

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2017 or tax year beginning, and ending

Name of foundation: HILLWOOD ESTATE, MUSEUM & GARDENS. A Employer identification number: 52-6080752. B Telephone number: 202-686-8500. City or town, state or province, country, and ZIP or foreign postal code: WASHINGTON, DC 20008. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$266,529,222. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include: 1 Contributions, gifts, grants, etc., received; 2 Check; 3 Interest on savings and temporary cash investments; 4 Dividends and interest from securities; 5a Gross rents; 5b Net rental income or (loss); 6a Net gain or (loss) from sale of assets not on line 10; 6b Gross sales price for all assets on line 6a; 7 Capital gain net income; 8 Net short-term capital gain; 9 Income modifications; 10 Gross sales less returns and allowances; 11 Less: Cost of goods sold; 12 Gross profit or (loss); 13 Other income; 14 Total. Add lines 1 through 11; 15 Compensation of officers, directors, trustees, etc; 16 Other employee salaries and wages; 17 Pension plans, employee benefits; 18a Legal fees; 18b Accounting fees; 18c Other professional fees; 19 Interest; 20 Taxes; 21 Depreciation and depletion; 22 Occupancy; 23 Travel, conferences, and meetings; 24 Printing and publications; 25 Other expenses; 26 Total operating and administrative expenses; 27 Subtract line 26 from line 12; a Excess of revenue over expenses and disbursements; b Net investment income; c Adjusted net income.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year		End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		4,350.	4,350.	4,350.	
	2	Savings and temporary cash investments		6,456,457.	30,205,320.	30,205,320.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable	533,194.				
		Less: allowance for doubtful accounts		622,826.	533,194.	533,194.	
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use		415,804.	401,662.	401,662.	
	9	Prepaid expenses and deferred charges		112,914.	100,225.	100,225.	
	10a	Investments - U.S. and state government obligations					
		b Investments - corporate stock	STMT 7	21,499,222.	21,897,002.	21,897,002.	
		c Investments - corporate bonds	STMT 8	198,393,714.	203,229,880.	203,229,880.	
	11	Investments - land, buildings, and equipment, basis					
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 9	390,205.	1,041,415.	1,041,415.		
14	Land, buildings, and equipment: basis	40,534,648.					
	Less accumulated depreciation	31,418,474.	8,928,398.	9,116,174.	9,116,174.		
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		236,823,890.	266,529,222.	266,529,222.		
Liabilities	17	Accounts payable and accrued expenses		1,752,001.	1,851,478.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)	STATEMENT 10)	522,156.	522,156.		
23	Total liabilities (add lines 17 through 22)		2,274,157.	2,373,634.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.						
	24	Unrestricted		234,086,029.	263,592,523.		
	25	Temporarily restricted		435,704.	528,965.		
	26	Permanently restricted		28,000.	34,100.		
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances		234,549,733.	264,155,588.			
31	Total liabilities and net assets/fund balances		236,823,890.	266,529,222.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	234,549,733.
2	Enter amount from Part I, line 27a	2	2,190,894.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	27,414,961.
4	Add lines 1, 2, and 3	4	264,155,588.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	264,155,588.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,012,266.		37,644,055.	3,368,211.
b 2,844,168.			2,844,168.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,368,211.
b			2,844,168.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	6,212,379.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	11,679,447.	218,873,206.	.053362
2015	10,654,577.	223,606,283.	.047649
2014	10,303,556.	221,994,496.	.046414
2013	9,116,877.	196,969,439.	.046286
2012	8,813,436.	185,301,120.	.047563

2 Total of line 1, column (d)	2	.241274
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048255
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	239,379,067.
5 Multiply line 4 by line 3	5	11,551,237.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	107,969.
7 Add lines 5 and 6	7	11,659,206.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	12,330,121.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes items like '1a Exempt operating foundations', '2 Tax under section 511', '5 Tax based on investment income', and '6 Credits/Payments'. Total amount owed is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like '1a During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and '2 Has the foundation engaged in any activities that have not previously been reported to the IRS?'. Includes 'N/A' and 'SEE STATEMENT 11'.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HILLWOODMUSEUM.ORG</u>	X	
14 The books are in care of ► <u>DOUGLAS ROSE-DIRECTOR OF FINANCE</u> Telephone no. ► <u>202-686-8500</u> Located at ► <u>4155 LINNEAN AVENUE NW, WASHINGTON, DC</u> ZIP+4 ► <u>20008</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year, did the foundation pay or incur any amount to:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		352,290.	114,422.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANGELA DODSON - 4155 LINNEAN AVE. NW, WASHINGTON, DC 20008	COO 40.00	134,164.	14,759.	0.
MICHAEL DUDICH - 4155 LINNEAN AVE. NW, WASHINGTON, DC 20008	DIR. OF HR 40.00	123,436.	22,090.	0.
DONALD ROGERS - 4155 LINNEAN AVE. NW, WASHINGTON, DC 20008	HEAD OF FACILITIES 40.00	118,031.	21,821.	0.
DOUGLAS ROSE - 4155 LINNEAN AVE. NW, WASHINGTON, DC 20008	DIRECTOR OF FINANCE 40.00	110,747.	27,538.	0.
BRIAN BARR - 4155 LINNEAN AVE. NW, WASHINGTON, DC 20008	DIR. OF HORTICULTURE 40.00	118,196.	19,350.	0.
Total number of other employees paid over \$50,000				36

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE WHITING TURNER CONTRACTING CO 100 WEST MAIN STREET, SALISBURY, MD 21801	CONSTRUCTION	1,041,271.
LAPLACA COHEN ADVERTISING 43 WEST 24TH STREET, NEW YORK, NY 10010	ADVERTISING	375,713.
HARVEY HOTTEL 18900 WOODFIELD ROAD, GAITHERSBURG, MD 20879	CONTRACTOR	236,056.
POTOMAC ELECTRIC POWER COMPANY PO BOX 97274, WASHINGTON, DC 20090	ELECTRIC	218,556.
RESTAURANT ASSOCIATES - 132 WEST 31ST STREET, SUITE 601, NEW YORK, NY 10001	CAFE SERVICES	182,122.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
SEE STATEMENT 13	8,979,527.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	229,599,286.
b	Average of monthly cash balances	1b	13,425,148.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	243,024,434.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	243,024,434.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,645,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	239,379,067.
6	Minimum investment return. Enter 5% of line 5	6	11,968,953.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,334,836.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	995,285.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	12,330,121.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	107,969.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,222,152.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7				
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶ 10/23/00
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	Prior 3 years		
			(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	5,215,931.	5,339,694.	7,764,677.	9,281,748.	27,602,050.
b 85% of line 2a	4,433,541.	4,538,740.	6,599,975.	7,889,486.	23,461,743.
c Qualifying distributions from Part XII, line 4 for each year listed	12,330,121.	11,768,470.	10,742,580.	10,303,556.	45,144,727.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	12,330,121.	11,768,470.	10,742,580.	10,303,556.	45,144,727.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	1				1 X 0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	7,979,302.	7,295,773.	7,453,543.	7,399,817.	30,128,435.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

HILLWOOD ESTATE, MUSEUM & GARDENS

Employer identification number

52-6080752

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALISON CADY MARTIN 16 MAIN STREET FALMOUTH, MA 02540	\$ 13,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	AMY AND MARC MEADOWS HOUSEHOLD 3800 YUMA ST NW WASHINGTON, DC 20016-2214	\$ 38,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	AMY BALLARD 3001 VEAZEY TERRACE NW APT 217 WASHINGTON, DC 20008-5455	\$ 5,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	AON FOUNDATION 200 E RANDOLPH ST 6TH FL CHICAGO, IL 60601-6436	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	BARBARA D. BOGGS 6 EAST KIRKE STREET CHEVY CHASE, MD 20815-4217	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	BERNSTEIN PRIVATE WEALTH MANAGEMENT 800 CONNECTICUT AVE NW, FLOOR 11 WASHINGTON, DC 20006	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<u>BETH W NEWBURGER</u> <u>1401 N OAK ST APT 902</u> <u>ARLINGTON, VA 22209</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	<u>BETSY S. KLEEBLATT</u> <u>3976 GEORGETOWN CT NW</u> <u>WASHINGTON, DC 20007-2127</u>	\$ <u>8,309.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	<u>BETSY S. KLEEBLATT</u> <u>3976 GEORGETOWN CT NW</u> <u>WASHINGTON, DC 20007-2127</u>	\$ <u>781.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
10	<u>BROWN ADVISORY</u> <u>901 SOUTH BOND ST</u> <u>BALTIMORE, MD 21212-1369</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	<u>BRUCE AND MARILOU SANFORD HOUSEHOLD</u> <u>4200 MASSACHUSETTS AVE NW APT 410</u> <u>WASHINGTON, DC 20016</u>	\$ <u>7,250.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	<u>CALVIN AND LIDIA BAKER HOUSEHOLD</u> <u>6508 ABBEY VIEW WAY</u> <u>BALTIMORE, MD 21212-1369</u>	\$ <u>7,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<u>CHARLES AND MARILYN WALD HOUSEHOLD</u> <u>1585 MADDUX LANE</u> <u>MCLEAN, VA 22101</u>	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<u>DALE AND MOLLIE ANN CHURCH HOUSEHOLD</u> <u>9 FRANKLIN ST</u> <u>ALEXANDRIA, VA 22314</u>	\$ 6,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<u>DANIEL AND JOAN MULCAHY HOUSEHOLD</u> <u>2801 NEW MEXICO AVE NW, #409</u> <u>WASHINGTON, DC 20007-3910</u>	\$ 20,133.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
16	<u>DAVID AND CAROLYN STANFORD HOUSEHOLD</u> <u>10606 VICKERS DRIVE</u> <u>VIENNA, VA 22181-3029</u>	\$ 6,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<u>DAVID AND JOANN HAYDEN HOUSEHOLD</u> <u>DARK HOLLOW FARM PO BOX 68</u> <u>UPPERCO, MD 21155</u>	\$ 12,597.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
18	<u>DC COMMISSION ON ARTS & HUMANITIES</u> <u>2001 I(EYE) STREET SE, SUITE 1400</u> <u>WASHINGTON, DC 20003</u>	\$ 195,660.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	DESIGN MANAGEMENT GROUP 11130 SUNRISE VALLEY DR SUITE 120 RESTON, VA 20191	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
20	DIANE B. WILSEY 2590 JACKSON STREET SAN FRANCISCO, CA 94115-1121	\$ 11,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
21	DOUGLAS R. WEIMER 2801 NEW MEXICO AVE NW APT 811 WASHINGTON, DC 20006	\$ 1,425.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
22	DOUGLAS R. WEIMER 2801 NEW MEXICO AVE NW APT 811 WASHINGTON, DC 20007-3910	\$ 5,044.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
23	ELAINE SLIVERSTEIN HOUSEHOLD 1700 K STREET NW #300 WASHINGTON, DC 20006	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
24	ELLEN MACNEILLE CHARLES 1408 31ST ST NW WASHINGTON, DC 20007-3105	\$ 60,465.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	ELLEN MACNEILLE CHARLES 1408 31ST ST NW WASHINGTON, DC 20007-3105	\$ 225,670.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
26	ELLIS AND NANCY PARKER HOUSEHOLD 9220 CRANFORD DRIVE POTOMAC, MD 20854-2229	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
27	ERICH PARKER AND JEFFREY LOFTON HOUSEHOLD 3620 YUMA ST NW WASHINGTON, DC 20008	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
28	GAIL WEST HOUSEHOLD 4934 ROCKWOOD PKWY NW WASHINGTON, DC 20016-3211	\$ 10,550.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
29	GENEVIEVE MURPHY 4430 LINNEAN AVE NW WASHINGTON, DC 20008-2317	\$ 9,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
30	GEORGE R FLOYD 501 BRIGHTWOOD CLUB DR LUTHERVILLE, MD 21093-3631	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	<u>GEORGE R FLOYD</u> <u>501 BRIGHTWOOD CLUB DR</u> <u>LUTHERVILLE, MD 21093-3631</u>	\$ <u>2,662.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
32	<u>GLENN AND PHYLLIS GERSTELL</u> <u>5045 LOUGHBORO RD NW</u> <u>WASHINGTON, DC 20016-2615</u>	\$ <u>1,450.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
33	<u>GLENN AND PHYLLIS GERSTELL</u> <u>5045 LOUGHBORO RD NW</u> <u>WASHINGTON, DC 20016-2615</u>	\$ <u>5,077.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
34	<u>GLORIA HIDALGO</u> <u>3015 Q ST NW</u> <u>WASHINGTON, DC 20007-3081</u>	\$ <u>9,025.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
35	<u>GORDON AND JOCELYN LINKE HOUSEHOLD</u> <u>5115 CAMMACK DR</u> <u>BETHESDA, MD 20816-2903</u>	\$ <u>24,125.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
36	<u>HENRY AND ANN DUDLEY HOUSEHOLD</u> <u>13 WEST IRVING ST</u> <u>CHEVY CHASE, MD 20815-4218</u>	\$ <u>10,250.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	HENRY AND MARCIA DEWITT HOUSEHOLD C/O ETON ADVISORS, 5915 FARRINGTON RD, STE 202 CHAPEL HILL, NC 27517-9900	\$ 6,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
38	HENRY AND MARCIA DEWITT HOUSEHOLD 55 FIELDS END HENLOPEN ACRES, DE 19971-1611	\$ 6,184.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
39	JANICE AND RALPH SHRADER HOUSEHOLD 1111 19TH ST. N, APT 2901 ARLINGTON, VA 22209-1714	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
40	JANICE AND RALPH SHRADER HOUSEHOLD 1111 19TH ST. N, APT 2901 ARLINGTON, VA 22209-1714	\$ 27,473.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
41	JOHN AND SALLY CHAPOTON HOUSEHOLD 18 WEST KIRKE ST CHEVY CHASE, MD 20815-4246	\$ 19,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
42	JULIO E HEURTEMATTE JR. 2801 NEW MEXICO AVE UNIT 1201 WASHINGTON, DC 20007-3941	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	KATE AND BUNKY MARKERT HOUSEHOLD 520 NEWCASTLE ST EXT REHOBETH BEACH , DE 19971	\$ 750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
44	KATE AND BUNKY MARKERT HOUSEHOLD 520 NEWCASTLE ST EXT REHOBETH BEACH , DE 19971	\$ 5,042.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
45	KATHY DURDIN 1820 WEST RICHARDSON PLACE TAMPA, FL 33606-3229	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
46	KYRA CHEREMETEFF AND THOMAS RICHARDSON HOUSEHOLD 5041 MACOMB STREET NW WASHINGTON, DC 20016-2674	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
47	LEE AND JULIET FOLGER FUND 6862 ELM ST SUITE 740 MCLEAN, VA 22101-3862	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
48	LEONARD EGAN 4501 POTOMAC AVE NW WASHINGTON, DC 20007-2535	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	LESLIE AND KATHRYN MEGYERI HOUSEHOLD 1618 BELMONT ST NW APT A WASHINGTON, DC 20009-6554	\$ 8,050.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
50	LUCY RHAME 508 S. FAIRFAX STREET ALEXANDRIA, VA 22314-3812	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
51	MARIA C. ANDERSON PO BOX 11239 NAPLES, FL 34101-1239	\$ 8,125.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
52	MARIO AND LINDA MAPELLI HOUSEHOLD 4183 SOUTH EUDORA STREET CHERRY HILL, NC 27517-9900	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
53	MARJORIE MERRIWEATHER POST FOUNDATION 5915 FARRINGTON RD SUITE 202 CHAPELL HILL, NC 27517-9900	\$ 112,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
54	MARTHA JOHNSTON AND ROBERT COONROD HOUSEHOLD 4000 CATHERDRAL AVE NW WASHINGTON, DC 20016-5249	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55	MARY AND FREDERICK ROLANDI HOUSEHOLD 10708 ALLOWAY DRIVE POTOMAC, MD 20854-1601	\$ 13,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
56	MARY HALE CORKRAN 4301 MILITARY RD NW APT 709 WASHINGTON, DC 20015-2139	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
57	MARY WHALEN 3269 BEECH STREET NW WASHINGTON, DC 20015-2139	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
58	MICHAEL AND JEANNETTE PETITE HOUSEHOLD PO BOX 2105 MIDDLEBURG, VA 20118-2105	\$ 11,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
59	MICHAEL KOVNER AND JEAN DE MONTAILLOU HOUSEHOLD 25 WILSHIRE RD CGREENWICH, CT 06831	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
60	MONICA LIND GREENBERG 3101 DAVENPORT ST NW WASHINGTON, DC 20008-2243	\$ 6,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	MR. DAVID BYRON SMITH, JR. 4021 IKUVER STREET CHEVY CHASE, MD 20815	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
62	NANCY AND CG APPLEBY HOUSEHOLD 1881 N NASH ST UNIT 20008 ARLINGTON, VA 22209-1572	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
63	NANCY AND CG APPLEBY HOUSEHOLD 1881 N NASH ST UNIT 20008 ARLINGTON, VA 22209-1572	\$ 10,002.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
64	NAN SHAVER WHALEN 5131 YUMA STREET WASHINGTON, DC 20016	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
65	NANCY PEERY MARRIOTT FOUNDATION 10400 FERNWOOD RD SEPT 901-01 BETHESDA, MD 20817	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
66	NORTHERN TRUST 800 CONNECTICUT AVE NW, SUITE 200 WASHINGTON, DC 20006-2720	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67	PENELOPE FAIRCHILD HOLLOWAY 2131 N SCOTT ST ARLINGTON, VA 22209-1010	\$ 5,425.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
68	PENELOPE FAIRCHILD HOLLOWAY 2131 N SCOTT ST ARLINGTON, VA 22209-1010	\$ 5,093.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
69	PETER AND BRANTLEY KNOWLES HOUSEHOLD 1230 ROTHESAY CIRCLE RICHMOND, VA 23221-3809	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
70	PETER AND KATHRYN HICKS HOUSEHOLD 1 LEONARD RD BRONXVILLE, NY 10708	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
71	PETER AND KATHRYN HICKS HOUSEHOLD 1 LEONARD RD BRONXVILLE, NY 10708	\$ 5,218.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
72	RICHARD AND ROSALEE DAVISON HOUSEHOLD 18 BRANCHWOOD COURT BALTIMORE, MD 21208-3301	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73	<u>SOTHEBY'S</u> <u>1334 YORK AVE</u> <u>NEW YORK, NY 10021-4806</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
93	<u>STOCKMAN FAMILY FOUNDATION TRUST</u> <u>102 CASTLEWOOD ROAD</u> <u>BALTIMORE, MD 21210-1380</u>	\$ <u>117,160.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
92	<u>SUSAN BOLLENDORF AND ROBERT BROEKSMIT HOUSEHOLD</u> <u>107 PRIMROSE ST</u> <u>CHEVY CHASE, MD 20815-3324</u>	\$ <u>5,200.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
91	<u>SUZI CORDISH</u> <u>1526 GREEN SPRING VALLEY RD</u> <u>LUTHERVILLE, MD 21093-3623</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
90	<u>THE BRESLER FOUNDATION, INC.</u> <u>10401 GROSVENOR PLACE SUITE 1703</u> <u>ROCKVILLE, MD 20852</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
89	<u>THE C.K. WILLIAMS FAMILY FOUNDATION</u> <u>PO BOX 185</u> <u>PITTSBURGH, PA 15230-0185</u>	\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
88	THE JOHN R. AND CAROLYN J. MANESS FAMILY FOUNDATION 5915 FARRINGTON RD SUITE 202 CHAPEL HILLS, NC 27517	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
87	THE MORRIS AND GWENDOLYN CAFRITZ FOUNDATION 1825 K STREET NW SUITE 1400 WASHINGTON, DC 20006-1202	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
86	THE RICHARD C. VON HESS FOUNDATION 110 N DUKE STREET LANCASTER, PA 17602-2804	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
85	THE SALLY FOSS & JAMES SCOTT HILL FDN 5 INDEPENDENCE WAY PRINCETON, NJ 08540-6627	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
84	THE STICHMAN FAMILY FOUNDATION 3610 MASSACHUSETTS AVE NW WASHINGTON, DC 20007	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
83	TIFF CHARITABLE FOUNDATION 200 STATE ST BOSTON, MA 02109	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
82	TOM AND KRISTEN ROBERTS HOUSEHOLD 106 EDMUNDS RD WELLESLEY, MA 02481	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
81	TTR SOTHEBY'S INTERNATIONAL REALTY 1206 30TH STREET NW WASHINGTON, DC 20007	\$ 22,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
80	US COMMISSION OF FINE ARTS 401 F STREET NW WASHINGTON, DC 20007-3401	\$ 96,177.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
79	VERDURA 745 FIFTH AVE 12TH FL NEW YORK, NY 10151-0099	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
78	VIRGINIA CRETILLA MARS 702 BELGROE RD MCLEAN, VA 22101-1836	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
77	VAL AND SOPHIE HAWKINS HOUSEHOLD 3026 P STREET NW WASHINGTON, DC 20007-3052	\$ 4,491.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
76	MARJORIE AND SAMUEL MUCARELLA 2801 NEW MEXICO AVE NW SUITE 619 WASHINGTON, DC 20007	\$ 120.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
94	MARJORIE AND SAMUEL MUCARELLA 2801 NEW MEXICO AVE NW SUITE 619 WASHINGTON, DC 20007	\$ 1,105.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
75	CHERYL AMYX AND MICHAEL MOREHOUSE 115 PRINCE ST ALEXANDRIA, VA 22314	\$ 2,616.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
74	CAROL AND MIKE SHERWIN 9927 HOBART RD WILLOUGHBY, OH 44094	\$ 2,628.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
95	BETSY S. KLEEBLATT 3976 GEORGETOWN CT NW WASHINGTON, DC 20007	\$ 3,475.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
96	BETSY S. KLEEBLATT 3976 GEORGETOWN CT NW WASHINGTON, DC 20007	\$ 628.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
97	BETSY S. KLEEBLATT 3976 GEORGETOWN CT NW WASHINGTON, DC 20007	\$ 9,127.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
9	20 SHS ADVANSIX INC 2 SHS ASCENT CAP GROWTH 6 SHS ICOMMERCEHUB 3 SHS COMMERCEHUB	\$ 781.	06/12/17
15	212 SHS MFO EUROPACIFIC GROWTH 545 SHS MFO MAINSTAY FDS LARGE 50 SHS MFO MFS VALUE	\$ 20,133.	11/14/17
17	177 SHS SEI INVTS CO	\$ 12,597.	12/14/17
22	97 SHS AMEREN CORP	\$ 5,044.	01/26/17
25	967 SHS 3M CO	\$ 225,670.	03/09/17
31	16 SHS SBA COMMUNICATIONS	\$ 2,662.	12/12/17

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
33	95 SHS ADR NOVO-NORDISK	\$ 5,077.	12/26/17
38	375 SHS MLP ENERGY	\$ 6,184.	12/11/17
40	115 SHS NVIDIA CORP 29 SHS VISTEON CORP	\$ 27,473.	11/03/17
44	38 SHS FEDERAL TLTY INVT TR	\$ 5,042.	12/05/17
68	90 SHS MFO EUROPACIFIC GROWTH	\$ 5,093.	12/05/17
71	95 SHS BANK OF AMERICA 50 SHS BANK OF NEW YORK MELLON	\$ 5,218.	10/06/17

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
77	30 SHS ILL TOOL WKS	\$ 4,491.	06/20/17
94	17 SHS TARGET CORP	\$ 1,105.	12/28/17
75	22 SHS MFC ISHARES	\$ 2,616.	12/13/17
74	30 SHS PROCTER & GAMBLE	\$ 2,628.	01/27/17
95	28 SHS DISCOVERY COMMUNICATIONS 27 SHS LANDS END 19 SHS LIBERTY BROADBAND 13 SHS LIBERTY EXP HLDG	\$ 3,475.	06/12/17
96	4 SHS LIBERTY LILAC GROUP 3 SHS LIBERTY MEDIA CORP 9 SHS LIBERTY NEDIA SER A 14 SHS LIBERTY TRIPA	\$ 628.	06/12/17

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
97	14 SHS LILAC GROUP 350 SHS ARLINGTON ASSET INVT 85 SHS LIBERTY GLOBAL PLC 92 SHS SEARS HLDGS CORP	\$ 9,127.	06/12/17
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
INVESTMENT EARNINGS	7,711,558.	2,844,168.	4,867,390.	4,867,390.	4,867,390.	
TO PART I, LINE 4	7,711,558.	2,844,168.	4,867,390.	4,867,390.	4,867,390.	

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 2

INCOME

1. GROSS RECEIPTS	758,051	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		758,051
4. COST OF GOODS SOLD (LINE 15)	447,142	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		310,909
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		310,909

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	415,804	
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES	433,000	
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		848,804
14. INVENTORY AT END OF YEAR	401,662	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14).		447,142

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
LECTURES, SEMINARS AND OTHER PROGRAMS	295,488.	0.	295,488.	
COLLECTION LOAN FEES	25,000.	0.	25,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	320,488.	0.	320,488.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	224,395.	224,395.	224,395.	0.	
OTHER PROFESSIONAL SERVICES	53,823.	0.	0.	53,823.	
TO FORM 990-PF, PG 1, LN 16C	278,218.	224,395.	224,395.	53,823.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REAL ESTATE TAXES	15,443.	0.	0.	15,443.	
TO FORM 990-PF, PG 1, LN 18	15,443.	0.	0.	15,443.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE AND FAX	39,783.	0.	0.	39,783.	
MAINTENANCE AND REPAIRS	1,003,408.	0.	0.	1,003,408.	
SUPPLIES AND SMALL EQUIPMENT	308,351.	0.	0.	308,351.	
INSURANCE	358,058.	0.	0.	378,747.	
CATERING	352,857.	0.	0.	352,857.	
BANK FEES	58,461.	58,461.	58,461.	0.	
LICENSES	9,858.	0.	0.	9,858.	
HOUSE CONSERVATION PROJECTS	112,717.	0.	0.	112,717.	
MUSEUM EVENTS AND ACTIVITIES	1,639,566.	0.	0.	1,617,549.	
TRAINING/RECRUITMENT	28,906.	0.	0.	28,906.	
DUES AND PUBLICATIONS	84,463.	0.	0.	84,463.	
UTILITIES	475,215.	0.	0.	468,896.	
PUBLIC RELATIONS	6,284.	0.	0.	6,284.	
COST OF COLLECTION ITEMS PURCHASED	450,040.	0.	0.	450,040.	
TOTAL TO FORM 990-PF, PG 1, LN 23	4,927,967.	58,461.	58,461.	4,861,859.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CONSUMER DISCRETIONARY	3,253,222.	3,253,222.		
CONSUMER STAPLES	900,544.	900,544.		
ENERGY	1,062,423.	1,062,423.		
FINANCIAL SERVICES	5,804,815.	5,804,815.		
HEALTH CARE	1,830,469.	1,830,469.		
INDUSTRIALS	1,705,400.	1,705,400.		
INFORMATION TECHNOLOGY	7,340,129.	7,340,129.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,897,002.	21,897,002.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD BOND INDEX FUND	203,229,880.	203,229,880.
TOTAL TO FORM 990-PF, PART II, LINE 10C	203,229,880.	203,229,880.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE INVESTMENT TRUST	FMV	408,295.	408,295.
EXCHANGE TRADED FUNDS	FMV	633,120.	633,120.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,041,415.	1,041,415.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX LIABILITY	522,156.	522,156.
TOTAL TO FORM 990-PF, PART II, LINE 22	522,156.	522,156.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	11
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EXPLANATION

DISTRICT OF COLUMBIA NO LONGER REQUIRES A COPY OF THE 990PF FOR THEIR FILES.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATE MARKERT 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	EXECUTIVE DIRECTOR 40.00	352,290.	114,422.	0.
MARCIA DEWITT 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	PRESIDENT 3.00	0.	0.	0.
KYRA CHEREMETEFF 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	VICE PRESIDENT/SECR. 2.00	0.	0.	0.
CALVIN H. BAKER 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	1ST VICE PRESIDENT 1.00	0.	0.	0.
LUCY RHAME 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TREASURER 1.00	0.	0.	0.
JOCELYN LINKE 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	ASSISTANT TREASURER 1.00	0.	0.	0.
NANCY APPLEBY 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	IMMEDIATE PAST PRESIDENT 1.00	0.	0.	0.
AMY BALLARD 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
BARBARA BOGGS 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
SALLY CHAPOTON 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
ELLEN MACNEILLE CHARLES 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	PRESIDENT EMERITA 5.00	0.	0.	0.

JACQUELINE KELLY COLLAMORE 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE (LEFT 2017) 1.00	0.	0.	0.
SALLY CHAPOTON 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
HENRY DUDLEY 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
NEDENIA H. HARTLEY 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE EMERITI (LEFT 2017) 1.00	0.	0.	0.
SOPHIE HAWKINS 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
ANDREW IVERSON 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
DAVID IVERSON 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE (LEFT 2017) 1.00	0.	0.	0.
GEORGE D. INVERSON 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
SUSANNAH SIMPSON KENT 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE EMERITI (LEFT 2017) 1.00	0.	0.	0.
THE HONORABLE PENNE KORTH PEACOCK 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE EMERITI (LEFT 2017) 1.00	0.	0.	0.
BETSY KLEEBLATT 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
MARK LOWHAM 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
AMY MEADOWS 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.

HILLWOOD ESTATE, MUSEUM & GARDENS

52-6080752

JULIA OSSENMACHER 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
JEANNETTE PETITE 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
PRISCILLA R. ROOSEVELT 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
NEDENIA C. RUMBOUGH 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
STANLEY H. RUMBOUGH 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
JANICE SHRADER 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
DOUGLAS WEIMER 4155 LINNEAN AVE. NW WASHINGTON, DC 20008	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>352,290.</u>	<u>114,422.</u>	<u>0.</u>

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY ONE

HILLWOOD ESTATE, MUSEUM & GARDENS MAINTAINS THE HOME OF THE LATE MARJORIE MERRIWEAHTER POST. UNDER THE TERMS OF HER WILL, THE HOME AND GROUNDS ARE TO BE OPERATED AS A MUSEUM OPEN TO THE PUBLIC TO EXHIBIT HER ART COLLECTION. ALL OF THE OPERATING AND ADMINISTRATIVE EXPENSES INCURRED, EXCLUDING INVESTMENT INCOME AND INVESTMENT MANAGEMENT FEES, RELATE TO THE OPERATIONS AND MAINTENANCE OF HILLWOOD.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

8,979,527.