

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE TWS FOUNDATION CO THOMAS W SMITH		A Employer identification number 13-3258067	
Number and street (or P O box number if mail is not delivered to street address) 2200 BUTTS ROAD NO 320		B Telephone number (see instructions) (561) 314-0804	
City or town, state or province, country, and ZIP or foreign postal code BOCA RATON, FL 33431		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 5,867,601		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,016,900			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	42	42		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	228,415			
	b Gross sales price for all assets on line 6a _____ 8,409,723				
	7 Capital gain net income (from Part IV, line 2) . . .		7,297,364		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	8,245,357	7,297,406		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,631	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,032	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	403,145	0		395,000
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	432,808	0		395,000
	25 Contributions, gifts, grants paid	7,921,714			7,921,714
	26 Total expenses and disbursements. Add lines 24 and 25	8,354,522	0		8,316,714
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-109,165			
	b Net investment income (if negative, enter -0-)		7,297,406		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,897,759	1,992,892	1,992,892
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	63,023	45,220	45,220
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,039,783	3,819,749	3,819,749
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	5,718	9,740	9,740	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,006,283	5,867,601	5,867,601	
Liabilities	17	Accounts payable and accrued expenses	33,891	10,000	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	33,891	10,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	5,972,392	5,857,601	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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 (see instructions)	5,972,392	5,857,601	
31	Total liabilities and net assets/fund balances (see instructions) . . .	6,006,283	5,867,601		

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 5,972,392
2	Enter amount from Part I, line 27a	2 -109,165
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 5,863,227
5	Decreases not included in line 2 (itemize) ▶ _____	5 5,626
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 5,857,601

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , 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	See Additional Data Table			
b				
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 See Additional Data Table			
b			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
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	7,297,364
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) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	7,966,692	7,016,824	1 135370
2012	5,793,137	6,436,078	0 900104
2011	5,002,602	7,708,054	0 649010
2010	3,868,420	3,144,450	1 230237
2009	3,089,437	4,407,164	0 701003

2	Total of line 1, column (d).	2	4 615724
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 923145
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	5,973,450
5	Multiply line 4 by line 3.	5	5,514,361
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	72,974
7	Add lines 5 and 6.	7	5,587,335
8	Enter qualifying distributions from Part XII, line 4.	8	8,316,714

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2014 estimated tax payments and 2013 overpayment credited to 2014

6a

47,500

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

26,000

d

Backup withholding erroneously withheld

6d

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 526 Refunded

172,97472,974072,974072,97473,5005260

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

By language in the governing instrument, or

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

NY

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)?

If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

Part VII-A

Statements Regarding Activities *(continued)*

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).	11		No
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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of THE TWS FOUNDATION Telephone no (561) 314-0804 Located at 2200 BUTTS ROAD SUITE 320 BOCA RATON FL ZIP+4 33431			
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		
16	At any time during calendar year 2014, 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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

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? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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). Yes 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		
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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ 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?	☐ Yes ☒ 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(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
THOMAS W SMITH	TRUSTEE	0	0	0
2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	1 00			
LORI SMITH CURLEY	TRUSTEE	0	0	0
2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	3 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JAMES PIERESON 264 MILLARD AVENUE SLEEPY HOLLOW,NY 10591	CONSULTING	137,500
STEVE MOORE 6805 CANAL BRIDGE CT POTOMAC,MD 20854		
AMITY SHLAES 15 WILLOW PLACE BROOKLYN,NY 11201	CONSULTING	125,000
		12,500
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	4,923,350
b	Average of monthly cash balances.	1b	1,141,066
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,064,416
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	6,064,416
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	90,966
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,973,450
6	Minimum investment return. Enter 5% of line 5.	6	298,673

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	298,673
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	72,974
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	72,974
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	225,699
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	225,699
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	225,699

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	8,316,714
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	
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	8,316,714
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 (see instructions).	5	72,974
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,243,740

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)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				225,699
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	2,869,959			
b From 2010.	3,732,675			
c From 2011.	4,688,333			
d From 2012.	5,538,087			
e From 2013.	7,772,463			
f Total of lines 3a through e.	24,601,517			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 8,316,714				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				225,699
e Remaining amount distributed out of corpus	8,091,015			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,692,532			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	2,869,959			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	29,822,573			
10 Analysis of line 9				
a Excess from 2010. . . .	3,732,675			
b Excess from 2011. . . .	4,688,333			
c Excess from 2012. . . .	5,538,087			
d Excess from 2013. . . .	7,772,463			
e Excess from 2014. . . .	8,091,015			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon.					
a	"Assets" alternative test—enter					
	(1) Value of all assets.					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
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).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization.					
	(4) Gross investment income.					

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

1Information 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))

THOMAS W SMITH

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

2Information 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

THE TWS FOUNDATION CO THOMAS W SMIT
2200 BUTTS ROAD SUITE 320
BOCA RATON,FL 33431
(561) 314-0800

b

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

IN WRITING WITH ALL NECESSARY INFORMATION FOR EVALUATION

c

Any submission deadlines

NONE

d

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

NONE

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 See Additional Data Table				
Total			3a	7,921,714
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2014)

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash.

(2) Other assets.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

***** 2015-11-09 *****

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below
(see instr)? ☒ Yes ☐ No

Print/Type preparer's name ANTHONY DATOMA	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00237982
Firm's name ☒ GRASSI & CO CPA'S PC			Firm's EIN ☒ 11-3266576	
Firm's address ☒ 488 MADISON AVENUE NEW YORK, NY 10022			Phone no (212) 661-6166	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , 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)
10,000 SHARES OF NEUSTAR, INC		2010-06-03	2014-10-09
10,000 SHARES OF ALLIANCE DATA SYSTEMS CORPORATION		2009-02-23	2014-11-24
10,000 SHARES OF ALLIANCE DATA SYSTEMS CORPORATION		2009-02-23	2014-09-03
3,000 SHARES OF ALLIANCE DATA SYSTEMS CORPORATION		2009-02-23	2014-05-29
4,000 SHARES OF ALLIANCE DATA SYSTEMS CORPORATION		2009-02-23	2014-07-02
3,000 SHARES OF ALLIANCE DATA SYSTEMS CORPORATION		2009-02-23	2014-08-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
245,978		214,408	31,570
2,862,032		299,317	2,562,715
2,637,888		299,317	2,338,571
760,421		89,795	670,626
1,123,335		119,727	1,003,608
780,069		89,795	690,274

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			31,570
			2,562,715
			2,338,571
			670,626
			1,003,608
			690,274

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	NONE	501(C)3 PC	EDUCATION	84,000
ADAM SMITH INSTITUTE TR 1201 SEVEN LOCKS ROAD NO 360 ROCKVILLE,MD 20854	NONE	501(C)3 PC	COMMUNITY	10,000
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH 1150 17TH STREET NW WASHINGTON,DC 20036	NONE	501(C)3 PC	COMMUNITY	524,000
AMERICAN LEGISLATIVE EXCHANGE COUNCIL 2900 CRYSTAL DRIVE 6TH FLOOR ARLINGTON,VA 22202	NONE	501(C)3 PC	COMMUNITY	100,000
ALEXANDER HAMILTON INSTITUTE 21 WEST PARK ROW CLINTON,NY 13323	NONE	501(C)3 PC	EDUCATION/RESEARCH	50,000
AMERICAN HEART ASSOCIATION INC 7272 GREENVILLE AVENUE DALLAS,TX 75231	NONE	501(C)3 PC	HEALTH	150
AMERICAN SPECTATOR FOUNDATION INC 1611 NORTH KENT STREET ARLINGTON,VA 22209	NONE	501(C)3 PC	COMMUNITY	50,000
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE,IL 60527	NONE	501(C)3 PC	EDUCATION	50,000
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20016	NONE	501(C)3 PC	EDUCATION	94,000
ANIMAL SHELTER OF THE WOOD RIVER VALLEY PO BOX 1496 HAILEY,ID 83333	NONE	501(C)3 PC	ANIMAL PROTECTION AND WELFARE	200
AVONDALE CHAPEL FUND 16 ELM STREET WESTERLY,RI 02891	NONE	501(C)3 PC	RELIGIOUS	300
BATH & TENNIS CLUB HISTORIC BUILDING PRESERVATION FOUNDATION INC 1170 SOUTH OCEAN BLVD PALM BEACH,FL 33480	NONE	501(C)3 PC	HISTORICAL PRESERVATION	2,000
BEACON CENTER OF TENNESSEE PO BOX 198646 NASHVILLE,TN 37219	NONE	501(C)3 PC	RESEARCH/EDUCATION	25,000
BETA THETA PI FOUNDATION 5134 BONHAM ROAD OXFORD,OH 45056	NONE	501(C)3 PC	EDUCATION	1,000
BROWN UNIVERSITY 164 ANGELL STREET PROVIDENCE,RI 02912	NONE	501(C)3 PC	EDUCATION	235,000
Total  3a				7,921,714

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CALVIN COOLIDGE MEMORIAL FDTN PO BOX 97 PLYMOUTH,VT 05056	NONE	501(C)3 PC	HISTORICAL PRESERVATION	170,700
CARNEGIE HALL SOCIETY INC 881 SEVENTH AVENUE NEWYORK,NY 10019	NONE	501(C)3 PC	HISTORICAL PRESERVATION	25,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20001	NONE	501(C)3 PC	RESEARCH	65,000
CHORUS OF WESTERLY 119 HIGH STREET WESTERLY,RI 02891	NONE	501(C)3 PC	ART/CULTURE, EDUCATION	2,500
CHRISTEL HOUSE INTERNATIONAL INC 10 WEST MARKET STREET SUITE 1990 INDIANAPOLIS,IN 46204	NONE	501(C)3 PC	EDUCATION	10,000
CHRISTOPHER NEWPORT UNIV 1 UNIVERSITY PLACE NEWPORT NEWS,VA 23606	NONE	501(C)3 PC	EDUCATION	125,000
CITIZENS AGAINST GOVERNMENTT WASTE 1301 PENNSYLVANIA AVENUE NW SUITE 1075 WASHINGTON,DC 20004	NONE	501(C)3 PC	EDUCATION	1,000
CLASSROOM INC 245 5TH AVENUE 20TH FLOOR NEWYORK,NY 10016	NONE	501(C)3 PC	EDUCATION	10,000
CLEMSON UNIVERSITY FOUNDATION PO BOX 1889 CLEMSON,SC 29633	NONE	501(C)3 PC	EDUCATION	165,000
COLUMBIA UNIVERSITY 116TH STREET BROADWAY NEWYORK,NY 10027	NONE	501(C)3 PC	EDUCATION	500
COMMENTARY INC 561 SEVENTH AVENUE NEWYORK,NY 10018	NONE	501(C)3 PC	RELIGION	50,000
COMMUNITY LIBRARY 403 FOX CHAPEL ROAD PITTSBURGH,PA 15238	NONE	501(C)3 PC	EDUCATION, YOUTH DEVELOPMENT	2,000
DUKE UNIVERSITY CAMPUS BOX 90581 DURHAM,NC 27708	NONE	501(C)3 PC	EDUCATION	225,000
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA,GA 30322	NONE	GROUP EXEMPTION LETT	EDUCATION	100,000
ENCOUNTER FOR CULTURE AND EDUCATION 900 BROADWAY SUITE 601 NEWYORK,NY 10003	NONE	501(C)3	CULTURE	150,000
Total  3a				7,921,714

Form 990PF Part XV Line 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				
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON,DC 20057	NONE	501(C)3 PC	EDUCATION	100,000
THE GILDER LEHRMAN INSTITUTE OF AMERICAN HISTORY 49 WEST 45TH STREET FL 6 NEWYORK,NY 10036	NONE	501(C)3 PC	EDUCATION	10,000
CUNY GRADUATE SCHOOL OF JOURNALISM FOUNDATION INC 219 W 40TH STREET NEWYORK,NY 10018	NONE	501(C)3 PC	EDUCATION	300,000
HARVARD UNIVERSITY - FOUNDATION FOR CONSTITUIONAL GOVT 1033 MASSACHUSETTS AVENUE 3RD FLOOR CAMBRIDGE,MA 02138	NONE	501(C)3 PC	POLITICAL STUDIES	200,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON,DC 20002	NONE	501(C)3 PC	SOCIETY	100,000
HIGHER GROUND SUN VALLEY 160 7TH STREET KETCHUM,ID 83340	NONE	501(C)3 PC	RECREATION, HEALTH	1,000
CHAPMAN UNIVERSITY - IFREE 1 UNIVERSITY DRIVE ORANGE,CA 92866	NONE	501(C)3 PC	EDUCATION	43,643
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MS 1C5 ARLINGTON,VA 22201	NONE	501(C)3 PC	EDUCATION	175,000
INSTITUTE FOR JUSTICE 901 BORTH GLEBE ROAD 990 ARLINGTON,VA 22203	NONE	501(C)3 PC	CIVIL RIGHTS	100,000
INTELLIGENCE SQUARED US FOUNDATION 590 MADISON AVENUE FL 30 NEWYORK,NY 10022	NONE	501(C)3 PC	RESEARCH	20,600
INTERCOLLEGIATE STUDIES INSTITUE INC 3901 CENTERVILLE ROAD WILMINGTON,DE 19807	NONE	501(C)3 PC	EDUCATION	150,000
JACK MILLER CENTER 111 PRESIDENTIAL BLVD STE 146 BALA CYWNYD,PA 19004	NONE	501(C)3 PC	EDUCATION	152,060
JUVENILE DIABETES FOUN D 26 BROADWAY 14TH FLOOR NEWYORK,NY 10004	NONE	501(C)3 PC	RESEARCH	1,000
KENYON COLLEGE 101 SCOTT LANE GAMBIER,OH 43022	NONE	501(C)3 PC	EDUCATION	260,000
THE KETCHUMSUN VALLEY VOLUNTEER ASSOCIATION - FIRE DEPARTMENT PO BOX 1262 KETCHUM,ID 83340	NONE	501(C)3 PC	COMMUNITY	350
Total ▶ 3a				7,921,714

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LIGHTHOUSE INTERNATIONAL 111 EAST 59TH STREET NEW YORK, NY 10022	NONE	501(C)3 PC	HEALTH	100
LYNNE COHEN FDTN 324 S BEVERLY DR 717 BEVERLY HILLS, CA 90212	NONE	501(C)3 PC	HEALTH/RESEARCH	250
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	COMMUNITY	664,280
MEDIA RESEARCH CENTER INC 1900 CAMPUS COMMONS DRIVE 6TH FLOOR RESTON, VA 20191	NONE	501(C)3 PC	ART/CULTURE, RESEARCH	10,000
MIAMI UNIVERSITY FOUNDATION INC 107 ROUDEBUSH HALL OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION/RESEARCH	276,500
MIAMI UNIVERSITY 501 E HIGH STREET OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION	226,699
MIT 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	501(C)3 PC	EDUCATION	25,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE	501(C)3 PC	ART/CULTURE	1,034
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024	NONE	501(C)3 PC	ART/CULTURE	9,300
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3 PC	ART/CULTURE	14,406
PACIFIC RESEARCH INSTITUTE 101 MONTGOMERY STREET SUITE 1300 SAN FRANCISCO, CA 94104	NONE	501(C)3 PC	SOCIETY	175,000
PALM BEACH CIVIC ASSOCIATION 139 N COUNTRY ROAD PALM BEACH, FL 33480	NONE	501(C)3 PC	COMMUNITY	250
PARK AVENUE ARMORY 643 PARK AVENUE NEW YORK, NY 10065	NONE	501(C)3 PC	HISTORICAL PRESERVATION	25,000
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 N MILITARY TRAIL WEST PALM BEACH, FL 33049	NONE	501(C)3 PC	ANIMAL PROTECTION AND WELFARE	1,000
PEPPERDINE UNIVERSITY 24255 PACIOFIC COAST HWY MALIBU, CA 90263	NONE	501(C)3 PC	EDUCATION	150,000
Total  3a				7,921,714

Form 990PF Part XV Line 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				
PILGRIM SCHOOL 540 S COMMONWEALTH AVENUE LOS ANGELES,CA 90020	NONE	501(C)3 PC	EDUCATION	20,000
PRINCETON UNIVERSITY PRINCETON UNIVERSITY PRINCETON,NJ 08544	NONE	GROUP EXEMPTION LETT	EDUCATION	177,500
REAL CLEAR FOUNDATION 1747 PENNSYLVANIA AVE NW STE 1000 WASHINGTON,DC 20006	NONE	501(C)3 PC	EDUCATION	100,000
REASON FOUNDATION 5737 MESMER AVENUE LOS ANGELES,CA 90230	NONE	501(C)3 PC	RESEARCH	10,000
RI CENTER FOR FREEDOM & PROSPERITY PO BOX 10069 CRANSTON,RI 02910	NONE	501(C)3 PC	COMMUNITY	10,000
RONALD REAGAN PRESIDENTIAL LIBRARY FOUNDATION 40 PRESIDENTIAL DRIVE SUITE 200 SIMI VALLEY,CA 93065	NONE	501(C)3 PC	ART/CULTURE	300
SALT MARSH OPERA COMPANY 65 CUTLER STREET STONINGTON,CT 06378	NONE	501(C)3 PC	ART/CULTURE	500
FOUNDATION FOR OPPORTUNITY IN EDUCATION 26 CENTURY HILL DRIVE SUITE 203 LATHAM,NY 12110	NONE	501(C)3 PC	EDUCATION	100,000
SISTER SERVANTS OF THE ETERNAL WORD 3721 BELMONT ROAD BIRMINGHAM,AL 35210	NONE	501(C)3 PC	RELIGIOUS	1,000
SOCIETY OF THE 4 ARTS 2 FOUR ARTS PLAZA PALM BEACH,FL 33480	NONE	501(C)3 PC	ART/CULTURE	300
SOCRATES SCULPTURE PARK INC 32-01 VERNON BLVD LONG ISLAND CITY,NY 11106	NONE	501(C)3 PC	COMMUNITY	30,000
STATE POLICY NETWORK 1655 N FORT MYER DRIVE ARLINGTON,VA 22209	NONE	501(C)3 PC	COMMUNITY	50,000
SAINT ANNS SCHOOL 129 PIERREPONT STREET BROOKLYN,NY 11201	NONE	501(C)3 PC	EDUCATION	89,354
STEM CELL CANCER AND REGENERATIVE MEDICINE RESEARCH INC 10301 HAGEN RANCH ROAD SUITE 700 BOYNTON BEACH,FL 33437	NONE	501(C)3 PC	RESEARCH	750
STORM KING ART CENTER 1 MUSEUM ROAD NEW WINDSOR,NY 12553	NONE	501(C)3 PC	ART/CULTURE	25,000
Total  3a				7,921,714

Form 990PF Part XV Line 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				
STUDENT FREE PRESS ASSOCIATIO 4771 MECHANIC ROAD HILLSDALE,MI 49242	NONE	501(C)3 PC	EDUCATION	50,000
STUDENTS FOR LIBERTY 1101 17TH STREET NW WASHINGTON,DC 20036	NONE	501(C)3 PC	EDUCATION	25,000
SUN VALLEY CENTER FOR THE ARTS 191 5TH STREET E KETCHUM,ID 83340	NONE	501(C)3 PC	EDUCATION	750
SUN VALLEY SUMMER SYMPHONY 120 2ND AVENUE KETCHUM,ID 83340	NONE	501(C)3 PC	ART/CULTURE	8,900
TEXAS TECH FOUNDATION PO BOX 41081 LUBBOCK,TX 79409	NONE	501(C)3 PC	EDUCATION	20,000
THE FEDERALIST SOCIETY 1776 I STREET NW SUITE 300 WASHINGTON,DC 20006	NONE	501(C)3 PC	COMMUNITY	110,000
THE FOUNDATION FOR CULTURAL REVIEW - THE NEW CRITERION 900 BROADWAY SUITE 602 NEW YORK,NY 10003	NONE	501(C)3 PC	ART/CULTURE	25,000
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET BERKELY,CA 94720	NONE	501(C)3 PC	EDUCATION	223,750
UNIVERSITY OF CALIFORNIA - LAW SCHOOL 385 CHARLES E YOUNG DRIVE EAST 1242 LAW BUILDING LOS ANGELES,CA 90095	NONE	501(C)3 PC	EDUCATION	100,000
UNIVERSITY OF MONTANA FOUNDATION 600 CONNELL AVENUE PO BOX 7159 MISSOULA,MT 59807	NONE	501(C)3 PC	EDUCATION	50,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY UNIVERSITY OF RICHMOND,VA 23173	NONE	501(C)3 PC	EDUCATION	100,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN,TX 78767	NONE	501(C)3 PC	EDUCATION	100,000
UNIVERSITY OF VIRGINIA FOUNDATION ONE BOARS HEAD POINTE CHARLOTTESVILLE,VA 22903	NONE	501(C)3	EDUCATION	100,000
VILLANOVA UNIVERSITY (RYAN CENTER) 800 E LANCASTER AVENUE VILLANOVA,PA 19085	NONE	501(C)3 PC	EDUCATION	100,000
WADE THOMAS PARENTS CLUB 150 ROSS AVE SAN ANSELMO,CA 94960	NONE	501(C)3 PC	SOCIAL	100
Total  3a				7,921,714

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINTONSALEM,NC 27106	NONE	501(C)3 PC	EDUCATION	200,000
WATCH HILL CONSERVANCY 56 WELLS STREET WESTERLY,RI 02891	NONE	501(C)3 PC	NATURAL RESOURCE PRESERVATION	200
WATCH HILL MEMORIAL LIBRARY & IMPROVEMENT SOCIETY 2 EVERETT AVENUE WATCH HILL,RI 02891	NONE	501(C)3 PC	HISTORICAL PRESERVATION	50
WATCH HILL CHAPEL SOCIETY 5 BLUFF AVENUE WATCH HILL,RI 02891	NONE	501(C)3 PC	COMMUNITY, RELIGION	500
LINCOLN CENTER FOR THE PERFORMING ARTS INC 10 LINCOLN CENTER PLAZA NEW YORK,NY 10023	NONE	501(C)3 PC	ART/CULTURE	5,520
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY,MA 02481	NONE	501(C)3 PC	EDUCATION	87,418
WESTERLY HOSPITAL FOUNDATION INC 26 WELLS STREET WESTERLY,RI 02891	NONE	501(C)3	HEALTH	5,000
YALE UNIVERSITY YALE UNIVERSITY NEW HAVEN,CT 06520	NONE	GROUP EXEMPTION LETT	EDUCATION	125,000
THE ACADEMY ON CAPITALISM AND LIMITED GOVERNMENT FOUNDATION 528 E GREEN STREET SUITE 202 CHAMPAIGN,IL 61820	NONE	501(C)3	EDUCATION	150,000
MERCATUS CENTER INC 3434 WASHINGTON BLVD FL 4 ARLINGTON,VA 22201	NONE	501(C)3 PC	EDUCATION, RESEARCH	200,000
Total  3a				7,921,714

TY 2014 Accounting Fees Schedule**Name:** THE TWS FOUNDATION CO THOMAS W SMITH**EIN:** 13-3258067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,631	0		0

**TY 2014 Investments Corporate
Stock Schedule****Name:** THE TWS FOUNDATION CO THOMAS W SMITH**EIN:** 13-3258067

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE SECURITIES	3,819,749	3,819,749

TY 2014 Other Assets Schedule

Name: THE TWS FOUNDATION CO THOMAS W SMITH

EIN: 13-3258067

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLE	5,718	9,740	9,740

TY 2014 Other Decreases Schedule

Name: THE TWS FOUNDATION CO THOMAS W SMITH

EIN: 13-3258067

Description	Amount
UNREALIZED GAIN ON SECURITIES	5,626

TY 2014 Other Expenses Schedule**Name:** THE TWS FOUNDATION CO THOMAS W SMITH**EIN:** 13-3258067

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FEES	250	0		0
CONSULTING EXPENSES	395,000	0		395,000
OFFICE EXPENSES	7,895	0		0

TY 2014 Taxes Schedule

Name: THE TWS FOUNDATION CO THOMAS W SMITH

EIN: 13-3258067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	22,032	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047
		2014

Name of the organization THE TWS FOUNDATION CO THOMAS W SMITH	Employer identification number 13-3258067
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Organization type (check one)

Filers of: Form 990 or 990-EZ	Section: ☐ 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 foundation

Check 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 other 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 33¹/₃% 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE TWS FOUNDATION CO THOMAS W SMITH	Employer identification number 13-3258067
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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
<u>1</u>	THOMAS W SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	\$ 50,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	THOMAS W SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	\$ 2,863,900	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	THOMAS W SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	\$ 5,103,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number
13-3258067

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	10,000 SHARES OF ADS	\$ 2,863,900	2014-11-24
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	20,000 SHARES OF ADS	\$ 5,103,000	2014-11-24
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization THE TWS FOUNDATION CO THOMAS W SMITH	Employer identification number 13-3258067
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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 information once. See instructions.) ▶ \$ _____

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	
_____		_____	
_____		_____	
_____		_____	