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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2009

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
 Colonial Williamsburg Foundation

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
 PO Box 1776

City or town, state or country, and ZIP + 4
 Williamsburg, VA 23187

D Employer identification number
 54-0505888

E Telephone number
 (757) 229-1000

G Gross receipts \$ 601,907,891

F Name and address of principal officer
 Colin G Campbell
 134 N Henry Street
 Williamsburg, VA 23185

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status 501(c) (3) (Insert no) 4947(a)(1) or 527

J Website: www.history.org

K Form of organization Corporation Trust Association Other **L Year of formation** 1928 **M State of legal domicile** VA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities Preserve, restore, reconstruct, or otherwise maintain historical structures, objects, works of art and locations and to promote, encourage, and carry on any historical, interpretative, research, or related educational activities		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	20
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of employees (Part V, line 2a)	5	1,811
	6 Total number of volunteers (estimate if necessary)	6	888
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	3,525,796
b Net unrelated business taxable income from Form 990-T, line 34	7b	-5,149,278	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	31,199,146	35,566,203
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	43,006,818	39,301,266
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	112,490,365	55,574,429
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-1,559,110	24,151,938
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		4,000
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	60,611,937	61,946,275
	16a Professional fundraising fees (Part IX, column (A), line 11e)	253,068	187,787
	b Total fundraising expenses (Part IX, column (D), line 25) 8,098,097		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	149,676,243	76,427,931
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	210,541,248	138,565,993	
19 Revenue less expenses Subtract line 18 from line 12	-25,404,029	16,027,843	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	1,350,796,845	1,475,846,610
	21 Total liabilities (Part X, line 26)	413,179,144	411,064,327
22 Net assets or fund balances Subtract line 21 from line 20	937,617,701	1,064,782,283	

Part II Signature Block

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

Sign Here

Signature of officer: _____ Date: 2010-11-16

Katherine H Whitehead Vice President
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4: _____ Preparer's identifying number (see instructions): _____

EIN: _____ Phone no: _____

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

Preserve, restore, reconstruct, or otherwise maintain historical structures, objects, works of art and locations and to promote, encourage, and carry on any historical, interpretative, research, or related educational activities

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 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 No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 51,404,754 including grants of \$) (Revenue \$ 24,860,923)

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 engages 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 See Federal Supplemental Information for further detail

4b (Code) (Expenses \$ 26,393,378 including grants of \$) (Revenue \$ 33,642,755)

Products-Items sold in the retail shops in and around the Historic Area become a tangible part of the learning experience The purpose of the sales is to enhance public awareness and knowledge of the designs and craftsmanship exemplified in 18th-century Williamsburg See Federal Supplemental Information for further detail

4c (Code) (Expenses \$ 14,530,448 including grants of \$) (Revenue \$ 16,073,054)

Taverns and Colonial Houses-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 Servers in taverns are in period dress and interpret the 18th-century dining experiences See Federal Supplemental Information for further detail

4d Other program services (Describe in Schedule O)
(Expenses \$ 18,874,213 including grants of \$) (Revenue \$ 3,800,207)

4e Total program service expenses \$ 111,202,793

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Question text, and Yes/No response columns. Rows include questions 1 through 20 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules *(continued)*

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23 Did the organization answer "Yes" to Part VII, Section A, questions 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>	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . .	24b		No
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . .	24d		No
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
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>	25b		No
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	Yes	
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	Yes	
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	Yes	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable		
	1a 376		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return		
	2a 1,811		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		No
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		No
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d 0		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		No
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		No
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		No
b	Did the organization make a distribution to a donor, donor advisor, or related person?		No
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	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?	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		No
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	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 in Schedule O		No

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		No
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
15	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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes" to line a or b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		No

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> WV, <input type="checkbox"/> WI, <input type="checkbox"/> WA, <input type="checkbox"/> VA, <input type="checkbox"/> UT, <input type="checkbox"/> TN, <input type="checkbox"/> SC, <input type="checkbox"/> RI, <input type="checkbox"/> PA, <input type="checkbox"/> OR, <input type="checkbox"/> OK, <input type="checkbox"/> OH, <input type="checkbox"/> NY, <input type="checkbox"/> NM, <input type="checkbox"/> NJ, <input type="checkbox"/> NH, <input type="checkbox"/> ND, <input type="checkbox"/> NC, <input type="checkbox"/> MS, <input type="checkbox"/> MN, <input type="checkbox"/> MI, <input type="checkbox"/> ME, <input type="checkbox"/> MD, <input type="checkbox"/> MA, <input type="checkbox"/> LA, <input type="checkbox"/> KY, <input type="checkbox"/> KS, <input type="checkbox"/> IL, <input type="checkbox"/> HI, <input type="checkbox"/> GA, <input type="checkbox"/> FL, <input type="checkbox"/> DC, <input type="checkbox"/> CT, <input type="checkbox"/> CO, <input type="checkbox"/> CA, <input type="checkbox"/> AZ, <input type="checkbox"/> AR, <input type="checkbox"/> AL, <input type="checkbox"/> AK
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> Jeffrey A Duncan PO Box 1776 Williamsburg, VA 231871776 (757) 220-7065

1b Total	3,587,285	610,213
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2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶**32

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

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

(A) Name and business address	(B) Description of services	(C) Compensation
United Parcel Service PO Box 7247-0244 Philadelphia, PA 191700001	Freight	3,501,032
QuadGraphics Inc PO Box 930505 Atlanta, GA 31193	Creative Design	735,186
Peninsula Commercial Services 707 East Main Street Richmond, VA 23219	Facilities Mgmt	786,294
Fir Tree International Value Fund 505 5th Avenue 23rd Floor New York, NY 10017	Investment Mgmt	1,211,990
Arnold Worldwide LLC 1600 International Drive Suite 300 McLean, VA 22314	Advertising	1,345,284

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**39

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e	2,069,213				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	33,496,990				
	g	Noncash contributions included in lines 1a-1f \$ 5,096,802					
	h	Total. Add lines 1a-1f ▶	35,566,203				
Program Service Revenue			Business Code				
	2a	Taverns & Colonial Houses	722,100	16,073,054	16,073,054		
	b	Special Programs	611,600	2,444,509	2,444,509		
	c	Historic Area Rentals	531,110	762,903		762,903	
	d	Admissions	611,600	20,020,800	20,020,800		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶	39,301,266				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		12,836,409		-322,750	
	4	Income from investment of tax-exempt bond proceeds . . . ▶		0			
	5	Royalties ▶		1,321,020		1,321,020	
	6a	(i) Real		(ii) Personal			
		Gross Rents	16,459,270	27,920			
		Less rental expenses	15,278,975	15,708			
		Rental income or (loss)	1,180,295	12,212			
	d	Net rental income or (loss) ▶		1,192,507		-4,606,261	
	7a	(i) Securities		(ii) Other			
		Gross amount from sales of assets other than inventory	459,771,900	226,129			
		Less cost or other basis and sales expenses	417,043,005	217,004			
		Gain or (loss)	42,728,895	9,125			
d	Net gain or (loss) ▶		42,738,020		-32,624		
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
b	Less direct expenses b						
c	Net income or (loss) from fundraising events . . . ▶		0				
9a	Gross income from gaming activities See Part IV, line 19 a						
b	Less direct expenses b						
c	Net income or (loss) from gaming activities . . . ▶		0				
10a	Gross sales of inventory, less returns and allowances . . . a						
		33,642,755					
	Less cost of goods sold . . . b	14,759,363					
c	Net income or (loss) from sales of inventory . . . ▶		18,883,392	16,396,823	2,486,569		
Miscellaneous Revenue		Business Code					
11a	Theatre	512,000	124,498		124,498		
b	Parking Fees	812,930	231,514		231,514		
c	Other	453,000	2,318,838		5,796,195		
d	All other revenue		80,169		80,169		
e	Total. Add lines 11a-11d ▶		2,755,019				
12	Total revenue. See Instructions ▶		154,593,836	54,935,186	3,525,796	60,566,651	

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) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	4,000	4,000		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	2,857,104	768,173	1,915,394	173,537
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			
7	Other salaries and wages	43,774,364	32,834,399	9,034,317	1,905,648
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	290,833		290,833	
9	Other employee benefits	10,707,794	6,780,931	3,511,439	415,424
10	Payroll taxes	4,316,180	2,777,436	1,366,888	171,856
11	Fees for services (non-employees)				
a	Management	14,530,448	14,530,448		
b	Legal	105,998		114,998	-9,000
c	Accounting	248,826		248,826	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	187,787			187,787
f	Investment management fees	5,764,863	5,764,863		
g	Other	-4,540,717	2,044,650	-6,585,367	
12	Advertising and promotion	5,376,607	5,292,077	70,172	14,358
13	Office expenses	11,716,762	7,196,481	287,070	4,233,211
14	Information technology	1,193,896	533,740	645,016	15,140
15	Royalties	10,612	10,612		
16	Occupancy	6,845,234	5,960,822	881,627	2,785
17	Travel	663,147	505,795	47,480	109,872
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	492,747	284,580	206,441	1,726
20	Interest	4,377,890	568,520	3,809,370	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	10,459,208	8,549,405	1,899,809	9,994
23	Insurance	880,187	880,187		
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	Printing & Publications	2,133,636	2,048,392	40,270	44,974
b	Miscellaneous	1,962,790	1,099,645	763,218	99,927
c	Maintenance & Repairs	6,228,130	4,740,916	1,480,388	6,826
d	Equipment Rental & Maintenance	3,589,649	2,860,792	723,858	4,999
e	Contracted Services	4,036,263	3,366,469	631,959	37,835
f	All other expenses	351,755	1,799,460	-2,118,903	671,198
25	Total functional expenses. Add lines 1 through 24f	138,565,993	111,202,793	19,265,103	8,098,097
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	260,000	1	260,000
	2 Savings and temporary cash investments	13,739,858	2	19,586,052
	3 Pledges and grants receivable, net	13,134,534	3	17,453,113
	4 Accounts receivable, net	2,290,009	4	3,475,283
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	0
	7 Notes and loans receivable, net	8,712,425	7	5,283,643
	8 Inventories for sale or use	14,028,296	8	10,588,585
	9 Prepaid expenses and deferred charges	8,735,759	9	23,040,622
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	689,708,925		
	b Less accumulated depreciation	248,322,672	10c	441,386,253
	11 Investments—publicly traded securities	235,001,803	11	92,545,086
	12 Investments—other securities See Part IV, line 11	375,620,864	12	609,253,927
	13 Investments—program-related See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets See Part IV, line 11	228,047,712	15	252,974,046
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,350,796,845	16	1,475,846,610	
Liabilities	17 Accounts payable and accrued expenses	22,411,406	17	22,759,457
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	66,336,690	20	65,653,737
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	3,199,698	23	3,015,009
	24 Unsecured notes and loans payable to unrelated third parties	255,412,772	24	272,418,727
	25 Other liabilities Complete Part X of Schedule D	65,818,578	25	47,217,397
	26 Total liabilities. Add lines 17 through 25	413,179,144	26	411,064,327
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	669,823,300	27	752,991,093
	28 Temporarily restricted net assets	45,569,195	28	70,981,952
	29 Permanently restricted net assets	222,225,206	29	240,809,238
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	937,617,701	33	1,064,782,283	
34 Total liabilities and net assets/fund balances	1,350,796,845	34	1,475,846,610	

Part XI Financial Statements and Reporting

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public Inspection

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. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Colonial Williamsburg Foundation

Employer identification number

54-0505888

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 11, check only one box)

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 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 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)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 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 that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions)	12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>	<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>	<input type="checkbox"/>	
b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization <input type="checkbox"/>	<input type="checkbox"/>	
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions <input type="checkbox"/>	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	39,401,415	39,926,676	42,202,061	24,211,135	35,566,203	181,307,490
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	89,433,414	88,959,305	45,720,973	85,148,415	75,699,040	384,961,147
3 Gross receipts from activities that are not an unrelated trade or business under section 513	-6,208,088	-5,500,599	-6,130,036	-5,489,367	-4,551,130	-27,879,220
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	122,626,741	123,385,382	81,792,998	103,870,183	106,714,113	538,389,417
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,121,293	8,056,440	2,381,528	556,438	2,023,596	15,139,295
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	1,461,957	1,508,651	1,032,036	1,238,882	1,221,215	6,462,741
c Add lines 7a and 7b	3,583,250	9,565,091	3,413,564	1,795,320	3,244,811	21,602,036
8 Public Support (Subtract line 7c from line 6)						516,787,381

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	122,626,741	123,385,382	81,792,998	103,870,183	106,714,113	538,389,417
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	23,568,963	27,479,755	21,410,579	20,018,070	15,407,382	107,884,749
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	23,568,963	27,479,755	21,410,579	20,018,070	15,407,382	107,884,749
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 Total support (Add lines 9, 10c, 11 and 12)						646,274,166

14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	79.960 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	78.600 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	16.690 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	17.900 %

19a 33 1/3% support tests—2009. 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—2008. 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 **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

Software ID:
Software Version:
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(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			
Thurston R Moore Trustee	2 00	X						0	0	0
Thomas K Norment Jr Trustee	2 00	X						0	0	0
Thomas F Farrell II Trustee	3 00	X						0	0	0
Steven L Miller Trustee	1 00	X						0	0	0
Sharon P Rockefeller Trustee	1 00	X						0	0	0
Ronald L Hurst Vice President	50 00			X				187,404	0	41,695
Robert B Taylor Senior VP	50 00			X				375,846	0	49,243
Richard M Donnelly Trustee	4 00	X						0	0	0
Richard L McCluney Jr Vice President	50 00			X				175,379	0	36,348
Richard G Tilghman Chairman	4 00	X						0	0	0
Richard B Worley Trustee	2 00	X						0	0	0
Pamela P Flaherty Trustee	1 00	X						0	0	0
Laura Loda Vice President	50 00			X				220,871	0	30,180
Katherine H Whitehead Vice President	50 00			X				245,838	0	29,984
John S Bacon Senior VP	50 00			X				306,134	0	45,321
John R Donnell Jr Trustee	2 00	X						0	0	0
John O Wynne Trustee	1 00	X						0	0	0
Jeffrey A Duncan Controller	50 00					X		139,588	0	30,018
James P Horn Vice President	50 00			X				199,695	0	33,240
James L Easton Vice President	50 00			X				205,695	0	35,650
Henry C Wolf Trustee	4 00	X						0	0	0
Glenn W Williams Vice President	50 00			X				173,537	0	21,125
Gail M Waddell General Counsel	50 00			X				197,592	0	46,155
Edward O Allmann Director	50 00					X		161,705	0	26,787
Edmond DVillani Trustee	3 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(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			
Douglas K Marty Director	50 00					X		148,897	0	29,252
Denise M Kellogg Director	50 00					X		143,150	0	11,890
Cynthia Williamson Director	0					X		136,841	0	24,930
Cynthia H Milligan Trustee	2 00	X						0	0	0
Colin G Campbell President & CEO	65 00	X		X				569,113	0	118,395
Barbara B Oberg Trustee	4 00	X						0	0	0
Antoinette Cook Bush Trustee	1 00	X						0	0	0
Anthony M Kennedy Trustee	2 00	X						0	0	0
Andrea Mitchell Trustee	2 00	X						0	0	0
Amos B Hostetter Jr Trustee	2 00	X						0	0	0
Afsaneh M Beschloss Trustee	1 00	X						0	0	0

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Printing & Publications	2,133,636	2,048,392	40,270	44,974
Miscellaneous	1,962,790	1,099,645	763,218	99,927
Maintenance & Repairs	6,228,130	4,740,916	1,480,388	6,826
Equipment Rental & Maintenance	3,589,649	2,860,792	723,858	4,999
Contracted Services	4,036,263	3,366,469	631,959	37,835

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2009

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Colonial Williamsburg Foundation

Employer identification number 54-0505888

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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 may 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" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

2 Complete lines 2a-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 Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, 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 170(h)(4)(B)(ii)?
9 In Part XIV, 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" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116, 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) Revenues included in Form 990, Part VIII, line 1: \$ 3,001,130; (ii) Assets included in Form 990, Part X: \$ 69,094,258
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in 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 accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a 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 XIV and complete the following table

Table with 2 columns: Description (1c-1f) and Amount

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

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

Table with 6 columns: (a) Current Year, (b) Prior Year, (c) Two Years Back, (d) Three Years Back, (e) Four Years Back. Rows include 1a-1g: Beginning of year balance, Contributions, Investment earnings or losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance.

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment 61.000%, b Permanent endowment 32.000%, c Term endowment 7.000%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

Table with 3 columns: Description (3a(i), 3a(ii), 3b), Yes, No

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: Description of investment, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	154,593,836
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	138,565,993
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	16,027,843
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	16,027,843

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	154,593,836
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	154,593,836
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	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	154,593,836

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	138,565,993
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	138,565,993
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	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	138,565,993

Part XIV Supplemental Information

Complete this part to 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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Part X	Part X FIN48 Footnote	On January 1, 2009, the Foundation adopted accounting guidance for uncertainty in income taxes The adoption resulted in no change to the beginning balance of net assets and did not have any material impact on the Foundation's statement of activities There are no material tax positions that the Foundation believes will significantly change within twelve months of December 31, 2009 Parts XI, XII and XIII The Foundation's audited financial statements are prepared on a consolidated basis, so the reconciliations in Parts XI-XIII 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
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	The Foundation's endowment consists of 132 individual funds established 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 The annual withdrawal applies to permanent (donor-restricted) and quasi-endowment (management-designated) funds Withdrawals from the unrestricted portion of the endowment fund may be made with the approval of the Foundation's Board of Trustees Withdrawals from permanent (donor-restricted) endowment funds comply with the terms of the relevant gift agreement
Part III, Line 4	Part III, Line 4 Description of organization's collections and how it furthers its purpose	The Colonial Williamsburg collection includes some 60,000 examples of fine, decorative, and mechanical art from the 17th, 18th, and early 19th centuries Many of these objects are used to accurately furnish more than thirty historic 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 six 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 exhibitions

Additional Data

Software ID:
Software Version:
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	(b) Book value
Various Unitrusts	5,168,028
Pooled Income Funds	1,410,762
Other	7,523,612
Investment in Subsidiary	97,131,207
Interfund Receivable	122,916,560
Gift Annuities	13,806,204
Deferred Loan Cost	976,930
Deferred Income Taxes	3,239,620
Deferred Bond Cost	356,332
Cash Surrender Value-Life Insurance	444,791

SCHEDULE F (Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2009

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Colonial Williamsburg Foundation

Employer identification number 54-0505888

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance...
2 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

Table with 6 columns: (a) Region, (b) Number of offices in the region, (c) Number of employees or agents in region, (d) Activities conducted in region, (e) If activity listed in (d) is a program service, (f) Total expenditures for region. Rows include South Asia, Europe, East Asia and the Pacific, and a Totals row.

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2009

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization Colonial Williamsburg Foundation

Employer identification number 54-0505888

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. a Mail solicitations, b Internet and e-mail solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events. 2a Did the organization have a written or oral agreement with any individual... 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes a Total row at the bottom.

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

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

Part III Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		(event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				
11 Net income summary Combine lines 3, column d, and line 10. ▶					

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No		
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1, column d, and line 7 ▶					

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		Yes	No
13 Indicate the percentage of gaming activity operated in			
a The organization's facility	13a		
b An outside facility	13b		
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records			
Name ▶ _____			
Address ▶ _____			
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?		15a	
b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____			
c If "Yes," enter name and address			
Name ▶ _____			
Address ▶ _____			
16 Gaming manager information			
Name ▶ _____			
Gaming manager compensation ▶ \$ _____			
Description of services provided ▶ _____			
<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
17 Mandatory distributions			
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		17a	
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____			

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
Colonial Williamsburg Foundation

Employer identification number

54-0505888

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input checked="" type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input checked="" type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use	<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use									
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)									
<p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</p>	Yes									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	Yes									
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<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				
<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									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</p>										
<p>a Receive a severance payment or change-of-control payment?</p>	Yes									
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	Yes									
<p>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</p>		No								
<p>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</p>										
<p>5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p>										
<p>a The organization?</p>		No								
<p>b Any related organization? If "Yes," to line 5a or 5b, describe in Part III</p>		No								
<p>6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p>										
<p>a The organization?</p>		No								
<p>b Any related organization? If "Yes," to line 6a or 6b, describe in Part III</p>		No								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>		No								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</p>		No								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</p>		No								

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in 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 are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(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 reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Ronald L Hurst	(i) (ii)	169,995		17,409	25,373	16,322	229,099	
Robert B Taylor	(i) (ii)	372,053		3,793	37,690	11,553	425,089	
Richard L McCluney Jr	(i) (ii)	153,379		22,000	30,605	5,743	211,727	
Laura Loda	(i) (ii)	198,871		22,000	14,244	15,936	251,051	
Katherine H Whitehead	(i) (ii)	210,154		35,684	16,959	13,025	275,822	
John S Bacon	(i) (ii)	266,438		39,696	25,550	19,771	351,455	
Jeffrey A Duncan	(i) (ii)	139,588			17,765	12,253	169,606	
James P Horn	(i) (ii)	185,068		14,627	21,001	12,239	232,935	
James L Easton	(i) (ii)	199,705		5,990	12,822	22,828	241,345	
Glenn W Williams	(i) (ii)	157,240		16,297	16,166	4,959	194,662	
Gail M Waddell	(i) (ii)	175,592		22,000	28,385	17,770	243,747	
Edward O Allmann	(i) (ii)	158,114		3,591	13,518	13,269	188,492	
Douglas K Marty	(i) (ii)	133,222		15,675	9,894	19,358	178,149	
Denise M Kellogg	(i) (ii)	126,650		16,500	11,600	290	155,040	
Cynthia Williamson	(i) (ii)	126,003		10,838	12,296	12,634	161,771	
Colin G Campbell	(i) (ii)	567,146		1,967	19,858	98,537	687,508	

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
Sch J, Part I, Line 1a	Part I, Line 1a Relevant information in regards to selections on 1a	Travel for companions - The Foundation paid travel costs for Mr Campbell's wife to attend the memorial service of a donor and to represent the Foundation at a speaking engagement at another museum Travel costs for spouses of members of the Board of Trustees are paid for attendance at Board meetings in Williamsburg In 2009, 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 nontaxable benefit Golf and fitness club memberships at Colonial Williamsburg facilities are provided without charge to certain officers and employees to better facilitate the performance of their duties The value of the membership is included on Schedule J as a nontaxable benefit

Software ID: 09000047
Software Version: 2009v1.3
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Ronald L Hurst	(i) (ii)	169,995		17,409	25,373	16,322	229,099
Robert B Taylor	(i) (ii)	372,053		3,793	37,690	11,553	425,089
Richard L McCluney Jr	(i) (ii)	153,379		22,000	30,605	5,743	211,727
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John S Bacon	(i) (ii)	266,438		39,696	25,550	19,771	351,455
Jeffrey A Duncan	(i) (ii)	139,588			17,765	12,253	169,606
James P Horn	(i) (ii)	185,068		14,627	21,001	12,239	232,935
James L Easton	(i) (ii)	199,705		5,990	12,822	22,828	241,345
Glenn W Williams	(i) (ii)	157,240		16,297	16,166	4,959	194,662
Gail M Waddell	(i) (ii)	175,592		22,000	28,385	17,770	243,747
Edward O Allmann	(i) (ii)	158,114		3,591	13,518	13,269	188,492
Douglas K Marty	(i) (ii)	133,222		15,675	9,894	19,358	178,149
Denise M Kellogg	(i) (ii)	126,650		16,500	11,600	290	155,040
Cynthia Williamson	(i) (ii)	126,003		10,838	12,296	12,634	161,771
Colin G Campbell	(i) (ii)	567,146		1,967	19,858	98,537	687,508

**Schedule K
(Form 990)**

OMB No 1545-0047

Supplemental Information on Tax Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).**

▶ **Attach to Form 990. ▶ See separate instructions.**

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
Colonial Williamsburg Foundation

Employer identification number

54-0505888

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer	
							Yes	No	Yes	No
A	Economic Development Authority of the City of Williamsburg	54-1696911		06-20-2006	9,600,000	Acquire, construct, improve		X		X

Part II Proceeds

	A	B	C	D	E
1 Total proceeds of issue	9,600,000				
2 Gross proceeds in reserve funds					
3 Proceeds in refunding or defeasance escrows					
4 Other unspent proceeds	186,310				
5 Issuance costs from proceeds	60,117				
6 Working capital expenditures from proceeds					
7 Capital expenditures from proceeds	9,356,573				
8 Year of substantial completion	2007				
	Yes	No	Yes	No	Yes
9 Were the bonds issued as part of a current refunding issue?		X			
10 Were the bonds issued as part of an advance refunding issue?		X			
11 Has the final allocation of proceeds been made?		X			
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X				

Part III Private Business Use

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X								
2 Are there any lease arrangements with respect to the financed property which may result in private business use?		X								

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
3b Are there any research agreements with respect to the financed property which may result in private business use?		X								
3c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government										
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government										
6 Total of lines 4 and 5										
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2 Is the bond issue a variable rate issue?	X									
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?		X								
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X								
5 Were any gross proceeds invested beyond an available temporary period?		X								
6 Did the bond issue qualify for an exception to rebate?		X								

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2009

Open to Public Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization Colonial Williamsburg Foundation	Employer identification number 54-0505888
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) 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) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on 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, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To From		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
					Yes	No	Yes	No	Yes	No
Total ▶ \$ _____										

Part III Grants or Assistance Benefitting 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 grant or type of assistance
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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
See Additional Data Table					

Additional Data

Software ID:
Software Version:
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(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
Colonial Williamsburg Company	Shares ofc/trustee	31,697,397	Mgmt fee, lease, interest		No
Wells FargoWachovia	Shares trustee/dir	21,006,076	Loan, interest, insurance		No
SYSCO	Shares trustee	3,749,971	Sale of food		No
Dominion Resources	Shares trustee/ofc	2,030,853	Sale of utilities		No
AGL Resources	Shares trustee	1,233,651	Sale of utilities		No
Resort Hotel Association	Shares ofcr/dir	494,563	Sale of insurance		No
Hunton Williams	Shares trustee	453,369	Legal services		No
Williamsburg Developments Inc	Shares officers	150,111	Lease, interest, services		No
Lorena Williams	O fcr family member	54,980	Employment		No

SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2009

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990.

Department of the Treasury Internal Revenue Service

Name of the organization Colonial Williamsburg Foundation

Employer identification number

54-0505888

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of Contributions, (c) Revenues reported on Form 990, Part VIII, line 1g, (d) Method of determining revenues. Rows include Art-Works of art, Books and publications, Securities-Publicly traded, Real estate-Residential, etc.

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

Table with 3 columns: Question, Yes, No. Rows include 30a (property holding period), 31 (gift acceptance policy), 32a (hire third parties), 33 (report revenues).

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047
2009
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization
Colonial Williamsburg Foundation

Employer identification number
54-0505888

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	In compliance with federal and state disclosure requirements
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and 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 for 2009, the members of the Human Resources Committee considered the report of an independent compensation consulting firm that was retained to compare the compensation of the CEO and other officers with that of incumbents in similar positions at comparable organizations The compensation consulting firm produced a detailed report based on its review of data from compensation surveys, including one specific to not-for-profit organizations that 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
Form 990, Part VI, Line 12c	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 of interest policy and sign a disclosure form annually The Foundation's General Counsel reviews management's annual conflict of interest disclosure forms to assure that compensating controls are put in place to mitigate or eliminate any identified conflict
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 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 and the Vice President of Finance, followed by higher-level reviews by the Senior Vice President for Finance and Administration and the President Prior to filing with the IRS, a copy of the Foundation's final Form 990 (including required schedules) is provided in paper or electronic form to each member of the Board of Trustees
Form 990, Part III, Line 4d	Form 990, Part III, Line 4d Other Program Services Description	OTHER PROGRAM SERVICES 4 Collections, Conservation and Museums-Colonial Williamsburg's wide-ranging collections, acquired over the past 78 years, provide the art, objects and artifacts necessary to accurately recreate the environment of 18th-century Williamsburg See Federal Supplemental Information for further detail OTHER PROGRAM SERVICES 5 Educational Outreach-Colonial Williamsburg's Productions, Publications, and Learning Ventures division presents the stories of "Becoming Americans" through Electronic Field Trips-interactive history lessons televised to classrooms nationally and internationally These programs are transmitted to schools live, through satellite feeds with public television stations, cable operators, and directly to schools with satellite facilities and broadband Internet services including video streaming The television programs offer early American historical dramas with opportunities for school children to speak directly with historical interpreters at Colonial Williamsburg See Federal Supplemental Information for further details

Identifier	Return Reference	Explanation
	Client Note 1	<p>Statement of Program Service Accomplishments Form 990, Part III MISSION The Colonial Williamsburg Foundation is a nonprofit, tax-exempt educational organization established in 1928 to preserve and restore 18th-century Williamsburg, Virginia, which served as the colonial and Revolutionary capital of Virginia from 1699 to 1780 Responsibility for the Foundation rests with a Board of Trustees The Foundation is organized and operated exclusively for charitable and educational purposes Within that limitation, its principal purposes are to preserve, restore, reconstruct, or otherwise maintain historical structures, objects, works of art and locations and to promote, encourage, and carry on any historical, interpretive, research, or educational activities related hereto The Foundation strives to help the future learn from the past by preserving and restoring 18th-century Williamsburg and engaging, informing, and inspiring people as they learn about this historic colonial capital, the events that occurred here, and the diverse peoples who helped shape our nation During 2009, over 660,000 ticketed guests were able to take part in its educational programs The Foundation's activities include historical research, preservation of artifacts and buildings, interpretation of exhibition buildings and historic trades, re-creation of historic events, publication of scholarly and popular works, production of educational DVDs and compact disc recordings, educational outreach--including teacher training, distance-learning programs, curriculum development, and Web sites- and conservation and exhibition of art and antiques Support for Colonial Williamsburg's operations comes from such sources as admission fees, contributions, sales of trade products and licensed reproductions, taverns and restaurants, publications, DVDs and compact discs, property rentals, and hospitality and convention services In accordance with board of trustees policies, support is provided annually from the Foundation's endowment for educational and museum programs, as well as Historic Area preservation and restoration In 2009, over 108,000 donors made gifts and grants to the Foundation RESEARCH AND HISTORICAL INTERPRETATION The Historic Area is a 301-acre outdoor history museum with over 600 original and reconstructed houses, outbuildings, shops, taverns, and public buildings In or next to the Historic Area stand 88 original structures including the President's House, the Brafferton, and the Wren Building at the College of William and Mary, the Courthouse on Market Square, Bruton Parish Church, the Magazine, and Wetherburn's Tavern The George Wythe House, the Peyton Randolph House, the Thomas Everard House, the James Geddy House, and the St George Tucker House are other surviving 18th-century structures Fifty major buildings and over 450 smaller structures have been rebuilt on their original sites The Governor's Palace, the Capitol, and the Public Hospital are examples The reconstructed Raleigh Tavern, which opened in September 1932, was the first fruit of the archaeological, architectural, and historical research that informed their duplication The Foundation broke ground in 2008 for rebuilding on its original foundations a 1760s establishment that catered to Williamsburg's elite, Charlton's Coffeehouse Ninety acres of gardens and greens fashioned to 18th-century forms showcase the buildings In addition, the Historic Area is surrounded by 2,800 acres of greenbelt owned or used by the Foundation In order to serve historical accuracy the Foundation supports a specialist research library that is open to the public as well as staff, and research departments devoted to history, architecture and archaeology, and the application of new technologies to web based services Drawing from a collection of over 60,000 objects, the Colonial Williamsburg furnishes, maintains, and interprets over 225 18th-century period rooms and craft shops Historical interpreters offer tours through the houses, taverns, and public buildings In over twenty Historic Area trade sites, artisans practice trades with the tools and methods of the time All are highly skilled, several in nearly extinct trades They include makers of shoes, baskets, furniture, wigs, cloth, harnesses, musical instruments and smiths of silver and iron There are bakers, printers, bookbinders, tailors, housewrights, jewelers, engravers, carpenters, brickmakers, millers, milliners, spinners, weavers, and wheelwrights Character interpreters portray a variety of historical residents of Colonial Williamsburg, including the gentry, politicians, military personnel, merchants, housewives, and enslaved African Americans Specialized tours are also available The Foundation launched initiatives to bring to guests more interaction with interpreters portraying people who founded America-not only men like Thomas Jefferson, George Washington, and Patrick Henry but free and enslaved blacks, and ordinary men and women Work continues on the Education for Citizenship curriculum that informs programming and outreach now and in the future The aim is to encourage each individual to participate in the public life of his or her community to achieve greater liberty, justice, and opportunity Education for Citizenship is our fundamental orientation, and it embraces introductory tours, interpretive programming, our Web sites, and a secondary schools initiative Revolutionary City, our daily two-hour dramatic enactments of pre-Revolutionary and Revolutionary War events, has been expanded to include Revolutionary Stories at other times during the day, including a scene devoted to Native American experience It also now includes Building a Nation, which turns the spotlight on the postwar years and Williamsburg's role in the formal establishment of the United States The Historic Area remains a predominantly residential community Employees have the opportunity to rent houses and live in the Historic Area The employee's duties, representational role in the Foundation, and familiarity with sound conservation practices are some of the factors used in the assignment of a Historic Area Residence During special events, employees may allow their homes to be open to the general public for tours All Historic Area Residences are decorated for the Foundation's annual Grand Illumination celebration In 2009, employees rented fifty homes PRODUCTS Colonial Williamsburg develops a wide range of products based on items used in the 18th-century Most products are either reproductions or an interpretation of household items, including furniture, china, jewelry, and food Many items from Colonial Williamsburg's collection are reproduced or interpreted for the use and education of those who purchase them Products are marketed through licensed manufacturers around the country and through retail shops, direct marketing, and wholesale operations in Williamsburg The Foundation operates 20 shops in and surrounding the Historic Area The shops support the Foundation's educational story line, "Buying Respectability," which describes 18th-century "consumer revolution," the far-reaching transformation in people's standards and styles of living that revolutionized trade, commerce, technology, and, ultimately, the way people lived at every level of society Seeking respectability, many people craved fashionable wardrobes, a formal house, the latest tablewares, and a variety of social refinements Widespread possession of fashionable items, combined with etiquette book manners, contributed to a novel idea-equality-a belief in every person's equal worth and his or her right to strive for a better life Their widely shared democratic experience as consumers enabled Americans of various backgrounds to express in unison their anger at parliament and their resolve to oppose what they perceived as unjust laws 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 COLLECTIONS, CONSERVATION, AND MUSEUMS Colonial Williamsburg's wide-ranging collections, acquired over the past 82 years, provide the art, objects and artifacts necessary to accurately recreate the environment of 18th-century Williamsburg The archaeological and arc</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2009

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury
Internal Revenue Service

Name of the organization
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 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
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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
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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?	
							Yes	No		Yes	No
CWC SCP LLC 134 N Henry Street Williamsburg, VA23185 20-3638473	Rental real	VA	CWC	Unrelated	-2,034	-8,527	Yes				Yes
CWC MT LLC 134 N Henry Street Williamsburg, VA23185 20-3575053	Rental real	VA	CWC	Unrelated	-29	-152	No				Yes

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
See Additional Data Table							

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a	Yes	
1b		No
1c		No
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n		No
1o		No
1p		No
1q		No
1r		No

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 other organization	(b) Transaction type(a-r)	(c) Amount involved
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(1) See Additional Data Table

(2)

(3)

(4)

(5)

(6)

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) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Software ID: 09000047
Software Version: 2009v1.3
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
Kathryn Mae Renner CRT c/o MorganStanley 1255 Prospect St La Jolla, CA92037 51-6595638	Investments	CA	NA	Trust		213,797	24.590 %
Royce & Katherine Baker CRUT c/o MorganStanley 1225 Prospect St La Jolla, CA92037 95-7029590	Investments	CA	NA	Trust		1,273,015	59.180 %
James and Carolyn Millar CRUT c/o UBS 3455 Peachtree Rd NE Atlanta, GA30326 13-2638166	Investments	GA	NA	Trust		480,428	62.390 %
Nancy B Spillane CRUT c/o RBC Trust Co PO Box 15627 Wilmington, DE19580 51-6505176	Investments	DE	NA	Trust		5,560	6.740 %
Coon Charitable Remainder Trust c/o JP Morgan Chase 21 South Clark Chicago, IL60670 36-7145518	Investments	IL	NA	Trust		1,413,995	78.620 %
Williamsburg Developments Inc 134 N Henry Street Williamsburg, VA23185 54-1598949	Land development	VA	CWC	C corp	189,413	897,569	100.000 %
Colonial Williamsburg Child Development 134 N Henry Street Williamsburg, VA23185 54-1549805	Rental	VA	CWF	C corp	44,557		100.000 %
Colonial Williamsburg Company 134 N Henry Street Williamsburg, VA23185 54-1254106	Hotel/Rest	VA	CWF	C corp	55,680,920	12,740,677	100.000 %

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)
(1) Williamsburg Developments Inc	l	47,208
(2) Williamsburg Developments Inc	d	75,152
(3) Williamsburg Developments Inc	a	27,751
(4) Colonial Williamsburg Child Development	k	3,397
(5) Colonial Williamsburg Child Development	d	23,977
(6) Colonial Williamsburg Child Development	a	20,580
(7) Colonial Williamsburg Company	m	867,868
(8) Colonial Williamsburg Company	l	15,211,037
(9) Colonial Williamsburg Company	k	4,978,102
(10) Colonial Williamsburg Company	d	30,181,690
(11) Colonial Williamsburg Company	a	10,630,390
(12) CWC MT LLC	a	2,881,440