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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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
THE TWS FOUNDATION
C/O 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) Room/suite
2200 BUTTS ROAD NO 320

B Telephone number (see instructions)
(561) 314-0800

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 15,372,362

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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)	18,637,200			
	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	82	82		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	-298,867			
	b	Gross sales price for all assets on line 6a 8,452,178				
	7	Capital gain net income (from Part IV, line 2)		7,540,879		
	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	18,338,415	7,540,961		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	8,033	0		0
	b	Accounting fees (attach schedule)	11,498	0		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	146,354	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,675	0		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	353,729	0		350,977
	24	**Total operating and administrative expenses.** Add lines 13 through 23	571,289	0		350,977
	25	Contributions, gifts, grants paid	9,078,869			9,078,869
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,650,158	0		9,429,846
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	8,688,257			
	b	**Net investment income** (if negative, enter -0-)		7,540,961		
	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	1,992,892	357,477	357,477
	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	45,220		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,819,749	15,007,203	15,007,203
	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 ▶)	9,740	7,682	7,682
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,867,601	15,372,362	15,372,362
Liabilities	17	Accounts payable and accrued expenses	10,000	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 ▶)	0	12,634	
	23	**Total liabilities** (add lines 17 through 22)	10,000	22,634	
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	5,857,601	15,349,728	
	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)	5,857,601	15,349,728	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,867,601	15,372,362	

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	5,857,601
2	Enter amount from Part I, line 27a	2	8,688,257
3	Other increases not included in line 2 (itemize) ▶	3	803,870
4	Add lines 1, 2, and 3	4	15,349,728
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,349,728

Part IV Capital Gains and Losses for Tax on Investment Income

	List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
	(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) 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	7,540,879
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))
2014	8,243,740	5,973,450	1 380063
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

2	**Total** of line 1, column (d)	2	5 294784
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	1 058957
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	8,501,489
5	Multiply line 4 by line 3	5	9,002,711
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	75,410
7	Add lines 5 and 6	7	9,078,121
8	Enter qualifying distributions from Part XII, line 4	8	9,429,846

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 VI **Excise 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			1	75,410
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-)			2	0
3	Add lines 1 and 2			3	75,410
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	75,410
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	63,026		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	63,026
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	12,384
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
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)?	1b		No
	*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*			
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			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	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 2015 or the taxable year beginning in 2015 (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 |

			Yes	No
16	At any time during calendar year 2015, 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		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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 2015 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 2015).*	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 2015?	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**	**Yes**	
	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	Title, and average hours per week **(b)** 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 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	TRUSTEE 1 00	0	0	0
LORI SMITH CURLEY 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	TRUSTEE 3 00	50,000	0	0

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	Title, and average hours per week **(b)** 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	50,000
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	7,554,371
b	Average of monthly cash balances			1b	1,076,582
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	8,630,953
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	8,630,953
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	129,464
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	8,501,489
6	**Minimum investment return.** Enter 5% of line 5			6	425,074

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	425,074
2a	Tax on investment income for 2015 from Part VI, line 5	2a	75,410		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	75,410
3	Distributable amount before adjustments Subtract line 2c from line 1			3	349,664
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	349,664
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	349,664

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	9,429,846
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	9,429,846
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	75,410
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,354,436

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				349,664
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010. 3,732,675				
b From 2011. 4,688,333				
c From 2012. 5,538,087				
d From 2013. 7,772,463				
e From 2014. 8,091,015				
f **Total** of lines 3a through e.	29,822,573			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 9,429,846				
a Applied to 2014, 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 2015 distributable amount.				349,664
e Remaining amount distributed out of corpus	9,080,182			
5 Excess distributions carryover applied to 2015 *(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	38,902,755			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions) . . .	3,732,675			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	35,170,080			
10 Analysis of line 9				
a Excess from 2011. . . . 4,688,333				
b Excess from 2012. . . . 5,538,087				
c Excess from 2013. . . . 7,772,463				
d Excess from 2014. . . . 8,091,015				
e Excess from 2015. . . . 9,080,182				

Part XIV Private 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 2015, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (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 Name and address (home or business)	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
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				9,078,869
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	82	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-298,867	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-298,785	0
13 **Total.** Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13	-298,785

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2016-11-01	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ANTHONY DATTOMA				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)
5000 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-23	2015-05-01
3,000 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-24	2015-06-25
100,000 SHS COPART INC		2009-02-25	2015-08-13
4,000 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-26	2015-09-01
3,000 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-27	2015-11-11
2,000 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-28	2015-11-20

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)
1,492,742		149,659	1,343,083
911,931		89,795	822,136
3,576,934		402,460	3,174,474
1,007,961		119,727	888,234
888,292		89,795	798,497
574,318		59,863	514,455

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	
			1,343,083
			822,136
			3,174,474
			888,234
			798,497
			514,455

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
ACADEMY ON CAPITALISM & LTD GOV'T 528 E GREEN ST SUITE 202 CHAMPAIGN,IL 61820	NONE	GROUP EXEMPTION LETT	EDUCATION	25,000
ACADEMY ON CAPITALISM & LTD GOV'T 528 E GREEN ST SUITE 202 CHAMPAIGN,IL 61820	NONE	GROUP EXEMPTION LETT	EDUCATION	112,500
ACADEMY ON CAPITALISM & LTD GOV'T 528 E GREEN ST SUITE 202 CHAMPAIGN,IL 61820	NONE	GROUP EXEMPTION LETT	EDUCATION	25,000
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH 1150 17TH STREET NW WASHINGTON,DC 20036	NONE	501(C)3 PC	EDUCATION	150,000
ALEXANDER HAMILTON INSTITUTE 21 WEST PARK ROW CLINTON,NY 13323	NONE	501(C)3 PC	EDUCATION	50,000
ALZHEIMER'S DRUG DISCOVERY FOUNDATION 57 W 57TH STREET SUITE 904 NEW YORK,NY 10019	NONE	501(C)3 PC	RESEARCH	30,000
AMERICAN LEGISLATIVE EXCHANGE COUNCIL 2900 CRYSTAL DRIVE 6TH FLOOR ARLINGTON,VA 22202	NONE	501(C)3 PC	EDUCATION	100,000
AMERICAN RED CROSS 1250 NORTHPOINT PARKWAY WEST PALM BEACH,FL 33407	NONE	501(C)3 PC	HEALTH	25,000
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE,IL 60527	NONE	501(C)3 PC	EDUCATION	50,000
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE,IL 60527	NONE	501(C)3 PC	EDUCATION	200,000
ASPCA PO BOX 96929 WASHINGTON,DC 20077	NONE	501(C)3 PC	ANIMAL WELFARE	100
ATLAS NETWORK 1201 L STREET NW 2ND FLOOR WASHINGTON,DC 20005	NONE	501(C)3 PC	ECONOMIC RESEARCH	50,000
AVONDALE CHAPEL FUND 16 ELM STREET WESTERLY,RI 02891	NONE	501(C)3 PC	COMMUNITY	300
BETA THETA PI FOUNDATION 5134 BONHAM ROAD OXFORD,OH 45056	NONE	501(C)3 PC	EDUCATION	1,000
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL,MA 02467	NONE	501(C)3 PC	EDUCATION	92,000
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
BROWN UNIVERSITY 164 ANGELL STREET PROVIDENCE,RI 02912	NONE	501(C)3 PC	EDUCATION	200,000
CALVIN COOLIDGE PRESIDENTIAL FOUNDATION PO BOX 97 PLYMOUTH,VT 05056	NONE	501(C)3 PC	HISTORICAL PRESERVATION	120,000
CALVIN COOLIDGE PRESIDENTIAL FOUNDATION PO BOX 97 PLYMOUTH,VT 05056	NONE	501(C)3 PC	HISTORICAL PRESERVATION	50,000
CALVIN COOLIDGE PRESIDENTIAL FOUNDATION PO BOX 97 PLYMOUTH,VT 05056	NONE	501(C)3 PC	HISTORICAL PRESERVATION	25,000
CARNEGIE HALL SOCIETY INC 881 SEVENTH AVENUE NEW YORK,NY 10019	NONE	501(C)3 PC	ARTS	25,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20001	NONE	501(C)3 PC	PUBLIC POLICY	40,000
CHAPMAN UNIVERSITY 1 UNIVERSITY DRIVE ORANGE,CA 92866	NONE	501(C)3 PC	EDUCATION	54,518
CHAPMAN UNIVERSITY 1 UNIVERSITY DRIVE ORANGE,CA 92866	NONE	501(C)3 PC	EDUCATION	75,000
CHORUS OF WESTERLY 119 HIGH STREET WESTERLY,RI 02891	NONE	501(C)3 PC	ARTS	2,500
CHORUS OF WESTERLY 119 HIGH STREET WESTERLY,RI 02891	NONE	501(C)3 PC	ARTS	250
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	PUBLIC POLICY	1,000
CLASSROOM INC 245 5TH AVENUE 20TH FLOOR NEW YORK,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
COLLEGIATE NETWORK INC 3901 CENTERVILLE ROAD WILMINGTON,DE 19807	NONE	501(C)3 PC	EDUCATION	150,000
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
COMMENTARY INC 561 SEVENTH AVENUE NEW YORK,NY 10018	NONE	501(C)3 PC	PUBLIC POLICY	50,000
DARTMOUTH COLLEGE 207 PARKHURST HALL HANOVER,NH 03755	NONE	501(C)3 PC	EDUCATION	125,000
DONORSTRUST 1800 DIAGONAL ROAD ALEXANDRIA,VA 22314	NONE	501(C)3 PC	PUBLIC POLICY	100,000
DUKE UNIVERSITY- V CAMPUS BOX 90581 DURHAM,NC 27708	NONE	501(C)3 PC	EDUCATION	150,000
DUKE UNIVERSITY - VI CAMPUS BOX 90581 DURHAM,NC 27708	NONE	501(C)3 PC	EDUCATION	125,000
EAST BEACH ASSOCIATION 23 ICE POND ROAD WATCH HILL,RI 02891	NONE	501(C)3 PC	COMMUNITY	300
ENVIRONMENTAL RESOURCE CENTER PO BOX 819 KETCHUM,ID 83340	NONE	501(C)3 PC	COMMUNITY	1,000
FIFTH AVENUE PRESBYTERIAN CHURCH 7 WEST 55TH STREET NEW YORK,NY 10011	NONE	501(C)3 PC	COMMUNITY	5,000
FOUNDATION FOR CONSTITUTIONAL GOVE 350 WEST 42ND STREET SUITE 37C NEW YORK,NY 10036	NONE	501(C)3 PC	PUBLIC POLICY	200,000
FOUNDATION FOR OPPORTUNITY IN EDUCATION 26 CENTURY HILL DRIVE SUITE 203 LATHAM,NY 12110	NONE	501(C)3 PC	EDUCATION	100,000
FOUNDATION TO RESTORE ACCOUNTABILITY P O BOX 52351 TULSA,OK 74152	NONE	501(C)3 PC	PUBLIC POLICY	200,000
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENSVILLE,SC 29613	NONE	501(C)3 PC	EDUCATION	50,000
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON,DC 20057	NONE	501(C)3 PC	EDUCATION	100,000
GRADUATE SCHOOL FOUNDATION-CUNY 365 FIFTH AVENUE ROOM 6412 NEW YORK,NY 10016	NONE	501(C)3 PC	EDUCATION	300,000
GUREGHIAN CHARITABLE FOUNDATION 419 AVENUE OF THE STATES CHESTER,PA 19013	NONE	501(C)3	EDUCATION	40,000
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
HIGHER GROUND SUN VALLEY 160 7TH STREET KETCHUM,ID 83340	NONE	501(C)3 PC	COMMUNITY	5,000
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE,MI 49242	NONE	501(C)3 PC	EDUCATION	50,000
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK,NY 10021	NONE	501(C)3 PC	HEALTH	100,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGSTON BLVD MS 1C5 ARLINGTON,VA 22201	NONE	501(C)3 PC	EDUCATION	125,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGSTON BLVD MS 1C5 ARLINGTON,VA 22201	NONE	501(C)3 PC	EDUCATION	50,000
INSTITUTE FOR JUSTICE 901 BORTH GLEBE ROAD 990 ARLINGTON,VA 22203	NONE	501(C)3 PC	PUBLIC POLICY	150,000
INSTITUTE FOR JUSTICE 901 BORTH GLEBE ROAD 990 ARLINGTON,VA 22203	NONE	501(C)3 PC	PUBLIC POLICY	50,000
INSTITUTE FOR JUSTICE 901 BORTH GLEBE ROAD 990 ARLINGTON,VA 22203	NONE	501(C)3 PC	PUBLIC POLICY	25,000
JACK MILLER CENTER 111 PRESIDENTIAL BLVD STE 146 BALA CYWNYD,PA 19004	NONE	501(C)3 PC	EDUCATION	100,000
JUDICIAL EDUCATION PROJECT PO BOX 279 SPRING GREEN,WI 53588	NONE	501(C)3 PC	EDUCATION	25,000
JUVENILE DIABETES FOUND 26 BROADWAY 14TH FLOOR NEW YORK,NY 10004	NONE	501(C)3 PC	HEALTH	1,000
KENYON COLLEGE 101 SCOTT LANE GAMBIER,OH 43022	NONE	501(C)3 PC	EDUCATION	250,000
LEE PESKY LEARNING CENTER 3324 ELDER STREET BOISE,ID 83705	NONE	501(C)3 PC	EDUCATION	5,000
LIGHTHOUSE INTERNATIONAL 111 EAST 59TH STREET NEW YORK,NY 10022	NONE	501(C)3 PC	HEALTH	200
LINCOLN CENTER FOR THE PERFORMING ARTS INC 10 LINCOLN CENTER PLAZA NEW YORK,NY 10023	NONE	501(C)3 PC	ARTS	5,520
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	PUBLIC POLICY	75,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	PUBLIC POLICY	150,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	300,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	200,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	100,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	92,889
MASSACHUSETTS INSTITUTE OF TECHNOL 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	501(C)3 PC	EDUCATION	25,000
MASSACHUSETTS INSTITUTE OF TECHNOL 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	501(C)3 PC	EDUCATION	25,000
MAY FOUNDATION 17638 TRENTON DRIVE CASTRO VALLEY, CA 94546	NONE	501(C)3	COMMUNITY	5,000
MEDIA RESEARCH CENTER INC 1900 CAMPUS COMMONS DRIVE 6TH FLOOR RESTON, VA 20191	NONE	501(C)3 PC	MEDIA POLICY	10,000
MIAMI UNIVERSITY 501 E HIGH STREET OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION	465,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE	501(C)3 PC	ARTS	992
NEW ENGLAND BAPTIST HOSPITAL 125 PARKER HILL AVENUE BOSTON, MA 02120	NONE	501(C)3 PC	HEALTH	15,000
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024	NONE	501(C)3 PC	ARTS	9,300
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3 PC	ARTS	14,406
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
NEW YORK UNIVERSITY 14A WASHINGTON MEWS NEW YORK,NY 10003	NONE	501(C)3 PC	EDUCATION	103,000
OPERA ON TAP 320 STRATFORD ROAD BROOKLYN,NY 11218	NONE	501(C)3 PC	ARTS	20,000
PACIFIC RESEARCH INSTITUTE 101 MONTGOMERY STREET SUITE 1300 SAN FRANCISCO,CA 94104	NONE	501(C)3 PC	EDUCATION	150,000
PALM BEACH CIVIC ASSOCIATION 139 N COUNTRY ROAD PALM BEACH,FL 33480	NONE	501(C)3 PC	COMMUNITY	250
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 N MILITARY TRAIL WEST PALM BEACH,FL 33049	NONE	501(C)3 PC	COMMUNITY	500
PEPPERDINE UNIVERSITY 24255 PACIOFIC COAST HWY MALIBU,CA 90263	NONE	501(C)3 PC	EDUCATION	150,000
PLACE OF HOPE 9078 ISAIAH LANE PALM BEACH GARDEN,FL 33418	NONE	501(C)3 PC	COMMUNITY	1,000
PROPERTY & ENVIRONMENTAL RESEARCH 2048 ANALYSIS DRIVE SUITE A BOZEMAN,MT 59718	NONE	501(C)3 PC	ECOLOGY	100,000
REAL CLEAR FOUNDATION 1747 PENNSYLVANIA AVE NW STE 1000 WASHINGTON,DC 20006	NONE	501(C)3 PC	EDUCATION	150,000
REASON FOUNDATION 5737 MESMER AVENUE LOS ANGELES,CA 90230	NONE	501(C)3 PC	PUBLIC POLICY	10,000
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS,TN 38112	NONE	501(C)3 PC	EDUCATION	75,000
SALT MARSH OPERA COMPANY 65 CUTLER STREET STONINGTON,CT 06378	NONE	501(C)3 PC	ARTS	500
SISTER SERVANTS OF THE ETERNAL WORD 3721 BELMONT ROAD BIRMINGHAM,AL 35210	NONE	501(C)3 PC	COMMUNITY	1,000
SOCRATES SCULPTURE PARK INC 32-01 VERNON BLVD LONG ISLAND CITY,NY 11106	NONE	501(C)3 PC	ARTS	30,000
SOCRATES SCULPTURE PARK INC 32-01 VERNON BLVD LONG ISLAND CITY,NY 11106	NONE	501(C)3 PC	ARTS	5,000
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
ST ANN SCHOOL 314 EAST 110TH STREET NEW YORK,NY 10029	NONE	501(C)3 PC	EDUCATION	100,000
ST LUKE'S WOOD RIVER FDTN P O BOX 7005 KETCHUM,ID 83340	NONE	501(C)3 PC	HEALTH	5,000
STATE POLICY NETWORK 1655 N FORT MYER DRIVE SUITE 360 ARLINGTON,VA 22209	NONE	501(C)3 PC	PUBLIC POLICY	50,000
STORM KING ART CENTER 1 MUSEUM ROAD NEW WINDSOR,NY 12553	NONE	501(C)3 PC	ARTS	10,000
STORM KING ART CENTER 1 MUSEUM ROAD NEW WINDSOR,NY 12553	NONE	501(C)3 PC	ARTS	10,000
SUN VALLEY CENTER P O BOX 656 SUN VALLEY,ID 83353	NONE	501(C)3 PC	ARTS	750
SUN VALLEY SUMMER SYMPHONY P O BOX 656 SUN VALLEY,ID 83353	NONE	501(C)3 PC	ARTS	10,000
SUN VALLEY WRITERS CONFERENCE P O BOX 656 SUN VALLEY,ID 83353	NONE	501(C)3 PC	ARTS	9,300
TEXAS TECH FOUNDATION BOX 41017 - MCCLELLAN HALL LUBBOCK,TX 79409	NONE	501(C)3 PC	EDUCATION	20,000
THE BEACON CENTER OF TENNESSEE PO BOX 198646 NASHVILLE,TN 37219	NONE	501(C)3 PC	PUBLIC POLICY	25,000
THE EMILY CATHERINE FEDORKO FOUNDATION P O BOX 72 COS COB,CT 06807	NONE	501(C)3 PC	EDUCATION	2,000
THE FOUNDATION FOR CULTURAL REVIEW 900 BROADWAY SUITE 602 NEW YORK,NY 10003	NONE	501(C)3 PC	PUBLIC POLICY	50,000
THE FOUNDATION FOR CULTURAL REVIEW 900 BROADWAY SUITE 602 NEW YORK,NY 10003	NONE	501(C)3 PC	PUBLIC POLICY	100,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON,DC 20002	NONE	501(C)3 PC	EDUCATION	100,000
THE KING'S COLLEGE 56 BROADWAY NEW YORK,NY 10004	NONE	501(C)3 PC	EDUCATION	100,000
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
THE MERCATUS CENTER 3351 N FAIRFAX DRIVE 4TH F ARLINGTON,VA 22201	NONE	501(C)3 PC	EDUCATION	150,000
THE RONALD REAGAN PRESIDENTIAL LIBRARY PO BOX 5020 SIMI VALLEY,CA 93062	NONE	501(C)3 PC	HISTORICAL PRESERVATION	300
THE RYAN FOUNDATION 805 BROWER ROAD ROAD WAYNE,PA 19087	NONE	501(C)3 PC	EDUCATION	100,000
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH,FL 33480	NONE	501(C)3 PC	ARTS	1,000
THE SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH,FL 33480	NONE	501(C)3 PC	ARTS	14,000
THE WILLIAM F BUCKLEY JR PROGRAM 111 WHITNEY AVENUE NEW HAVEN,CT 06510	NONE	501(C)3 PC	EDUCATION	25,000
TOWN OF PALM BEACH UNITED WAY 44 COCOANUT ROW M201 PALM BEACH,FL 33480	NONE	501(C)3 PC	COMMUNITY	1,000
TRUSTEES OF PRINCETON UNIVERSITY 83 PROSPECT AVENUE PRINCETON,NJ 08540	NONE	501(C)3 PC	EDUCATION	150,000
TURNING POINT USA 217 1/2 ILLINOIS STREET LEMONT,IL 60439	NONE	501(C)3 PC	PUBLIC POLICY	100,000
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 CHICAGO 1126 EAST 59TH STREET CHICAGO,IL 60637	NONE	501(C)3 PC	EDUCATION	150,000
UNIVERSITY OF MONTANA 32 CAMPUS DRIVE MISSOULA,MO 59812	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 110 INNER CAMPUS DR AUSTIN,TX 78712	NONE	501(C)3 PC	EDUCATION	100,000
Total . . . . . ▶ **3a**				9,078,869

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
UNIVERSITY OF VIRGINIA PO BOX 400787 CHARLOTTESVILLE,VA 22904	NONE	501(C)3 PC	EDUCATION	100,000
WADE THOMAS PARENTS ASSOCIATION 150 ROSS AVE SAN ANSELMO,CA 94960	NONE	501(C)3 PC	EDUCATION	150
WADE THOMAS PARENTS ASSOCIATION 150 ROSS AVE SAN ANSELMO,CA 94960	NONE	501(C)3 PC	EDUCATION	150
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINTONSALEM,NC 27106	NONE	501(C)3 PC	EDUCATION	200,000
WATCH HILL CHAPEL SOCIETY 5 BLUFF AVENUE WATCH HILL,RI 02891	NONE	501(C)3 PC	RELIGION	500
WATCH HILL CONSERVANCY 56 WELLS STREET WESTERLY,RI 02891	NONE	501(C)3 PC	RELIGION	200
WATCH HILL MEMORIAL LIBRARY & IMPROVEMENT SOCIETY 2 EVERETT AVENUE WATCH HILL,RI 02891	NONE	501(C)3 PC	RELIGION	100
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY,MA 02481	NONE	501(C)3 PC	EDUCATION	89,644
WESTERLY HOSPITAL FOUNDATION INC 26 WELLS STREET WESTERLY,RI 02481	NONE	501(C)3	HEALTH	5,000
YALE UNIVERSITY YALE UNIVERSITY NEW HAVEN,CT 06520	NONE	GROUP EXEMPTION LETT	EDUCATION	100,000
Total . . . . . ▶ **3a**				9,078,869

TY 2015 Accounting Fees Schedule

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,498	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Expenditure Responsibility Statement

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
THE MAY FOUNDATION	17638 TRENTON DR CASTRO VALLEY, CA 94546	2015-08-25	5,000	FURTHER DISTRIBUTION TO QUALIFIED CHARITABLE ORGANIZATIONS	5,000	NONE	AUGUST 1, 2016	2016-08-01	COMPLIANCE
GUREGHIAN CHARITABLE FOUNDATION	CROZER BUILDING SUTIE 100 419 AVENUE OF THE STATES CHESTER, PA 19013	2015-01-27	40,000	QUALIFIED SCHOLARSHIPS AT HIGH SCHOOLS WITH QUALIFIED 501(C)(3) STATUS AS PUBLIC CHARITIES - TUITION ASSISTANCE	40,000	NONE	AUGUST 1, 2016	2016-08-15	FUNDS EXPENDED

TY 2015 Investments Corporate Stock Schedule

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE SECURITIES	15,007,203	15,007,203

TY 2015 Legal Fees Schedule

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,033	0		0

TY 2015 Other Assets Schedule

Name: THE TWS FOUNDATION
C/O 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	9,740	7,682	7,682

TY 2015 Other Expenses Schedule

Name: THE TWS FOUNDATION
C/O 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	350,977	0		350,977
OFFICE EXPENSES	2,502	0		0

TY 2015 Other Increases Schedule

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Description	Amount
CHANGE IN UNREALIZED GAIN ON SECURITIES	803,870

TY 2015 Other Liabilities Schedule

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Description	Beginning of Year - Book Value	End of Year - Book Value
TAXES PAYABLE	0	12,634

TY 2015 Taxes Schedule

Name: THE TWS FOUNDATION
C/O THOMAS W SMITH

EIN: 13-3258067

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	146,354	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

2015

Name of the organization	**Employer identification number**
THE TWS FOUNDATION C/O THOMAS W SMITH	13-3258067

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose 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
C/O THOMAS W SMITH

Employer identification number
13-3258067

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RIDGEVIEW SMITH INVESTMENTS LLC CO 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL33431	$ 50,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	THOMAS W SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL33431	$ 3,593,500	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
3	THOMAS W SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL33431	$ 6,067,700	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
4	RIDGEVIEW SMITH INVESTMENTS LLC CO 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL33431	$ 8,926,000	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE TWS FOUNDATION C/O THOMAS W SMITH	13-3258067

Part II **Noncash Property**

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

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	100,000 SHS COPART, INC	$ 3,593 500	2015-04-01
3	20,000 SHARES OF ADS	$ 6,067 700	2015-04-16
4	100,000 SHS KEURIG GREEN MOUNTAIN INC	$ 8,926 000	2015-12-22
		$	
		$	
		$	

Name of organization	Employer identification number
THE TWS FOUNDATION C/O THOMAS W SMITH	13-3258067

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