,522,616.	5,018,065.	26,868,066.
<b>b</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. . . . .	1,064,010.	1,142,777.	946,713.	949,762.	808,587.	4,911,849.
<b>c</b> Add lines 7a and 7b. . . . .	6,872,376.	9,505,339.	6,103,170.	3,472,378.	5,826,652.	31,779,915.
<b>8 Public support.</b> (Subtract line 7c from line 6.) . . . . .						373394500.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>9</b> Amounts from line 6. . . . .	92337730.	98296498.	76950284.	72907980.	64681923.	405174415.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources . . . . .	12217780.	13006700.	13727799.	18102505.	14710568.	71,765,352.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						0.
<b>c</b> Add lines 10a and 10b. . . . .	12217780.	13006700.	13727799.	18102505.	14710568.	71,765,352.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. . . . .						0.
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) See Part VI. . . . .	1,845,509.	2,974,491.	3,993,194.	3,965,732.	1,466,243.	14,245,169.
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .	106401019.	114277689.	94671277.	94976217.	80858734.	491184936.
<b>14 First 5 years.</b> 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 <b>stop here</b> . . . . . ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2020 (line 8, column (f), divided by line 13, column (f)). . . . .	<b>15</b>	76.02 %
<b>16</b> Public support percentage from 2019 Schedule A, Part III, line 15. . . . .	<b>16</b>	78.25 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2020</b> (line 10c, column (f), divided by line 13, column (f)). . . . .	<b>17</b>	14.61 %
<b>18</b> Investment income percentage from <b>2019</b> Schedule A, Part III, line 17. . . . .	<b>18</b>	13.36 %

**19a 33-1/3% support tests—2020.** 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—2019.** 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 box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> 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>		
<b>2</b> 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>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If 'Yes,' answer lines 3b and 3c below.</i>		
<b>b</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>		
<b>c</b> 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>		
<b>4a</b> Was any supported organization not organized in the United States ('foreign supported organization')? <i>If 'Yes' and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
<b>b</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>		
<b>c</b> 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>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If 'Yes,' answer lines 5b and 5c 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>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> 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>		
<b>7</b> 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>		
<b>8</b> 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>		
<b>9a</b> 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>b</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>		
<b>c</b> 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>		
<b>10a</b> 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 line 10b below.</i>		
<b>b</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
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in lines 11b and 11c below, the governing body of a supported organization?	<b>11a</b>	
<b>b</b> A family member of a person described in line 11a above?	<b>11b</b>	
<b>c</b> A 35% controlled entity of a person described in line 11a or 11b above? If 'Yes' to line 11a, 11b, or 11c, provide detail in <b>Part VI</b> .	<b>11c</b>	

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If 'No,' describe in <b>Part VI</b> 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 officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	<b>1</b>	
<b>2</b> 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 <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	<b>2</b>	

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> 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 <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	<b>1</b>	

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> 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?	<b>1</b>	
<b>2</b> 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 <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).	<b>2</b>	
<b>3</b> By reason of the relationship described in line 2, above, 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 <b>Part VI</b> the role the organization's supported organizations played in this regard.	<b>3</b>	

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.			
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.			
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a governmental entity (see instructions).			
<b>2</b> Activities Test. <b>Answer lines 2a and 2b below.</b>			
<b>a</b> 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 <b>Part VI</b> 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.	<b>2a</b>		
<b>b</b> Did the activities described in line 2a, above, 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 <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	<b>2b</b>		
<b>3</b> Parent of Supported Organizations. <b>Answer lines 3a and 3b below.</b>			
<b>a</b> 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? If 'Yes' or 'No,' provide details in <b>Part VI</b> .	<b>3a</b>		
<b>b</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 <b>Part VI</b> the role played by the organization in this regard.	<b>3b</b>		

**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.

<b>Section A – Adjusted Net Income</b>		(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	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

<b>Section B – Minimum Asset Amount</b>		(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	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> 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 0.015 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 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

<b>Section C – Distributable Amount</b>			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 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	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> 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) 2020

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

<b>Section D – Distributions</b>		<b>Current Year</b>
<b>1</b>	Amounts paid to supported organizations to accomplish exempt purposes	<b>1</b>
<b>2</b>	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	<b>2</b>
<b>3</b>	Administrative expenses paid to accomplish exempt purposes of supported organizations	<b>3</b>
<b>4</b>	Amounts paid to acquire exempt-use assets	<b>4</b>
<b>5</b>	Qualified set-aside amounts (prior IRS approval required – provide details in <b>Part VI</b> )	<b>5</b>
<b>6</b>	Other distributions (describe in <b>Part VI</b> ). See instructions.	<b>6</b>
<b>7</b>	<b>Total annual distributions.</b> Add lines 1 through 6.	<b>7</b>
<b>8</b>	Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions.	<b>8</b>
<b>9</b>	Distributable amount for 2020 from Section C, line 6	<b>9</b>
<b>10</b>	Line 8 amount divided by line 9 amount	<b>10</b>

<b>Section E – Distribution Allocations (see instructions)</b>	<b>(i) Excess Distributions</b>	<b>(ii) Underdistributions Pre-2020</b>	<b>(iii) Distributable Amount for 2020</b>
<b>1</b> Distributable amount for 2020 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2020 (reasonable cause required – explain in <b>Part VI</b> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2020			
<b>a</b> From 2015 . . . . .			
<b>b</b> From 2016 . . . . .			
<b>c</b> From 2017 . . . . .			
<b>d</b> From 2018 . . . . .			
<b>e</b> From 2019 . . . . .			
<b>f Total</b> of lines 3a through 3e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2020 distributable amount			
<b>i</b> Carryover from 2015 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
<b>4</b> Distributions for 2020 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2020 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from line 4.			
<b>5</b> Remaining underdistributions for years prior to 2020, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>6</b> Remaining underdistributions for 2020. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in <b>Part VI</b> . See instructions.			
<b>7 Excess distributions carryover to 2021.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2016 . . . . .			
<b>b</b> Excess from 2017 . . . . .			
<b>c</b> Excess from 2018 . . . . .			
<b>d</b> Excess from 2019 . . . . .			
<b>e</b> Excess from 2020 . . . . .			

**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>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
Other income	\$1,466,243.	\$3,965,732.	\$3,993,194.	\$2,974,491.	\$ 1,845,509.
Total	<u>\$1,466,243.</u>	<u>\$3,965,732.</u>	<u>\$3,993,194.</u>	<u>\$2,974,491.</u>	<u>\$ 1,845,509.</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

**2020**

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](http://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 <b>Colonial Williamsburg Foundation</b>	Employer identification number <b>54-0505888</b>
---	---

**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.

<b>Limits on Lobbying Expenditures</b> <b>(The term 'expenditures' means amounts paid or incurred.)</b>		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	4,740.													
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) .....	4,740.	0.												
<b>d</b>	Other exempt purpose expenditures .....	70,022,865.													
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) .....	70,027,605.	0.												
<b>f</b>	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.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....	250,000.	0.												
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....	0.	0.												
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....	0.	0.												
<b>j</b>	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) 2017	(b) 2018	(c) 2019	(d) 2020	(e) Total
<b>2 a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
<b>c</b> Total lobbying expenditures	9,503.	4,704.	5,998.	4,740.	24,945.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures					0.

BAA

Schedule C (Form 990 or 990-EZ) 2020

**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.	2a	
b Carryover from last year.	2b	
c Total.	2c	
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

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

2020

Open to Public Inspection

Name of the organization

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, aggregate value of contributions, aggregate value of grants, and aggregate value at end of year.

- 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, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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, 2b, 2c, 2d for total number, total acreage, number of easements on certified historic structure, and number of easements acquired after 7/25/06.

- 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 FASB 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 FASB 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 FASB 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 make 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 program
  - 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.

**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	679,367,030.	649,592,739.	693,723,161.	663,608,672.	712,987,741.
b Contributions	5,623,899.	4,719,612.	8,341,449.	12,723,663.	6,763,280.
c Net investment earnings, gains, and losses	50,491,113.	91,466,356.	12,519,965.	89,923,577.	20,515,767.
d Grants or scholarships					
e Other expenditures for facilities and programs	69,096,486.	62,220,436.	62,255,892.	69,437,577.	73,779,476.
f Administrative expenses	2,039,581.	4,191,241.	2,735,944.	3,095,174.	2,878,640.
g End of year balance	664,345,975.	679,367,030.	649,592,739.	693,723,161.	663,608,672.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  35.00 %
  - b Permanent endowment  44.00 %
  - c Term endowment  21.00 %
- 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?  3b

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		45,457,371.		45,457,371.
b Buildings		434,793,313.	201,985,474.	232,807,839.
c Leasehold improvements				
d Equipment		117,073,397.	104,833,134.	12,240,263.
e Other		5,025,121.	2,194,673.	2,830,448.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				293,335,921.

**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>	238,547,878.	End of Year Market Value
(A) <u>Alternative equities</u>	81,138,602.	End of Year Market Value
(B) <u>Global equities</u>	18,148,936.	End of Year Market Value
(C) <u>U.S. equities</u>	19,184,551.	End of Year Market Value
(D) <u>Non U.S. equities</u>	75,033,363.	End of Year Market Value
(E) <u>Opportunistic</u>	159,638.	End of Year Market Value
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 12.) .. ▶	432,212,970.	

**Part VIII Investments – Program Related.**

N/A

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

(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)		
<b>Total.</b> (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	121,970.
(2) Deferred Loan Cost	163,247.
(3) Gift Annuities	16,803,426.
(4) Interfund Receivable	389,726,772.
(5) Investment in Subsidiary	97,131,207.
(6) Other	6,630,681.
(7) Pooled Income Funds	1,721,325.
(8) Resident Held Subject to Life Interest	8,261,748.
(9) Various Unitrusts	10,234,827.
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 15.) .. ▶	530,795,203.

**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.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Accrued Long-Term Disability/Retirement	11,398,264.
(3) Deferred Income	4,436,582.
(4) Other Liabilities	5,749,658.
(5) Pension	44,633,329.
(6) Split Interest Agreements	11,735,530.
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.) .. ▶	77,953,363.

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 FASB 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 242 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 includes amounts for operations and capital expenditures and amounts utilized in accordance with the terms of donor-restricted and board-designated endowments. The board approved supplemental withdrawals include amounts for debt repayment and interest expense. Withdrawals from the unrestricted portion of the endowment fund may be made with the approval of the Foundation's Board of Trustees.

**Part XIII Supplemental Information** *(continued)*

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**Part X - FASB ASC 740 Footnote**

There are no material tax positions that the Foundation believes will significantly change within twelve months of December 31, 2020.

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 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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2020**

**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) Preservation Virginia 204 W. Franklin Street Richmond, VA 23220	54-0568800		27,115.	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 Vice President for Education, 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

**2020**

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

**Open to Public Inspection**

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

Colonial Williamsburg Foundation

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 type="checkbox"/> First-class or charter travel                        | <input checked="" type="checkbox"/> Housing allowance or residence for personal use   |
| <input 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. Part III

	Yes	No
<b>1 b</b>	X	
<b>2</b>	X	
<b>4 a</b>	X	
<b>4 b</b>		X
<b>4 c</b>		X
<b>5 a</b>		X
<b>5 b</b>		X
<b>6 a</b>		X
<b>6 b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

**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? Part III

**3** Indicate which, if any, of the following the 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? Part III
  - b** Participate in or receive payment from a supplemental nonqualified retirement plan?
  - c** Participate in or receive payment from an equity-based compensation arrangement?
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. 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?
  - b** Any related organization?
- 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?
  - b** Any related organization?
- 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.

**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.

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

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

**Schedule J (Form 990) 2020**

**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 Clifford Fleet III President & CEO	(i)	373,064.	0.	24,550.	0.	50,367.	447,981.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 Shaun Coleman Executive Dir.	(i)	159,539.	0.	0.	17,362.	12,085.	188,986.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 Jeffrey Duncan Vice President	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	199,916.	29,534.	0.	185,553.	28,016.	443,019.	0.
4 Davelin Forrest CHRO	(i)	292,110.	99,586.	34,500.	162,665.	12,171.	601,032.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 Mark Hileman General Counsel	(i)	227,463.	122,134.	18,017.	55,065.	31,848.	454,527.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 Ronald Hurst Vice President	(i)	158,781.	51,989.	26,000.	88,128.	15,977.	340,875.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 Elizabeth Kelly Vice President	(i)	141,705.	0.	19,500.	59,970.	8,138.	229,313.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 Henry Lai Vice President	(i)	152,236.	0.	25,500.	19,285.	10,579.	207,600.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 Kevin Patrick CFO	(i)	301,681.	144,225.	7,234.	37,420.	53,306.	543,866.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 Samuel Rucker CIO	(i)	183,560.	62,132.	4,244.	58,658.	22,670.	331,264.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11 Robert Underwood Vice President	(i)	176,894.	0.	29,060.	32,591.	51,593.	290,138.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
12 Catherine Whittenburg Executive Dir.	(i)	127,580.	0.	0.	9,307.	24,068.	160,955.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
13 Hazel Wong Asst Secretary	(i)	122,119.	0.	19,500.	5,500.	23,715.	170,834.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
14 Paul Freiling Director	(i)	108,644.	0.	16,294.	49,591.	2,262.	176,791.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
15 Carol Marley Director	(i)	113,456.	0.	11,464.	41,002.	10,877.	176,799.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
16 Felicia Middleton Director	(i)	131,208.	0.	1,382.	16,042.	20,943.	169,575.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.

**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**

In 2020, the Foundation required the President to live in a house in the Historic Area to better facilitate the performance of his duties, and the house was provided free. Value of the housing is included on Schedule J as a notaxable 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 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

**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)**

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.

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.

Column C (Deferred Compensation) includes the 2020 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.

**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 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. Fleet's 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 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.

**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)**

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

**Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation**

In 2020, Ghislain d'Humieres received severance payments of 204,615. Mitchell Reiss received severance payments of \$474,934. Paul Scott received severance payments of \$117,692 paid by a related organization. The terms and conditions of the severance agreements were consistent with industry standards.

Continuation Sheet for Schedule J (Form 990)

2020

Continuation Page 1 of 1

Name of the organization

Colonial Williamsburg Foundation

Employer identification number

54-0505888

**Part II Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (Schedule J, Part II)

(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				
Kenneth Wolfe	(i)	120,105.	0.	5,117.	73,107.	9,080.	207,409.	0.
Director	(ii)	0.	0.	0.	0.	0.	0.	0.
Ghislain d'Humeries	(i)	0.	0.	204,615.	0.	0.	204,615.	0.
Vice President	(ii)	0.	0.	0.	0.	0.	0.	0.
Mitchell Reiss	(i)	0.	0.	474,934.	0.	0.	474,934.	0.
President & CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
Paul Scott	(i)	0.	0.	0.	0.	0.	0.	0.
Vice President	(ii)	0.	0.	117,692.	0.	0.	117,692.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

**Transactions With Interested Persons**

OMB No. 1545-0047

**2020**

**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](http://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 section 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)												
<b>Total</b> .....						▶ \$						

**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)				

**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 Offi	23,364.	Employment		X
(2) Williamsburg Development	Share offcr/tr	104,600.	Lease, interest		X
(3) Colonial Williamsburg Co	Share offcr/tr	22,222,067.	Mgmt fee, lease, interes		X
(4)					
(5)					
(6)					
(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

**2020**

**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](http://www.irs.gov/Form990) for instructions and the latest information.**

Name of the organization <b>Colonial Williamsburg Foundation</b>	Employer identification number <b>54-0505888</b>
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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	61	734,360.	FMV
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	97	2,277,936.	FMV
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 ▶ (Livestock.....)	X	1	10,000.	FMV
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 V, Donee Acknowledgement.....	<b>29</b>		2
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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?.....	30a		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?.....	32a	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.			

**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.

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**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 auction 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](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2020**

**Open to Public  
Inspection**

Colonial Williamsburg Foundation

Employer identification number

54-0505888

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

Clifford Fleet, Kevin Patrick, Jeffrey Duncan, Mark Hileman, Carly Fiorina, Conrad M. Hall, John A. Luke, Jr. have a business relationship with a related party. Mark Hileman has 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 Vice President 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 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

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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**Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees (continued)**

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.....	\$ 3,226,445.
Eliminate FAS 158 Adjustment.....	-1,410,216.
Total	<u>\$ 1,816,229.</u>

**Statement of Program Service Accomplishments**

MISSION

The Colonial Williamsburg Foundation is a nonprofit, tax-exempt organization established in 1928 to preserve and restore 18th-century Williamsburg, which served as Virginia's colonial capital from 1699 to 1780. A Board of Trustees governs the foundation, which is organized and operated exclusively for charitable and educational purposes. Guided by its mission "that the future may learn from the past," it preserves, restores, reconstructs, or otherwise maintains historical resources for the purposes of enabling interpretive, research, or educational activities

Name of the organization

Employer identification number

Colonial Williamsburg Foundation

54-0505888

related thereto. Through this work, the foundation engages, informs, and inspires people around the world, both onsite and online, as they learn about this historic city, the events that occurred here, and the diverse peoples who helped shape our nation.

The foundation's activities include historical and 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; conservation and exhibition of art and antiques; and educational outreach through teacher training, distance-learning programs and websites, and curriculum development.

Support for Colonial Williamsburg's operations comes from such sources as ticketed admission, donations, sales of trade products and licensed reproductions, taverns and restaurants, publications, property rentals, and hospitality and convention services. In accordance with board policies, support is provided annually from the foundation's endowment for educational and museum programs, as well as Historic Area preservation and restoration. In 2020, more than 94,000 donors made gifts and grants to the foundation.

The Colonial Williamsburg Foundation closed its doors in early 2020 for the longest period in its more than 90-year history with the onset of the COVID-19 pandemic. The closure depressed ticket sales, with approximately 162,000 ticketed guests purchasing an onsite experience during the last half of the year. At the same time, the foundation shifted its resources to build a strong online presence that continues today. Live-stream and recorded programming provide entertaining and educational content for hundreds of thousands of online viewers. Facebook video

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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views are an appropriate metric to measure the impact of expanding online programming. The number of Facebook videos jumped from 633,000 in 2019 to more than 12 million as measured in the third quarter of 2021, significantly expanding the foundation's reach as an educational resource far beyond its geographic footprint. The foundation is grateful to have received an increase in donor gifts to offset the cost of digital operations during the pandemic. Along with careful attention to expenses, Colonial Williamsburg ended 2020 stronger financially than before the pandemic.

### **EDUCATION, RESEARCH AND HISTORICAL INTERPRETATION**

Colonial Williamsburg's Historic Area encompasses 301 acres of greens and gardens and more than 600 structures - 88 of them original - that range from the formal splendor of the Governor's Palace to the utilitarian kitchen garden of the James Geddy site. The Historic Area is protected from modern intrusions by a 2,800-acre greenbelt, and Colonial Williamsburg is accredited as a Level II Arboretum by ArbNet, a global arboretum accreditation program.

Historic trades interpretation, dramatic vignettes, interactive programs and encounters with people including Colonial Williamsburg's Nation Builders - real historic figures associated with the 18th-century city who made significant contributions to the American story - take place throughout the Historic Area, offering an engaging, entertaining guest experience that educates and captures the relevance of early American history in today's world. Homes, public buildings and shops are furnished with objects from Colonial Williamsburg's extensive collection of English and American antiques and reproductions made by skilled artisans employed by the foundation.

Important work continues among historians and interpreters to portray an accurate

Name of the organization

Employer identification number

Colonial Williamsburg Foundation

54-0505888

representation of 18th-century life in Williamsburg where 52 percent of the population was Black, and most were enslaved. Telling the story of the Black experience continues a more than 40-year commitment from the foundation to tell the stories of the lives of men and women, enslaved and free, who helped secure America's freedom. In 2020, the foundation launched a monthly educational program called US: Past, Present, Future that features scholars, researchers and historians who explore issues of race, religion and other topics that connect the past with current events, our shared history, and the enduring promises of America.

Newly uncovered history – whether through excavations at the original site of the First Baptist Church and careful research within the archives of the John D. Rockefeller, Jr. Library – makes its way into the foundation's educational programming. Historical integrity is critical to Colonial Williamsburg's credibility and worldwide reputation. The library is open to the public by appointment and houses more than 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 addition, research departments are devoted to training and historical research, including on-going professional development for employees. It also serves as a resource for educators for use in their classrooms, enhanced by professional development opportunities like the Bob and Marion Wilson Teacher Institute.

The Teacher Institute expanded its online professional development and reached more teachers across the country in 2020. Using the online format, 52% of the teachers who participated were new to the Teacher Institute and educational opportunities offered by the foundation. By taking the institute online, Colonial Williamsburg supported 1,600 teachers from more than 40 states. Teachers and students accessed content live on Facebook as well as via the Colonial Williamsburg YouTube channel,

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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Amazon Fire and Roku. Content included 44 Nation Builder and character interpreter interviews; 33 videos of tradespeople; 13 Electronic Field Trip rebroadcasts with Q&A sessions; and 43 videos in the Exploring Our World series on daily life, classroom activities and tours. The Teacher Institute 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 Education Resource Library has more than 200 resources covering American history from 1607 through the Civil War.

### **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 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.

### **MUSEUMS, PRESERVATION AND HISTORIC RESOURCES**

The Colonial Williamsburg Foundation operates two world-class art museums showcasing collections to enhance and enrich the guest experience beyond the living history of the Historic Area. The award-winning DeWitt Wallace Decorative Arts Museum houses

Name of the organization

Colonial Williamsburg Foundation

Employer identification number

54-0505888

the foundation's renowned collection of British and American fine and decorative arts dating from 1600 through 1840. The award-winning Abby Aldrich Rockefeller Folk Art Museum is the oldest institution in the United States dedicated solely to the collection and preservation of American folk art.

Colonial Williamsburg also operates Bassett Hall, a two-story, 18th-century frame house which is situated near the near the colonial Capitol. The house was the Williamsburg home of Mr. and Mrs. John D. Rockefeller Jr., and retains the original furnishings used by them from 1936-1948.

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), and some 19,000 architectural fragments. The collections of British and American art and antiques include 77,000 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 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

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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preservation professionals, all of whom oversee their display and care in the Historic Area and at the Art Museums. The foundation is widely recognized for its expertise in colonial Virginia history and professionalism of its staff. Drawing from a collection of more than 70,000 objects, Colonial Williamsburg furnishes, maintains, and interprets more than 200 18th-century period rooms and craft shops.

In 2020, the Art Museums of Colonial Williamsburg completed a 65,000-square-foot expansion and renovation project that added a new, highly visible and accessible main entrance, increased exhibition space by 25%, expanded museum café and retail spaces, and transformed the Hennage Auditorium into a state-of-the-art theater space. Striking landscape plantings of native, disease-resistant flowers, shrubs and trees accentuate the exterior of the enlarged facility.

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. Through a series of regularly changing thematic exhibitions,

Name of the organization

Employer identification number

Colonial Williamsburg Foundation

54-0505888

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 nine new exhibitions in 2020: The Art of Edward Hicks; Promoting America: Maps of the Colonies and the New Republic; British Masterworks: Ninety Years of Collecting at Colonial Williamsburg; Introduction to the Art Museums; American Folk Pottery: Art and Tradition; Every Article...suitable for this Country: Furnishing Early Williamsburg; Early American Faces; Keeping Time: Tall Case Clocks; and The Virginia-British Connection: British Paintings with Virginia Ties. 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.

History continues to be rediscovered on the grounds of America's 18th-century capital city through the work of the foundation's archaeological research program. Ongoing work at Custis Square, the four-acre lot where John Custis IV built his home and garden, has potential to add significantly to our understanding of early American gardening, enslavement, colonial consumerism, and 18th-century scientific thought.

In September 2020, Colonial Williamsburg archaeologists began excavating the site of

Name of the organization

Colonial Williamsburg Foundation

Employer identification number

54-0505888

First Baptist Church, one of the nation's oldest Black churches that sat within the foundation's Historic Area footprint. In addition to the original structure, Colonial Williamsburg's archaeologists have discovered at least 28 confirmed human burials at the site and are working with the descendant community to make decisions regarding the investigation of the burial sites.

**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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2020**

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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	26,651,069.	11,682,009.	100.00	X	
(2) Williamsburg Developments, Inc 301 First Street Williamsburg, VA 23185 54-1598949	Land development	VA	CWC	C corp	203,125.	5,345.	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.	14,957.	23.00		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
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity .....	X	
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....		X
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....		X
<b>d</b> Loans or loan guarantees to or for related organization(s) .....	X	
<b>e</b> Loans or loan guarantees by related organization(s) .....		X
<b>f</b> Dividends from related organization(s) .....		X
<b>g</b> Sale of assets to related organization(s) .....		X
<b>h</b> Purchase of assets from related organization(s) .....		X
<b>i</b> Exchange of assets with related organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....	X	
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....	X	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....	X	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....		X
<b>o</b> Sharing of paid employees with related organization(s) .....		X
<b>p</b> Reimbursement paid to related organization(s) for expenses .....		X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....		X
<b>r</b> Other transfer of cash or property to related organization(s) .....		X
<b>s</b> 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	15,076,014	FMV
(2) Colonial Williamsburg Company	d	53,514,365	FMV
(3) Colonial Williamsburg Company	j	268,766	FMV
(4) Colonial Williamsburg Company	l	5,534,017	FMV
(5) Colonial Williamsburg Company	m	3,769,492	FMV
(6) Williamsburg Developments, Inc.	a	3,380	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.

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**Form 990, Part IX, Line 24e**  
**Other Expenses**

	(A)	(B)	(C)	(D)
	<u>Total</u>	<u>Program Services</u>	<u>Management &amp; General</u>	<u>Fundraising</u>
Automotive Operating Costs	54,158.	36,078.	18,080.	
Bad Debts	30,857.	837.		30,020.
Capitalized Expense	-654,140.	-52,041.	-602,099.	
Cash Discounts	-20,398.		-20,398.	
Commissions	98,345.	17,161.	81,184.	
Contributions	113,584.		113,584.	
Credit Card Expense	254,481.	134,568.	5,996.	113,917.
Data and Online Services	125,935.	44,275.	50,995.	30,665.
Distribution to Operations	-329,961.	-114,209.	-215,752.	
Donor Expenses	131,708.	14,048.	5,019.	112,641.
Dues & Subscriptions	160,863.	100,120.	55,658.	5,085.
Inventory Shrinkage	5,068.	-5.	5,073.	
Laundry	61,392.	59,821.	1,571.	
Licenses	11,653.	1,009.		10,644.
Meals & Entertainment	34,774.	10,561.	17,319.	6,894.
Over and Short	2,056.	2,056.		
Photography	1,834.	1,834.		
Printing & Publications	469,299.	384,936.	22,364.	61,999.
Production Services	22,056.	22,056.		
Sales Tax	-389.		-389.	
Special Bus Service	5,455.	5,455.		
Special Events & Exhibits	201,540.	176,612.		24,928.
Teachers Institute Rooms/Trans	47,217.	47,217.		
<b>Total</b>	<b>\$ 827,387.</b>	<b>\$ 892,389.</b>	<b>\$ -461,795.</b>	<b>\$ 396,793.</b>