

Return of Organization Exempt From Income Tax

Form 990

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

2023

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

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

Open to Public Inspection

A For the 2023 calendar year, or tax year beginning and ending
B Check if applicable:
C Name of organization: HILLWOOD ESTATE, MUSEUM & GARDENS
D Employer identification number: 52-6080752
E Telephone number: 202-686-8500
G Gross receipts \$: 48,323,499.
H(a) Is this a group return for subordinates?
H(b) Are all subordinates included?
I Tax-exempt status:
J Website: WWW.HILLWOODMUSEUM.ORG
K Form of organization:
L Year of formation: 1967
M State of legal domicile: DC

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1 Briefly describe the organization's mission... 2 Check this box... 3-7a Activities & Governance... 8-12 Revenue... 13-19 Expenses... 20-22 Net Assets or Fund Balances.

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.

Signature of officer: LUCY RHAME, TREASURER
Date:
Print/Type preparer's name: OLIVIA A. HUTTON, CPA
Preparer's signature: OLIVIA A. HUTTON, CP
Date: 11/07/24
Check if self-employed:
PTIN: P00964688
Firm's name: YOUNT, HYDE & BARBOUR, P.C.
Firm's EIN: 54-1149263
Firm's address: P.O. BOX 2560 WINCHESTER, VA 22604-1760
Phone no.: 540-662-3417

May the IRS discuss this return with the preparer shown above? See instructions. [X] Yes [] No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: HILLWOOD ESTATE, MUSEUM & GARDEN'S (HILLWOOD) MISSION IS TO SHARE THE RENOWNED ART COLLECTIONS, EXCEPTIONAL GARDENS AND RELATED PUBLIC AND EDUCATIONAL PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING, HILLWOOD HAS SERVED HUNDREDS-OF-THOUSANDS OF VISITORS,

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 11,213,535. including grants of \$) (Revenue \$ 1,380,102.) PHYSICAL PLANT: HILLWOOD'S TWENTY-FIVE ACRE ESTATE COMPRISES TWELVE ACRES OF MANICURED GARDENS, INCLUDING A JAPANESE-STYLE GARDEN, A FRENCH PARTERRE, A ROSE GARDEN, PUTTING GREEN, CUTTING GARDEN, AND MANY PATHWAYS WINDING THROUGH AZALEAS AND OTHER BLOOMING SHRUBS, SURROUNDED BY THIRTEEN ACRES OF WOODLANDS. THE 26,000 SQUARE FOOT MANSION, OPEN TO THE PUBLIC, DISPLAYS POST'S EXTENSIVE ART COLLECTIONS IN THE ORIGINAL DOMESTIC SETTING SHE CREATED FOR HER OWN AND HER GUESTS' ENJOYMENT AND TO BE LEFT FOR THE BENEFIT OF THE PUBLIC AFTER HER DEMISE. OTHER BUILDINGS ON THE CAMPUS INCLUDE THE VISITORS CENTER, GREENHOUSES, CAFE, LIBRARY, TWO BUILDINGS WHERE SPECIAL EXHIBITS ARE SHOWN, AND NUMEROUS STAFF BUILDINGS. THERE ARE A TOTAL OF SIXTEEN STRUCTURES AND ONE PARKING DECK ON SITE.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$) COLLECTIONS: IMPORTANT COLLECTIONS OF RUSSIAN IMPERIAL ART, FRENCH DECORATIVE ARTS, COSTUMES, TEXTILES AND JEWELRY ARE DISPLAYED IN THE MANSION AND THROUGH SPECIAL EXHIBITIONS. HIGHLIGHTS OF THE RUSSIAN COLLECTION INCLUDE AN 1884 DIAMOND CROWN WORN BY THE LAST EMPRESS ALEXANDRA AT HER MARRIAGE TO NICHOLAS II; AND A COMPREHENSIVE COLLECTION OF SOME EIGHTY WORKS BY FABERGE, INCLUDING TWO IMPERIAL EASTER EGGS. THE FRENCH HOLDINGS INCLUDE FUNISHINGS, TAPESTRIES AND PORCELAIN, PRIMARILY FROM THE 18TH CENTURY, NUMEROUS PIECES OF FAMED SEVRES PORCELAIN AND SPECTACULAR BEAUVAIS TAPESTRIES DESIGNED BY FRANCOIS BOUCHER. THE FASHION HOLDINGS SPAN THE FIRST SEVEN DECADES OF THE TWENTIETH CENTURY AND THE JEWELRY COLLECTION FEATURES HISTORICAL PIECES AND WORKS FROM THE MAIN JEWELRY HOUSES FOT EH 1900'S, INCLUDING

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$) INTERPRETATION AND PROGRAMS: THROUGH ITS IMMERSIVE VISITOR EXPERIENCE, ROBUST CALENDAR OF SPECIAL EXHIBITIONS AND PUBLIC AND EDUCATIONAL PROGRAMS, HILLWOOD SERVES OVER 80,000 INDIVIDUALS ANNUALLY. ALL VISITORS TO HILLWOOD HAVE ACCESS TO INFORMATIONAL TOURS, INCLUDING DOCENT-LED TOURS, SELF-GUIDED TOURS ACCOMPANIED BY RICH INFORMATIONAL BOOKLETS AVAILABLE IN ENGLISH, FRENCH, SPANISH AND RUSSIAN, AND SELF-GUIDED AUDIO TOURS FOR THE MANSION AND GARDENS, ALL OF WHICH ARE SUPPLEMENTED BY EXPLANATORY OBJECT LABELS.

HILLWOOD ROUTINELY ENGAGES WITH COMMUNITY PARTNERS THAT INCLUDE, BUT ARE NOT LIMITED TO THE ART DECO SOCIETY, ENVIRONMENTAL FILM FESTIVAL, LEVINE SCHOOL OF MUSIC, RAINBOW FAMILIES, KIDS EUROFEST, GIRL SCOUT

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 11,213,535.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and schedules A through I.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question, Yes, No. Rows 22-38 covering various organizational requirements and schedules.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with 3 columns: Question, Yes, No. Rows 1a-1c regarding Form 1096, Forms W-2G, and backup withholding rules.

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

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 17 regarding employee counts, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (25), 1b (25), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NONE
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection.
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records
DOUGLAS ROSE - 202-686-8500
4155 LINNEAN AVENUE NW, WASHINGTON, DC 20008

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KATE MARKERT EXECUTIVE DIRECTOR	40.00			X			451,889.	0.	51,712.	
(2) LYNN ROSSOTTI DIRECTOR OF EXTERNAL AFFAI	40.00				X		154,758.	0.	32,989.	
(3) SAMANTHA HERNANDEZ DIRECTOR OF HUMAN RESOURCE	40.00				X		152,397.	0.	31,387.	
(4) DOUGLAS ROSE DIRECTOR OF FINANCE	40.00			X			172,752.	0.	6,138.	
(5) WILFRIED ZEISLER CHIEF CURATOR	40.00				X		163,772.	0.	14,349.	
(6) ED VREELAND DIRECTOR OF OPERATIONS AND	40.00				X		147,000.	0.	25,753.	
(7) AUDRA KELLY DIRECTOR	40.00				X		118,634.	0.	6,032.	
(8) ELIZABETH ODOM TRUSTEE	1.00	X					0.	0.	0.	
(9) ELLEN MACNEILLE CHARLES PRESIDENT EMERITA	2.00	X		X			0.	0.	0.	
(10) AMY MEADOWS IMMEDIATE PAST PRESIDENT	1.00	X		X			0.	0.	0.	
(11) KATHRYN VIGE HICKS SECRETARY	1.00	X		X			0.	0.	0.	
(12) LUCY S RHAME TREASURER	1.00	X		X			0.	0.	0.	
(13) SKIP SROKA TRUSTEE	1.00	X					0.	0.	0.	
(14) SALLY E CHAPOTON TRUSTEE	1.00	X					0.	0.	0.	
(15) SUSAN BOLLENDORF VICE PRESIDENT	1.00	X		X			0.	0.	0.	
(16) SOPHIE GHEZAI TRUSTEE	1.00	X					0.	0.	0.	
(17) JOSHUA HILDRETH TRUSTEE	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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			
(18) ANDREW IVERSON TRUSTEE	1.00	X						0.	0.	0.
(19) GEORGE IVERSON TRUSTEE	1.00	X						0.	0.	0.
(20) BETSY SCOTT KLEENLATT TRUSTEE	1.00	X						0.	0.	0.
(21) MARK LOWHAM TRUSTEE	1.00	X						0.	0.	0.
(22) ALISON CADY MARTIN TRUSTEE	1.00	X						0.	0.	0.
(23) BETH NEWBURGER TRUSTEE	1.00	X						0.	0.	0.
(24) SARA O'KEEFE TRUSTEE	1.00	X						0.	0.	0.
(25) W. BRETT REES TRUSTEE	1.00	X						0.	0.	0.
(26) DONNA ROBERTS TRUSTEE	1.00	X						0.	0.	0.
1b Subtotal								1,361,202.	0.	168,360.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,361,202.	0.	168,360.

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 8

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
AKA, 321 W 44TH STREET, SUITE 401, NEW YORK, NY 10036	ADVERTISING SERVICES	465,283.
PIVOT CONSTRUCTION 502 NUTLEY STREET, VIENNA, VA 22180	CONSTRUCTION SERVICES	370,610.
SECURITAS SECURITY SERVICES, 1401 SOUTH CLARK STREET, ARLINGTON, VA 22202	SECURITY SERVICES	322,697.
WHITING TURNER COMPANY 300 EAST JOPPA ROAD, BALTIMORE, MD 21286	GENERAL CONSTRUCTION MANAGEMENT	255,280.
C & W SERVICES, 140 KENDRICK ST. BLDG C, SUITE 201, NEEDHAM, MA 02494	JANITORIAL SERVICES	244,439.

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 12

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	814,405.				
	c Fundraising events	1c	95,362.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,075,582.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,977,558.				
	g Noncash contributions included in lines 1a-1f	1g	\$ 199,917.				
	h Total. Add lines 1a-1f			4,962,907.			
Program Service Revenue	2 a ADMISSIONS	Business Code	900099	897,669.	897,669.		
	b INTERPRETATION AND PROGRAMS		900099	153,285.	153,285.		
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			1,050,954.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			6,697,166.		6697166.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			896.		896.	
	6 a Gross rents	6a	(i) Real				
			(ii) Personal				
	b Less: rental expenses	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	7a	(i) Securities				
			(ii) Other				
				34,621,226.			
b Less: cost or other basis and sales expenses	7b		30,648,084.				
c Gain or (loss)	7c		3,973,142.				
d Net gain or (loss)			3,973,142.		3973142.		
8 a Gross income from fundraising events (not including \$ 95,362. of contributions reported on line 1c). See Part IV, line 18	8a			0.			
				0.			
				0.			
b Less: direct expenses	8b						
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	9a						
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	10a			990,350.			
				661,202.			
				329,148.	329,148.		
b Less: cost of goods sold	10b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a	Business Code					
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions			17,014,213.	1,380,102.	0.	10671204.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	503,601.		503,601.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,863,966.	4,604,849.	810,924.	448,193.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	283,036.	172,985.	96,116.	13,935.
9 Other employee benefits	818,149.	582,759.	176,349.	59,041.
10 Payroll taxes	487,276.	363,016.	97,498.	26,762.
11 Fees for services (nonemployees):				
a Management				
b Legal				
c Accounting	173,679.		163,838.	9,841.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	318,587.		318,587.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	107,117.	83,238.	3,321.	20,558.
12 Advertising and promotion	423,080.	403,314.	19,742.	24.
13 Office expenses	1,482,668.	1,353,228.	39,273.	90,167.
14 Information technology	242,484.	122,417.	94,515.	25,552.
15 Royalties				
16 Occupancy	1,287,014.	1,251,178.	31,490.	4,346.
17 Travel	83,183.	40,889.	18,881.	23,413.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	799,228.	361,541.	187,192.	250,495.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,547,693.	1,460,511.	87,182.	
23 Insurance	222,837.	177,191.	45,176.	470.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a HOUSE CONSERVATION PROJ	186,412.	186,412.		
b DUES AND SUBSCRIPTIONS	59,995.	20,447.	31,828.	7,720.
c HONORARIA	28,250.	28,250.		
d EQUIPMENT	22,575.			22,575.
e All other expenses	9,254.	1,310.	5,890.	2,054.
25 Total functional expenses. Add lines 1 through 24e	14,950,084.	11,213,535.	2,731,403.	1,005,146.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	464,232.	1	429,452.
	2 Savings and temporary cash investments	10,030,392.	2	1,870,082.
	3 Pledges and grants receivable, net	303,585.	3	1,067,005.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	484,727.	8	477,024.
	9 Prepaid expenses and deferred charges	228,964.	9	257,480.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 54,541,334.		
	b Less: accumulated depreciation	10b 38,013,267.	17,153,195.	10c 16,528,067.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	280,911,326.	12	337,324,240.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	7,749.	15	5,877.
16 Total assets. Add lines 1 through 15 (must equal line 33)	309,584,170.	16	357,959,227.	
Liabilities	17 Accounts payable and accrued expenses	1,515,669.	17	1,647,599.
	18 Grants payable		18	
	19 Deferred revenue		19	100.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	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	7,749.	25	5,877.
	26 Total liabilities. Add lines 17 through 25	1,523,418.	26	1,653,576.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	307,722,357.	27	355,861,269.
	28 Net assets with donor restrictions	338,395.	28	444,382.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	308,060,752.	32	356,305,651.
	33 Total liabilities and net assets/fund balances	309,584,170.	33	357,959,227.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	17,014,213.
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,950,084.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,064,129.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	308,060,752.
5	Net unrealized gains (losses) on investments	5	46,180,770.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	356,305,651.

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits		

Form 990 (2023)

Public Disclosure

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3789441.	4287939.	3333786.	2792238.	4962907.	19166311.
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	3789441.	4287939.	3333786.	2792238.	4962907.	19166311.
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)						1008536.
6 Public support. Subtract line 5 from line 4.						18157775.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7 Amounts from line 4	3789441.	4287939.	3333786.	2792238.	4962907.	19166311.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	5118726.	4257639.	4939365.	5511301.	6698062.	26525093.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	847,562.	304,847.	1389827.	18,900.		2561136.
11 Total support. Add lines 7 through 10						48252540.
12 Gross receipts from related activities, etc. (see instructions)					12	7,198,036.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f))	14	37.63 %
15 Public support percentage from 2022 Schedule A, Part II, line 14	15	39.20 %
16a 33 1/3% support test - 2023. 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 checked="" type="checkbox"/>
b 33 1/3% support test - 2022. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2022. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Table with 7 columns: (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included on line 10b; 12 Other income; 13 Total support.

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Row 15: Public support percentage for 2023 (line 8, column (f), divided by line 13, column (f)) 15%. Row 16: Public support percentage from 2022 Schedule A, Part III, line 15 16%.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Description, Percentage. Row 17: Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f)) 17%. Row 18: Investment income percentage from 2022 Schedule A, Part III, line 17 18%.

19a 33 1/3% support tests - 2023. 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 - 2022. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)?

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer lines 2a and 2b below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer lines 3a and 3b below. Sub-rows a, b.

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

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

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

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - provide details in Part VI)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2023 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1	Distributable amount for 2023 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2023 (reasonable cause required - explain in Part VI). See instructions.		
3	Excess distributions carryover, if any, to 2023		
a	From 2018		
b	From 2019		
c	From 2020		
d	From 2021		
e	From 2022		
f	Total of lines 3a through 3e		
g	Applied to underdistributions of prior years		
h	Applied to 2023 distributable amount		
i	Carryover from 2018 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.		
4	Distributions for 2023 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2023 distributable amount		
c	Remainder. Subtract lines 4a and 4b from line 4.		
5	Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.		
6	Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.		
7	Excess distributions carryover to 2024. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a	Excess from 2019		
b	Excess from 2020		
c	Excess from 2021		
d	Excess from 2022		
e	Excess from 2023		

Part VI

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

Public Disclosure

SCHEDULE C
(Form 990)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2023

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

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

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

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

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

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

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

Name of organization HILLWOOD ESTATE, MUSEUM & GARDENS	Employer identification number 52-6080752
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

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

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

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

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

Schedule C (Form 990) 2023

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 (grassroots 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														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>not over \$500,000,</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>over \$500,000 but not over \$1,000,000,</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>over \$1,000,000 but not over \$1,500,000,</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>over \$1,500,000 but not over \$17,000,000,</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>over \$17,000,000,</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	not over \$500,000,	20% of the amount on line 1e.	over \$500,000 but not over \$1,000,000,	\$100,000 plus 15% of the excess over \$500,000.	over \$1,000,000 but not over \$1,500,000,	\$175,000 plus 10% of the excess over \$1,000,000.	over \$1,500,000 but not over \$17,000,000,	\$225,000 plus 5% of the excess over \$1,500,000.	over \$17,000,000,	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
not over \$500,000,	20% of the amount on line 1e.													
over \$500,000 but not over \$1,000,000,	\$100,000 plus 15% of the excess over \$500,000.													
over \$1,000,000 but not over \$1,500,000,	\$175,000 plus 10% of the excess over \$1,000,000.													
over \$1,500,000 but not over \$17,000,000,	\$225,000 plus 5% of the excess over \$1,500,000.													
over \$17,000,000,	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
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 type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990) 2023

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?	X		
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to not be described in section 501(c)(3)?	X		
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

PART II-B, LINE 1, LOBBYING ACTIVITIES:

HILLWOOD JOINED A CONSORTIUM IN ENGAGING AN OUTSIDE PARTY TO LOBBY ON BEHALF OF DC CULTURAL INSTITUTIONS.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2023

Open to Public Inspection

Name of the organization HILLWOOD ESTATE, MUSEUM & GARDENS Employer identification number 52-6080752

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two Yes/No questions regarding donor property and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose of easements, total number and acreage, number of easements on historic structures, and monitoring expenses. Includes a sub-table for 'Held at the End of the Tax Year' with rows 2a, 2b, 2c, and 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include questions about reporting art and historical treasures, and amounts of revenue and assets included.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2023

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

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

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

- 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 XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 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) | |
| (ii) Related organizations? | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,299,148.		7,299,148.
b Buildings		42,803,759.	34,091,895.	8,711,864.
c Leasehold improvements				
d Equipment		4,290,823.	3,921,372.	369,451.
e Other		147,604.		147,604.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				16,528,067.

Part VII Investments - Other Securities

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A) EQUITIES	221,771,324.	END-OF-YEAR MARKET VALUE
(B) FIXED INCOME	50,065,675.	END-OF-YEAR MARKET VALUE
(C) COMMON STOCK	45,934,473.	END-OF-YEAR MARKET VALUE
(D) MONEY MARKET	19,552,768.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))	337,324,240.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	

Part X Other Liabilities

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) RIGHT OF USE LEASE LIABILITY	5,877.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	5,877.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	62,876,395.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	46,180,769.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e	46,180,769.	
3	Subtract line 2e from line 1	3	16,695,626.	
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	318,587.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	318,587.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	17,014,213.	

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

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

1	Total expenses and losses per audited financial statements		1	14,631,497.
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 XIII.)	2d		
e	Add lines 2a through 2d	2e	0.	
3	Subtract line 2e from line 1	3	14,631,497.	
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	318,587.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	318,587.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	14,950,084.	

Part XIII Supplemental Information

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

PART III, LINE 1A:

HILLWOOD ACQUIRED ITS COLLECTIONS PRIMARILY FORM THE ESTATE OF MARJORIE MERRIWEATHER POST, THOUGH OTHER ITEMS ARE ACQUIRED THROUGH PURCHASES. ALL COLLECTIONS ARE HELD FOR PUBLIC EXHIBITION, EDUCATION OR RESEARCH. EACH OF THE ITEMS IS CATALOGUED, PRESERVED AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE CONTINUOUSLY PERFORMED. THE COLLECTIONS ARE NOT RECOGNIZED AS ASSETS IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION. PURCHASES OF COLLECTION ITEMS ARE RECORDED AS DECREASES IN NET ASSETS WITHOUT DONOR RESTRICTIONS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED OR AS DECREASES TO NET ASSETS WITH DONOR RESTRICTIONS IF THE ASSETS USED TO PURCHASE THE ITEMS ARE RESTRICTED BY DONORS. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED IN

Part XIII Supplemental Information (continued)

THE FINANCIAL STATEMENTS. PROCEEDS FROM DE-ACCESSIONS OR INSURANCE RECOVERIES ARE REFLECTED AS INCREASES IN THE APPROPRIATE NET ASSET CLASSES.

PART III, LINE 4:

HILLWOOD WAS THE HOME OF THE LATE COLLECTOR/PHILANTHROPIST MAJORIE MERRIWEATHER POST. FOLLOWING HER DEATH IN 1973, THE 25-ACRE ESTATE, TOGETHER WITH AN INTERNATIONALLY IMPORTANT COLLECTION OF MORE THAN 16,000 WORKS OF ART OPENED TO THE PUBLIC IN 1977.

HILLWOOD'S MISSION IS TO SHARE ITS RENOWNED ART COLLECTIONS AND RELATED PUBLIC AND EDUCATIONAL PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING, HILLWOOD HAS SERVED HUNDREDS -OF -THOUSANDS OF VISITORS, INCLUDING LOCAL AND VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND NON-TRADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS.

FOR ADDITIONAL INFORMATION REGARDING THE COLLECTIONS, PLEASE REFER TO FORM 990, PART III, LINE 4B.

PART X, LINE 2:

HILLWOOD REVIEWS AND ASSESSES ALL ACTIVITIES ANNUALLY TO IDENTIFY ANY CHANGES IN THE SCOPE OF ITS ACTIVITIES AND REVENUE SOURCES AND THE TAX TREATMENT THEREOF TO IDENTIFY ANY UNCERTAINTY IN INCOME TAXES. FOR THE YEAR ENDED DECEMBER 31, 2023, MANAGEMENT DID NOT IDENTIFY ANY UNCERTAINTY IN INCOME TAXES REQUIRING RECOGNITION OR DISCLOSURE OF THESE FINANCIAL STATEMENTS.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		GALA	FEBRUARY 14TH EVENT	NONE	
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts	63,397.	31,965.	95,362.
	2	Less: Contributions	63,397.	31,965.	95,362.
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
	11	Net income summary. Subtract line 10 from line 3, column (d)			

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

Part IV Supplemental Information *(continued)*

Public Disclosure

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

HILLWOOD ESTATE, MUSEUM & GARDENS

Employer identification number

52-6080752

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

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

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

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

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

- a** Receive a severance payment or change-of-control payment?
- 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 section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

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

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

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

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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

Schedule J (Form 990) 2023

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KATE MARKERT EXECUTIVE DIRECTOR	(i)	383,489.	0.	68,400.	0.	51,712.	503,601.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) LYNN ROSSOTTI DIRECTOR OF EXTERNAL AFFAI	(i)	154,758.	0.	0.	0.	32,989.	187,747.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SAMANTHA HERNANDEZ DIRECTOR OF HUMAN RESOURCE	(i)	152,397.	0.	0.	0.	31,387.	183,784.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) DOUGLAS ROSE DIRECTOR OF FINANCE	(i)	172,752.	0.	0.	0.	6,138.	178,890.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) WILFRIED ZEISLER CHIEF CURATOR	(i)	163,772.	0.	0.	0.	14,349.	178,121.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) ED VREELAND DIRECTOR OF OPERATIONS AND	(i)	147,000.	0.	0.	0.	25,753.	172,753.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Public Disclosure

Part III Supplemental Information

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

PART I, LINE 1A:

DURING THE YEAR ENDED DECEMBER 31, 2022, KATE MARKERT, EXECUTIVE DIRECTOR,

RECEIVED THE FOLLOWING BENEFITS SHOWN IN SCHEDULE J, PART I, LINE 1A:

HOUSING ALLOWANCE, A TAXABLE BENEFIT, IN THE AMOUNT OF \$68,400

Public Disclosure

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2023

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

HILLWOOD ESTATE, MUSEUM & GARDENS

Employer identification number

52-6080752

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	18	137,628 . FMV	
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (IN-KIND DONATIO)	X	40	62,289 . FMV	
26 Other ()				
27 Other ()				
28 Other ()				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?

	Yes	No
30a		X
31		X
32a		X

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

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

Schedule M (Form 990) 2023

**SCHEDULE O
(Form 990)**

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 990-EZ or to provide any additional information.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

HILLWOOD ESTATE, MUSEUM & GARDENS

Employer identification number

52-6080752

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

COLLECTIONS, EXCEPTIONAL GARDENS AND RELATED PUBLIC AND EDUCATIONAL
PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING, HILLWOOD
HAS SERVED HUNDREDS-OF-THOUSANDS OF VISITORS, INCLUDING LOCAL AND
VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND
NON-TRADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH
SCHOOL STUDENTS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

INCLUDING LOCAL AND VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES
(TRADITIONAL AND NON-TRADITIONAL), CURATORS AND SCHOLARS, AND
PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

CARTIER, HARRY WINSTON ADN VAN CLEEF & ARPELS. IN TOTAL, HILLWOOD'S
COLLECTIONS INCLUDE SOME 20,000 OBJECTS.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

TROOPS REGION-WIDE, AS WELL AS EMBASSIES SUCH AS FRENCH, BELGIAN,
SPANISH AND THE NETHERLANDS.

FORM 990, PART VI, SECTION A, LINE 2:

HILLWOOD ESTATE, MUSUEM & GARDEN'S (HILLWOOD) MISSION IS TO SHARE THE
RENOWNED ART COLLECTIONS, EXCEPTIONAL GARDENS AND RELATED PUBLIC AND
EDUCATIONAL PROGRAMS WITH A WIDE AND DIVERSE AUDIENCE. SINCE ITS OPENING,
HILLWOOD HAS SERVED HUNDREDS-OF-THOUSANDS OF VISITORS, INCLUDING LOCAL AND

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

Schedule O (Form 990) 2023

LHA 332211 11-14-23

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VISITING MEMBERS OF THE GENERAL PUBLIC, FAMILIES (TRADITIONAL AND NON-TRADITIONAL), CURATORS AND SCHOLARS, AND PRE-SCHOOL THROUGH HIGH SCHOOL STUDENTS.

FORM 990, PART VI, SECTION A, LINE 2:

NEDENIA C RUMBOUGH AND STANLEY H RUMBOUGH, TRUSTEES, HAVE A FAMILY RELATIONSHIP. ELLEN CHARLES, GEORGE IVERSON AND ANDREW IVERSON, TRUSTEES, HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FEDERAL FORM 990 IS PREPARED BY AN OUTSIDE ACCOUNTING FIRM. THE DRAFT RETURN IS REVIEWED BY THE DIRECTOR OF FINANCE AND THE AUDIT COMMITTEE AND IS MADE AVAILABLE TO THE BOARD OF DIRECTORS PRIOR TO BEING FINALIZED. IF NO CORRECTIONS ARE NOTED, IT IS THEN FILED WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C:

EACH TRUSTEE, COMMITTEE MEMBERS, OFFICER, AND SENIOR STAFF ARE REQUIRED TO SIGN AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT, CERTIFYING AN UNDERSTANDING OF THE POLICY AND DISCLOSING ANY KNOWN CONFLICTS OF INTEREST. HILLWOOD CONDUCTS A PERIODIC REVIEW OF COMPENSATION AND BUSINESS ARRANGEMENTS FOR COMPLIANCE WITH THE POLICY.

IN CONNECTION WITH ANY ACTUAL OR POSSIBLE CONFLICT OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE ALL MATERIAL ACTS TO THE BOARD OR COMMITTEE MEMBERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT. AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER DISCUSSION WITH THE INTERESTED PERSON, HE OR SHE SHALL LEAVE THE MEETING DURING DISCUSSION OF, AND THE VOTE ON, THE TRANSACTION OR ARRANGEMENT

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INVOLVING THE POSSIBLE CONFLICT OF INTEREST. AFTER EXERCISING DUE DILIGENCE, THE BOARD OR COMMITTEE SHALL DETERMINE WHETHER HILLWOOD CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY POSSIBLE UNDER CIRCUMSTANCES NOT PRODUCING A CONFLICT OF INTEREST, THE BOARD OR COMMITTEE SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED TRUSTEES WHETHER THE TRANSACTION OR ARRANGEMENT IS IN HILLWOOD'S BEST INTEREST, FOR ITS OWN BENEFIT, AND WHETHER IT IS FAIR AND REASONABLE. IN CONFORMITY WITH THE ABOVE DETERMINATION, IT SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT.

FORM 990, PART VI, SECTION B, LINE 15:

AS AN EMPLOYER, HILLWOOD BELIEVES THAT IT IS IN THE BEST INTEREST OF BOTH THE ORGANIZATION AND ITS EMPLOYEES TO FAIRLY COMPENSATE ITS WORKFORCE FOR THE VALUE OF THE WORK PROVIDED. IT IS HILLWOOD'S INTENTION TO USE A COMPENSATION SYSTEM THAT WILL DETERMINE THE CURRENT MARKET VALUE OF A POSITION BASED ON THE SKILLS, KNOWLEDGE AND BEHAVIORS REQUIRED OF A FULLY COMPETENT INCUMBENT. THE SYSTEM USED WILL BE OBJECTIVE AND NONDISCRIMINATORY IN THEORY, APPLICATION AND PRACTICE.

COMPENSATION CRITERIA:

THE HUMAN RESOURCES DIRECTOR PRICES POSITIONS TO MARKET BY USING LOCAL, REGIONAL, AND INDUSTRY SPECIFIC SURVEY DATA.

THE MARKET DATA PRIMARILY INCLUDES MUSEUMS, NON-PROFITS AND OTHER SIMILAR INSTITUTIONS; INCLUDES SURVEY DATA FOR MORE SPECIALIZED POSITIONS (FOR EXAMPLE, INFORMATION SYSTEMS, MARKETING, HUMAN RESOURCES); AND ADDRESSES ANY SIGNIFICANT MARKET DIFFERENCES DUE TO GEOGRAPHICAL LOCATION.

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THE SYSTEM EVALUATES EXTERNAL EQUITY, WHICH IS THE RELATIVE MARKETPLACE JOB WORTH OF EVERY MUSEUM JOB DIRECTLY COMPARABLE TO SIMILAR JOBS, FACTORED FOR GENERAL ECONOMIC MARKETPLACE.

THE SYSTEM EVALUATES INTERNAL EQUITY, WHICH IS THE RELATIVE WORTH OF EACH JOB IN THE COMPANY WHEN COMPARING THE REQUIRED LEVEL OF JOB COMPETENCIES, FORMAL TRAINING AND EXPERIENCE, RESPONSIBILITY, AND ACCOUNTABILITY OF ONE JOB TO ANOTHER AND ARRANGING ALL JOBS IN A FORMAL JOB STRUCTURE.

RESPONSIBILITIES:

AS PART OF THE ANNUAL BUDGETING PROCESS THE BOARD OF DIRECTORS REVIEWS AND APPROVE, AS APPROPRIATE, FUNDS TO BE ALLOCATED FOR TOTAL COMPENSATION, WHICH WOULD INCLUDE BASE SALARIES, BONUS, VARIABLE BASED OR INCENTIVE BASED PAY AND ALL OTHER RELATED EXPENSES, INCLUDING BENEFITS PLANS AS RECOMMENDED BY EXECUTIVE MANAGEMENT.

THE BOARD SETS THE POSITION LEVEL, PAY RANGE AND SPECIFIC COMPONENTS OF THE TOTAL COMPENSATION PACKAGE FOR THE EXECUTIVE DIRECTOR.

MANAGEMENT RESPONSIBILITY:

THE DIRECTOR OF HUMAN RESOURCES IS RESPONSIBLE AND ACCOUNTABLE TO THE BOARD OF DIRECTORS. IN THAT CAPACITY THEY ARE CHARGED WITH ENSURING THAT HILLWOOD IS STAFFED WITH HIGHLY QUALIFIED, FULLY COMPETENT EMPLOYEES AND THAT ALL COMPENSATION PROGRAMS ARE ADMINISTERED.

FORM 990, PART VI, SECTION C, LINE 18:

THE FEDERAL FORM 990 IS MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VI, SECTION C, LINE 19:

FORMS ARE AVAILABLE UPON REQUEST.

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FORM 990, PART XII, LINE 2C:

THE PROCESS DIDN'T CHANGE FROM THE PRIOR YEAR.

Public Disclosure