



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	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 F Name and address of principal officer Colin G Campbell 134 N Henry Street Williamsburg, VA 23185	D Employer identification number 54-0505888 E Telephone number (757) 229-1000 G Gross receipts \$ 455,009,401
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
J Website: www.history.org		L Year of formation 1928 M State of legal domicile VA
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		

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	11
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1,766
	6 Total number of volunteers (estimate if necessary)	6	900
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-434,924
	b Net unrelated business taxable income from Form 990-T, line 34	7b	-9,164,265
Revenue		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	29,206,642	34,125,545
	9 Program service revenue (Part VIII, line 2g)	40,691,889	40,095,459
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	27,616,964	41,025,551
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,951,801	3,011,740
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	107,467,296	118,258,295
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	754,000	1,057,649
	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)	58,267,234	58,116,432
	16a Professional fundraising fees (Part IX, column (A), line 11e)	219,243	110,838
	b Total fundraising expenses (Part IX, column (D), line 25) 7,886,333		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	63,596,129	74,670,654
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	122,836,606	133,955,573
	19 Revenue less expenses Subtract line 18 from line 12	-15,369,310	-15,697,278
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	1,546,920,798	1,465,821,309
	21 Total liabilities (Part X, line 26)	405,357,655	401,024,760
	22 Net assets or fund balances Subtract line 21 from line 20	1,141,563,143	1,064,796,549

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	2012-05-09 Date	
	Robert B Taylor Senior VP Type or print name and title		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4		Preparer's taxpayer identification 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

Check if Schedule O contains a response to any question in this Part III

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 organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 53,121,385 including grants of \$) (Revenue \$ 25,159,351)

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 \$ 17,886,706 including grants of \$) (Revenue \$ 17,077,953)

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

4c (Code) (Expenses \$ 14,154,916 including grants of \$) (Revenue \$ 10,868,927)

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

4d Other program services (Describe in Schedule O)
(Expenses \$ 19,882,406 including grants of \$) (Revenue \$ 3,959,193)

4e Total program service expenses \$ 105,045,413

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> <input checked="" type="checkbox"/>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> <input checked="" type="checkbox"/>	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> <input checked="" type="checkbox"/>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/>	Yes	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> <input checked="" type="checkbox"/>	Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> <input checked="" type="checkbox"/>	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> <input checked="" type="checkbox"/>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> <input checked="" type="checkbox"/>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

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> <input checked="" type="checkbox"/>	21	Yes	
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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	28b	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	33	Yes	
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> <input checked="" type="checkbox"/>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/>	35b	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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

Check if Schedule O contains a response to any question in this Part V []

Table with columns for question number, question text, and Yes/No response. Rows include questions 1a-14b regarding Form 1096, W-2G forms, employee reporting, foreign accounts, tax shelter transactions, and charitable trusts.

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.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		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	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		No
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did 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 15a or 15b, 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," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		No

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed WV, WI, WA, VA, UT, TN, SC, RI, PA, OR, OK, OH, NY, NM, NJ, NH, ND, NC, MS, MN, MI, ME, MD, MA, LA, KY, KS, IL, HI, GA, FL, DC, CT, CO, CA, AZ, AR, AL, 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 made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. 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
 Jeffrey A Duncan
 PO Box 1776
 Williamsburg, VA 231871776
 (757) 220-7065

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							3,719,545		696,360	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶**31

	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 or individual 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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
United Parcel Service PO Box 7247-0244 Philadelphia, PA 191700001	Freight	2,728,830
Peninsula Commercial Services 707 East Main Street Richmond, VA 23219	Facilities Mgmt	881,329
Investure IMA 126 Garrett Street Suite J Charlottesville, VA 22902	Investment Mgmt	961,401
Investure Evergreen Fund 126 Garrett Street Suite J Charlottesville, VA 22902	Investment Mgmt	636,205
Healthkeepers Inc PO Box 26623 Richmond, VA 23285	Administrative	661,318

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **▶**27

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	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	1,587,294				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	32,538,251				
	g	Noncash contributions included in lines 1a-1f \$ <u>4,725,419</u>					
	h	Total. Add lines 1a-1f ▶	34,125,545				
Program Service Revenue			Business Code				
	2a	Taverns & Colonial Houses	722100	17,077,953	17,077,953		
	b	Special Programs	611600	3,508,782	3,508,782		
	c	Historic Area Rentals	531110	771,032		771,032	
	d	Admissions	611600	18,737,692	18,737,692		
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f ▶		40,095,459				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		8,202,488		-732,351	8,934,839
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties ▶		1,225,926			1,225,926
	6a	(i) Real		(ii) Personal			
		Gross rents	16,295,876	27,920			
		Less rental expenses	27,411,664	8,058			
		Rental income or (loss)	-11,115,788	19,862			
	d	Net rental income or (loss) ▶		-11,095,926		-7,611,710	-3,484,216
	7a	(i) Securities		(ii) Other			
		Gross amount from sales of assets other than inventory	332,285,912	1,028,781			
		Less cost or other basis and sales expenses	297,643,220	2,848,410			
		Gain or (loss)	34,642,692	-1,819,629			
	d	Net gain or (loss) ▶		32,823,063			32,823,063
	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	(i) Securities		(ii) Other				
	Gross sales of inventory, less returns and allowances a		19,708,681				
	Less cost of goods sold b		8,839,754				
c	Net income or (loss) from sales of inventory . . ▶		10,868,927	8,971,095	1,897,832		
Miscellaneous Revenue		Business Code					
11a	Theatre	512000	119,683		119,683		
b	Parking Fees	812930	211,716			211,716	
c	Other	900099	1,596,610		5,806,818	-4,210,208	
d	All other revenue		84,804		84,804		
e	Total. Add lines 11a-11d ▶		2,012,813				
12	Total revenue. See Instructions ▶		118,258,295	48,295,522	-434,924	36,272,152	

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)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,057,649	1,057,649		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States 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	2,985,214	827,117	1,811,515	346,582
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	44,280,873	32,504,803	9,625,963	2,150,107
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	294,229		294,229	
9	Other employee benefits	6,678,011	4,624,898	1,701,729	351,384
10	Payroll taxes	3,878,105	2,453,963	1,240,331	183,811
11	Fees for services (non-employees)				
a	Management	15,454,220	15,454,220		
b	Legal	47,233		47,233	
c	Accounting	240,031		240,031	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	110,838			110,838
f	Investment management fees	4,966,977	4,966,977		
g	Other	-4,603,690	2,024,340	-6,628,030	
12	Advertising and promotion	5,912,518	5,805,733	71,948	34,837
13	Office expenses	8,541,399	4,796,766	306,852	3,437,781
14	Information technology	1,597,393	491,116	1,092,517	13,760
15	Royalties	7,080	7,080		
16	Occupancy	4,321,406	3,645,876	672,598	2,932
17	Travel	898,303	621,685	111,050	165,568
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	614,937	280,210	331,748	2,979
20	Interest	5,504,913	1,350,990	4,153,923	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	8,524,924	7,186,466	1,286,696	51,762
23	Insurance	694,618	694,618		
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Miscellaneous	2,728,309	1,576,574	987,472	164,263
b	Maintenance & Repairs	6,572,961	5,334,291	1,201,620	37,050
c	Income Taxes	3,587,989	1,207,550	2,380,439	
d	Equipment Rental & Maintenance	3,399,201	2,824,871	569,686	4,644
e	Contracted Services	2,833,728	2,405,294	374,176	54,258
f	All other expenses	2,826,204	2,902,326	-849,899	773,777
25	Total functional expenses. Add lines 1 through 24f	133,955,573	105,045,413	21,023,827	7,886,333
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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	190,000	1	190,000
	2 Savings and temporary cash investments	19,311,339	2	5,543,248
	3 Pledges and grants receivable, net	18,454,825	3	20,314,590
	4 Accounts receivable, net	1,716,368	4	2,777,401
	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	3,547,228	7	3,558,479
	8 Inventories for sale or use	8,515,392	8	8,520,818
	9 Prepaid expenses and deferred charges	28,986,029	9	1,911,367
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	702,872,095		
	b Less accumulated depreciation	281,024,759	10c	421,847,336
	11 Investments—publicly traded securities	67,433,110	11	65,074,124
	12 Investments—other securities See Part IV, line 11	687,045,348	12	643,991,368
	13 Investments—program-related See Part IV, line 11		13	0
	14 Intangible assets		14	0
	15 Other assets See Part IV, line 11	282,582,315	15	292,092,578
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,546,920,798	16	1,465,821,309	
Liabilities	17 Accounts payable and accrued expenses	19,353,277	17	19,591,596
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	64,587,831	20	59,801,924
	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	2,750,422	23	2,495,768
	24 Unsecured notes and loans payable to unrelated third parties	272,679,259	24	272,929,922
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	45,986,866	25	46,205,550
	26 Total liabilities. Add lines 17 through 25	405,357,655	26	401,024,760
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	795,669,487	27	726,853,259
	28 Temporarily restricted net assets	96,253,189	28	82,674,213
	29 Permanently restricted net assets	249,640,467	29	255,269,077
	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	1,141,563,143	33	1,064,796,549	
34 Total liabilities and net assets/fund balances	1,546,920,798	34	1,465,821,309	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	118,258,295
2	Total expenses (must equal Part IX, column (A), line 25)	2	133,955,573
3	Revenue less expenses Subtract line 2 from line 1	3	-15,697,278
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,141,563,143
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-61,069,316
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,064,796,549

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	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	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and 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	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why 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

2011

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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**

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support test—2010. 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"/>		
17a 10%-facts-and-circumstances test—2011. 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"/>		
b 10%-facts-and-circumstances test—2010. 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"/>		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	42,202,061	24,211,135	35,566,203	29,206,642	34,125,545	165,311,586
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	45,720,973	85,148,415	75,699,040	67,673,199	61,816,953	336,058,580
3 Gross receipts from activities that are not an unrelated trade or business under section 513	-6,130,036	-5,489,367	-4,551,130	-3,878,142	-3,550,797	-23,599,472
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	81,792,998	103,870,183	106,714,113	93,001,699	92,391,701	477,770,694
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	2,381,528	556,438	2,023,596	3,820,934	2,365,624	11,148,120
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	1,032,036	1,238,882	1,221,215	1,106,668	1,079,373	5,678,174
c Add lines 7a and 7b	3,413,564	1,795,320	3,244,811	4,927,602	3,444,997	16,826,294
8 Public Support (Subtract line 7c from line 6)						460,944,400

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	81,792,998	103,870,183	106,714,113	93,001,699	92,391,701	477,770,694
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	21,410,579	20,018,070	15,407,382	17,665,119	15,545,930	90,047,080
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	21,410,579	20,018,070	15,407,382	17,665,119	15,545,930	90,047,080
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)	103,203,577	123,888,253	122,121,495	110,666,818	107,937,631	567,817,774

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 2011 (line 8 column (f) divided by line 13 column (f))	15	81.180 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	79.550 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	15.860 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	16.700 %

19a 33 1/3% support tests—2011. 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—2010.** 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. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID: 11000144
Software Version: 2011v1.2
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

Form 990, Special Condition Description:

Special Condition Description

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			
John O Wynne Trustee	1 00	X					0	0	0	
Henry C Wolf Trustee	2 00	X					0	0	0	
Edward D Villani Trustee	4 00	X					0	0	0	
Sharon P Rockefeller Trustee	3 00	X					0	0	0	
Barbara B Oberg Trustee	1 00	X					0	0	0	
Thomas K Norment Jr Trustee	4 00	X					0	0	0	
Thurston R Moore Trustee	2 00	X					0	0	0	
Andrea Mitchell Trustee	2 00	X					0	0	0	
Cynthia H Milligan Trustee	2 00	X					0	0	0	
Steven L Miller Trustee	2 00	X					0	0	0	
Leslie A Miller Trustee	1 00	X					0	0	0	
Forrest E Mars Jr Trustee	1 00	X					0	0	0	
Mark Kington Trustee	2 00	X					0	0	0	
Anothony M Kennedy Trustee	2 00	X					0	0	0	
Pamela P Flaherty Trustee	1 00	X					0	0	0	
Richard M Donnelly Trustee	4 00	X					0	0	0	
John R Donnell Jr Trustee	2 00	X					0	0	0	
Antoinette Cook Bush Trustee	1 00	X					0	0	0	
Thomas F Farrell II Chairman	4 00	X					0	0	0	
Colin G Campbell President & CEO	65 00	X		X			563,282	0	109,782	
William White Vice President	50 00			X			191,587	0	66,849	
Katherine H Whitehead Vice President	50 00			X			38,081	0	2,252	
Gail M Waddell General Counsel	50 00			X			220,534	0	43,469	
Michael Rierson Senior VP	50 00			X			346,582	0	44,412	
Laura Loda Vice President	50 00			X			238,552	0	36,496	

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			
Ronald L Hurst Vice President	50 00			X				208,822	0	56,565
James P Horn Vice President	50 00			X				224,430	0	43,978
James L Easton Vice President	50 00			X				202,277	0	33,831
Robert B Taylor Senior VP	50 00			X				409,322	0	56,501
John S Bacon Senior VP	50 00			X				341,743	0	47,949
Jeffrey A Duncan Controller	50 00					X		146,023	0	30,710
Denise Kellogg Director	50 00					X		149,189	0	7,013
Douglas K Marty Director	50 00					X		154,735	0	34,303
Danny McDaniel Director	50 00					X		139,188	0	49,922
Cynthia Williamson Director	50 00					X		145,198	0	32,328

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Complete if the organization is described below. Attach to Form 990 or Form 990-EZ. See separate instructions.

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

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

Name of the organization Colonial Williamsburg Foundation

Employer identification number

54-0505888

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
2 Political expenditures
3 Volunteer hours

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955
2 Enter the amount of any excise tax incurred by organization managers under section 4955
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a Was a correction made?
b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b
4 Did the filing organization file Form 1120-POL for this year?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures	105,045,413													
e	Total exempt purpose expenditures (add lines 1c and 1d)	105,045,413													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures					
d Grassroots non-taxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures					

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

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

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. 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 importantly 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 \$ 1,775,058
(ii) Assets included in Form 990, Part X \$ 74,081,771

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

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	754,478,458	701,799,016	610,622,667		
b Contributions	7,660,416	7,920,414	8,078,011		
c Investment earnings or losses	7,155,049	103,652,831	138,826,515		
d Grants or scholarships					
e Other expenditures for facilities and programs	58,215,640	57,629,776	54,982,664		
f Administrative expenses	2,012,791	1,264,027	745,513		
g End of year balance	709,065,492	754,478,458	701,799,016		

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

- a** Board designated or quasi-endowment 58 000 %
- b** Permanent endowment 34 000 %
- c** Term endowment 8 000 %

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	No

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		51,042,257		51,042,257
b Buildings		475,973,822	200,537,686	275,436,136
c Leasehold improvements				
d Equipment		92,167,795	80,487,073	11,680,722
e Other		83,688,221		83,688,221
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				421,847,336

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	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
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	

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	
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	
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	

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

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	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	
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	

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	There are no material tax positions that the Foundation believes will significantly change within twelve months of December 21, 2011 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 XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Eliminate ASC 740 Adjustment \$ -31247795 Change in value of Split Interest Agreements \$ -785789 Unrealized loss in endowment \$ -29035732
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	The Foundation's endowment consists of 151 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: 11000144
Software Version: 2011v1.2
EIN: 54-0505888
Name: Colonial Williamsburg Foundation

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

(a) Description	(b) Book value
Various Unitrusts	6,705,978
Pooled Income Funds	1,596,473
Other	4,688,968
Investment in Subsidiary	97,131,207
Interfund Receivable	163,389,882
Gift Annuities	13,683,187
Deferred Loan Cost	614,552
Deferred Income Taxes	3,464,942
Deferred Bond Cost	302,860
Cash Surrender Value-Life Insurance	514,529

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

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No 1545-0047

2011

**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.

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 (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
F Roger Thaler 6409 Conservanc Williamsbu, VA 23185	In person		No		58,333	
Donor Services 11500 Olympic Los Angele, CA 90064	Telemarketing		No	261,982	133,551	128,431
Newport Creativ 33 Railroad Ave Duxbury, MA 02332	Direct mail		No	399,775	369,308	30,467
Brickmill Studi 24 Millbrook Rd Wilton, NH 03086	Direct mail		No	423,783	671,723	
Warfield & Wals 701 Prince St Alexandria, VA 22314	Direct mail		No	2,045,873	1,218,067	827,806
Total				3,131,413	2,450,982	986,704

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, NC, NY, NM, NJ, NH, MS, MN, MI, MA, MD, ME, LA, KY, KS, IL, HI, GA, FL, DC, CT, CO, CA, AR, AZ, AK, AL

Part II 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 and 10 in column (d) ▶				

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				
	2 Cash prizes				
Direct Expenses	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
Direct Expenses	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				()
Direct Expenses	8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				

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? Yes No

b If "No," Explain _____

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

b If "Yes," Explain _____

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

13 Indicate the percentage of gaming activity operated in

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

14 Provide 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? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer Employee Independent contractor

- 17** Mandatory distributions
- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
------------	-----------------	-------------

Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
Attach to Form 990

2011

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 General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) Preservation Virginia, 54-0568800, 501(c)(3), 1,053,649, 0, Support Historic Jamestowne.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1
3 Enter total number of other organizations listed in the line 1 table 0

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
Grantmaker's Description of How Grants are Used		Preservation Virginia provides monthly and quarterly interim financial reports, as well as year end audited financial statements to the Foundation. These reports are reviewed by the Controller and the Vice President for Research and Historical Interpretation.

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

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

- 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.
- | | |
|---|---|
| <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) |

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

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?

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.

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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:

- a** The organization?
- b** Any related organization?
If "Yes," to line 5a or 5b, describe in Part III

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:

- a** The organization?
- b** Any related organization?
If "Yes," to line 6a or 6b, describe in Part III

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

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

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

	Yes	No
1b	Yes	
2	Yes	
4a	Yes	
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

(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				
(1) William White	(i) (ii)	168,559	3,000	20,028	59,014	7,835	258,436	
(2) Ronald L Hurst	(i) (ii)	186,679	3,000	19,143	38,725	17,840	265,387	
(3) Robert B Taylor	(i) (ii)	404,316	3,000	2,006	43,070	13,431	465,823	
(4) Michael Rierson	(i) (ii)	346,582			24,125	20,287	390,994	
(5) Laura Loda	(i) (ii)	214,238	3,000	21,314	18,406	18,090	275,048	
(6) John S Bacon	(i) (ii)	296,476	3,000	42,267	26,270	21,679	389,692	
(7) Jeffrey A Duncan	(i) (ii)	146,023			16,570	14,140	176,733	
(8) James P Horn	(i) (ii)	205,235	3,000	16,195	29,835	14,143	268,408	
(9) James L Easton	(i) (ii)	197,828		4,449	14,799	19,032	236,108	
(10) Gail M Waddell	(i) (ii)	195,534	3,000	22,000	22,021	21,448	264,003	
(11) Douglas K Marty	(i) (ii)	138,350		16,385	11,948	22,355	189,038	
(12) Denise Kellogg	(i) (ii)	142,399		6,790	6,098	915	156,202	
(13) Danny McDaniel	(i) (ii)	123,130		16,058	39,440	10,482	189,110	
(14) Cynthia Williamson	(i) (ii)	129,232	1,500	14,466	18,189	14,139	177,526	
(15) Colin G Campbell	(i) (ii)	539,557		23,725	9,059	100,723	673,064	

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 visit donors and participate in activities in Florida, Pennsylvania and New York. She also hosted the Cultural Expeditions trip to Scotland. Travel costs for spouses of members of the Board of Trustees are paid for attendance at Board meetings in Williamsburg. In 2011, 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.

**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.**

2011

**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		(i) Pool financing	
						Yes	No	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
1 Amount of bonds retired				
2 Amount of bonds defeased				
3 Total proceeds of issue	9,600,000			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrow				
7 Issuance costs from proceeds	60,117			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	9,356,573			
11 Other spent proceeds				
12 Other unspent proceeds	186,310			
13 Year of substantial completion	2007			
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 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	
	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 that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use?		X						
b If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
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	
	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 entered into a hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								
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						

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations Yes No

Part VI Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
------------	------------------	-------------

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

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

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

Table with 3 main columns: (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

Table with 7 main columns: (a) Name of interested person and purpose, (b) Loan to or from the organization?, (c) Original principal amount, (d) Balance due, (e) In default?, (f) Approved by board or committee?, (g) Written agreement?

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

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					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
------------	------------------	-------------

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

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/tru	32,885,516	Mgmt fee, lease, interest		No
SYSCO	Shares trustee	4,800,039	Sale of food		No
Wells Fargo	Shares trustee	2,304,134	Interest, insurance		No
Dominion Resources	Shares trustee	1,801,387	Sale of insurance		No
AGL Resources	Shares trustee	1,029,871	Sale of utilities		No
Resort Hotel Association	Shares ofcr/dir	467,842	Sale of insurance		No
Kaufman Canoles	Shares trus/partn	306,610	Legal services		No
Hunton Williams	Shares trustee	234,960	Legal services		No
Charles White	Family of ofcr	41,206	Employment		No

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No 1545-0047

2011

**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

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art	X	84	1,797,731	Market
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		3,025	Market
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	108	2,924,663	Market
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

29	
-----------	--

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

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
------------	------------------	-------------

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

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

Identifier	Return Reference	Explanation
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 2011, 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.

Identifier	Return Reference	Explanation
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.

Identifier	Return Reference	Explanation
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, 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.

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4d	Form 990, Part III, Line 4d Other Program Services Description	<p>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</p> <p>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 w ith public television stations, cable operators, and directly to schools w ith satellite facilities and broadband Internet services including video streaming The television programs offer early American historical dramas w ith opportunities for school children to speak directly w ith historical interpreters at Colonial Williamsburg See Federal Supplemental Information for further details</p>

Identifier	Return Reference	Explanation
		<p>Client Note 1 - Statement of Program Service Accomplishments Form 990, Part III MISSION</p> <p>The Colonial Williamsburg Foundation is a nonprofit, tax-exempt educational organization established in 1928 to preserve and restore 18th-century Williamsburg, Virginia, which served as the colonial and Revolutionary capital of Virginia from 1699 to 1780. Responsibility for the Foundation rests with a Board of Trustees. The Foundation is organized and operated exclusively for charitable and educational purposes. Within that limitation, its principal purposes are to preserve, restore, reconstruct, or otherwise maintain historical structures, objects, works of art and locations and to promote, encourage, and carry on any historical, interpretive, research, or educational activities related thereto. The Foundation strives to 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 2011, over 671,000 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 2011, nearly 109,000 donors made gifts and grants to the Foundation.</p> <p>RESEARCH AND HISTORICAL INTERPRETATION</p> <p>The Historic Area is a 301-acre outdoor history museum with over 600 original and reconstructed houses, out buildings, 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. In 2009, the Foundation opened Charlton's Coffeehouse, a 1760s establishment that catered to Williamsburg's elite, that was rebuilt on its original foundations. 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. The John D. Rockefeller, Jr. Library houses over 75,000 circulating books, 50,000 manuscripts, 12,000 rare books, 5,000 reels of microfilm, 60,000 architectural drawings, and 400,000 photographs and slides. In addition, research departments are devoted to training and history, architecture and archaeology, and the application of new technologies to web-based services. Drawing from a collection of over 67,000 objects, 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, such as the Governor's palace, Capitol and Powder Magazine. In over twenty Historic Area trade sites, artisans practice trades with the tools and methods of the period. 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, coopers, brickmakers, millers, milliners, spinners, weavers, and wheelwrights. Actor interpreters portray a variety of residents of Williamsburg immediately prior to and during the American Revolution, including the gentry, politicians, military personnel, merchants, housewives.</p>

Identifier	Return Reference	Explanation
		<p>ves, enslaved African Americans, and Indian peoples. 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.</p> <p>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 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 2011, employees rented sixty-one homes.</p> <p>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.</p> <p>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 21 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 table wares, 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.</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

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
(1) Charltons Coffeehouse LLC 134 N Henry Street Williamsburg, VA 23185	Property acquisition	VA			CWF

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) CWC SCP LLC 134 N Henry Street Williamsburg, VA 23185 20-3638473	Rental real	VA	CWC	Unrelated	-2,067	-12,807		No		Yes		97 000 %
(2) CWC MT LLC 134 N Henry Street Williamsburg, VA 23185 20-3575053	Rental real	VA	CWC	Unrelated	-18	-191		No		Yes		0 010 %

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, 35A, 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 related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses

- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related 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	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--

Schedule R (Form 990) 2011

Software ID: 11000144
Software Version: 2011v1.2
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 1225 Prospect St La Jolla, CA 92037 51-6595638	Investments	CA	NA	Trust		232,196	26.970 %
Royce & Katherine Baker CRUT c/o MorganStanley 1225 Prospect St La Jolla, CA 92037 95-7029590	Investments	CA	NA	Trust		1,294,896	66.380 %
James and Carolyn Millar CRUT c/o UBS 3455 Peachtree Rd NE Atlanta, GA 30326 13-2638166	Investments	GA	NA	Trust		484,438	65.470 %
Nancy B Spillane CRUT c/o RBC Trust Co PO Box 15627 Wilmington, DE 19580 51-6505176	Investments	DE	NA	Trust		5,645	7.740 %
Coon Charitable Remainder Trust c/o JP Morgan Chase 21 South Clark Chicago, IL 60670 36-7145518	Investments	IL	NA	Trust		1,362,914	80.780 %
Williamsburg Developments Inc PO Box 1776 Williamsburg, VA 23185 54-1598949	Land development	VA	CWC	C corp	156,329	897,562	100.000 %
Colonial Williamsburg Child Development PO Box 1776 Williamsburg, VA 23185 54-1549805	Rental	VA	CWF	C corp	62,475		100.000 %
Colonial Williamsburg Company P O Box 1776 Williamsburg, VA 23185 54-1254106	Hotel/Rest	VA	CWF	C corp	57,676,363	5,860,422	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 (\$)	(d) Method of determining amount involved
(1) Williamsburg Developments Inc	k	47,997	FMV
(2) Williamsburg Developments Inc	d	8,920	FMV
(3) Williamsburg Developments Inc	a	19,694	FMV
(4) Colonial Williamsburg Child Development	k	20,475	FMV
(5) Colonial Williamsburg Child Development	d	41,475	FMV
(6) Colonial Williamsburg Child Development	a	21,000	FMV
(7) Colonial Williamsburg Company	m	829,300	FMV
(8) Colonial Williamsburg Company	l	16,148,607	FMV
(9) Colonial Williamsburg Company	k	4,986,344	FMV
(10) Colonial Williamsburg Company	d	35,560,795	FMV
(11) Colonial Williamsburg Company	a	10,921,265	FMV
(12) CWC MT LLC	a	2,881,440	FMV