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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation CTW FOUNDATION, INC.		A Employer identification number 51-6011637
Number and street (or P O box number if mail is not delivered to street address) ROBERT A. TUCKER, DIR. P.O BOX 911	Room/suite	B Telephone number (see instructions) (302) 429-9427
City or town, state, and ZIP code WILMINGTON, DE 19899-0911		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,080,731.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	109.	109.		ATCH 1
4	Dividends and interest from securities	222,161.	330,664.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	243,367.			
b	Gross sales price for all assets on line 6a	3,140,395.			
7	Capital gain net income (from Part IV, line 2)		378,762.		
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)	12,325.	15,756.		ATCH 3
12	Total. Add lines 1 through 11	477,962.	725,291.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	20,920.			20,920.
c	Other professional fees (attach schedule)				
17	Interest. ATTACHMENT 5		57.		
18	Taxes (attach schedule) (see instructions)	9,501.	7,324.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	17,133.	68,169.		126.
24	Total operating and administrative expenses. Add lines 13 through 23	47,554.	75,550.		21,046.
25	Contributions, gifts, grants paid	748,750.			748,750.
26	Total expenses and disbursements. Add lines 24 and 25	796,304.	75,550.	0	769,796.
27	Subtract line 26 from line 12	-318,342.			
a	Excess of revenue over expenses and disbursements		649,741.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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		3,181.	5,515.	5,515.
	2	Savings and temporary cash investments		87,192.	77,397.	77,397.
	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				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 8	8,937,195.	9,066,731.	9,048,495.	
	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) ATCH 9	3,770,364.	3,328,696.	2,943,713.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 10)	12,235.	5,611.	5,611.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,810,167.	12,483,950.	12,080,731.		
Liabilities	17	Accounts payable and accrued expenses	10,819.	2,944.		
	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)	10,819.	2,944.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	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 . .	12,799,348.	12,481,006.		
	30	Total net assets or fund balances (see instructions)	12,799,348.	12,481,006.		
31	Total liabilities and net assets/fund balances (see instructions)	12,810,167.	12,483,950.			

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	12,799,348.
2	Enter amount from Part I, line 27a	2	-318,342.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1; 2, and 3	4	12,481,006.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,481,006.

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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 PART IV SCHEDULE					
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					
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					
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	378,762.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	448,242.	12,171,901.	0.036826
2009	596,150.	11,232,239.	0.053075
2008	635,550.	14,468,727.	0.043926
2007	800,054.	17,036,383.	0.046961
2006	800,074.	15,652,289.	0.051115
2 Total of line 1, column (d)			2 0.231903
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 0.046381
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 12,868,403.
5 Multiply line 4 by line 3			5 596,849.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,497.
7 Add lines 5 and 6			7 603,346.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 769,796.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	6,497.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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-)		2	
3 Add lines 1 and 2.		3	6,497.
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	6,497.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011.	6a	7,494.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c	7,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	14,494.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,997.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 7,997. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$		
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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE		
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	X	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT G Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?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?

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?**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
SEE STATEMENT E		0	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	(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 ☐

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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	13,053,788.
b	Average of monthly cash balances	1b	3,769.
c	Fair market value of all other assets (see instructions)	1c	6,812.
d	Total (add lines 1a, b, and c)	1d	13,064,369.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,064,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	195,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,868,403.
6	Minimum investment return. Enter 5% of line 5	6	643,420.

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	643,420.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,497.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,497.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	636,923.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	636,923.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	636,923.

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	769,796.
b	Program-related investments - total from Part IX-B	1b	
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	769,796.
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	6,497.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	763,299.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				636,923.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			79,255.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 769,796.				
a Applied to 2010, but not more than line 2a			79,255.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				636,923.
e Remaining amount distributed out of corpus	53,618.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,618.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	53,618.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	53,618.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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 of the person to whom applications should be addressed:

ATTACHMENT 11

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

ATTACHMENT 12

c Any submission deadlines:

ATTACHMENT 13

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS.

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 STATEMENT F				748,750.
Total			▶ 3a	748,750.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

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

JSA
1E1492 1 000

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

[illegible]

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.

Signature of officer or trustee

10/31/12
Date

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P00149971

Firm's name ► WILKIN & GUTTENPLAN, P.C.

Firm's EIN ▶ 22-2612018

Firm's address ► 1200 TICES LANE

EAST BRUNSWICK, NJ

08816

Phone no. 732-846-3000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold		
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)			
3,140,395.		VARIOUS SALES - SEE STATEMENT D PROPERTY TYPE: SECURITIES 2,897,028.				P	VARIOUS	VARIOUS		
							243,367.			
		ACADIAN: NON-US EQUITY LLC [SERIES] K-1 PROPERTY TYPE: OTHER				P				
							504.			
		ACADIAN: NON-US EQUITY LLC [SERIES] K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							23,568.			
		ARTISAN: DYNAMIC EQUITY (NON-US EQUITY) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							1,014.			
		ARTISAN: DYNAMIC EQUITY (NON-US EQUITY) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							65,036.			
		GS CAPITAL PARTNERS VI PARALLEL, LP K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							507.			
		GS CAPITAL PARTNERS VI PARALLEL, LP K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							-17,608.			
		OCM MEZZANINE FUND, LP K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							-10,165.			
		VONTOBEL:NON-US EQUITY LLC K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							4,805.			
		VONTOBEL:NON-US EQUITY LLC K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							67,718.			
		GS CAPITAL PARTNERS VI PARALLEL, LP K-1 PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS		
							16.			
		TOTAL GAIN-(LOSS)							<u>378,762.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST	109.	109.
TOTAL	<u>109.</u>	<u>109.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	213,850.	213,850.
OCM MEZZANINE FUND, L.P.		1,523.
NONTAXABLE DISTRIBUTIONS	8,006.	
ACADIAN: NON-US EQUITY [SERIES] K-1		13,796.
GSCP VI PARALLEL AIV, L.P.		1.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		13,471.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		46,718.
ARTISAN: ALPHA PLUS (NON US EQTY) K-1		16,095.
VONTOBEL: NON-US EQUITY LLC		1.
VONTOBEL: NON-US EQUITY LLC		25,278.
LESS: K-1 GS CAPITAL PTRS UBTI TO 990-T	305.	-677.
GS ACCRUED INCOME FROM STMT		305.
LAZARD, LTD		303.
TOTAL	<u>222,161.</u>	<u>330,664.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		914.
ARTISAN:DYNAMIC EQUITY(NON-US EQUITY)K-1		782.
VONTOBEL: NON-US EQUITY LLC K-1	914.	835.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		77.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		1,245.
ACADIAN: NON-US EQUITY [SERIES] K-1		479.
OCM MEZZANINE FUND, L.P. K-1		11.
LESS: K-1 GS CAPITAL PTRS UBTI TO 990-T		2.
SPILOVER DISTRIBUTIONS	11,084.	11,084.
GS NEUBERGER	24.	24.
HERNDON CAPITAL DISTRIBUTION	303.	303.
TOTALS	<u>12,325.</u>	<u>15,756.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	20,920.			20,920.
TOTALS	<u>20,920.</u>			<u>20,920.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GS CAPITAL PTRS VI PARALLEL		217.
GS CAPITAL PTRS ALLOC TO UBTI		-160.
TOTALS		<u>57.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES-OTHER		
ACADIAN: NON-US EQUITY K-1	3,004.	3,004.
ARTISAN: ALPHA PLUS K-1		1,237.
VONTOBEL: NON-US EQUITY LLC		1,165.
GS CAPITAL PTNRS PARALLEL, LP		1,373.
FEDERAL INCOME TAXES	6,497.	545.
TOTALS	<u>9,501.</u>	<u>7,324.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,783.	16,783.	
BANK SERVICE CHARGES	180.	180.	
POSTAGE	96.		96.
MISCELLANEOUS EXPENSES	44.	44.	
GSCP VI PARALLEL AIV, L.P.		1,555.	
OCM MEZZANINE FUND, L.P.		1,501.	
ACADIAN: NON-US EQUITY K-1		6,168.	
ARTISAN: ALPHA PLUS K-1		10,381.	
VONTOBEL: NON-US EQUITY K-1		11,059.	
GS CAPITAL PRTRNS VI, L.P.		20,530.	
EXPENSES ALLOCATED TO UBTI		-33.	
STATE FILING FEES	30.		30.
LAZARD, LTD K-1		1.	
TOTALS	17,133.	68,169.	126.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT A	9,066,731.	9,048,495.
TOTALS	<u>9,066,731.</u>	<u>9,048,495.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION

SEE STATEMENT B

TOTALS

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3,328,696.	2,943,713.
<u>3,328,696.</u>	<u>2,943,713.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST & DIVIDENDS	2,048.	2,048.
OTHER RECEIVABLES	3,563.	3,563.
TOTALS	<u>5,611.</u>	<u>5,611.</u>

CTW FOUNDATION, INC.

EIN 51-6011637

2011 FORM 990-PF

PART XV - NAME, ADDRESS AND PHONE NUMBER FOR APPLICATIONS

ROBERT A. TUCKER
c/o HODSON SERVICES, LLC
200 BELLEVUE PARKWAY, SUITE 100
WILMINGTON, DE 19809

TELEPHONE #: (302) 429-9427

ATTACHMENT 12

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

SCHOLARSHIP APPLICATION INCLUDES BIOGRAPHICAL, SCHOLASTIC & FINANCIAL
DATA. NO SPECIAL FORM FOR OTHERS.

990PF, PART XV - SUBMISSION DEADLINES

NO - REQUESTS FOR CONTRIBUTIONS OR SCHOLARSHIPS ARE REVIEWED UPON RECEIPT.

CTW Foundation, Inc.
EIN: 51-6011637
2011 Form 990-PF
Part II, Line 10b
Investments - Corporate Stock

Security	Shares	Cost	Ending Fair Market Value
Herndon Capital	Various	\$ 891,725	\$ 833,994
Ishares S&P Global Energy	Various	400,330	481,767
GS High Yield Inst Fund	Various	657,400	632,804
GS Core Fixed Income	Various	1,575,367	1,658,506
GS Emerging Markets	Various	350,896	332,591
GS Government Income	Various	1,000,130	1,026,877
GS Global Event Driven	Various	8,920	7,684
GS Global Equity Partners	Various	45,414	12,446
GS Asia Partners, Ltd.	Various	344,181	58,919
GS Princeton Fund	Various	606,685	665,110
GS Mid Cap Value Fund	Various	611,136	652,332
GS Neuberger Berman	Various	325,367	292,266
GS Strategic Income Fund	Various	304,586	288,673
LC Strategic Growth SEP Account	Various	483,013	561,573
Technology SPDR XLK	Various	306,661	347,393
Vanguard REIT Vipers	Various	515,735	606,680
Vanguard Emerging Markets	Various	600,768	550,606
GS Enhanced Income Instl Shares	Various	38,417	38,274
Total Investments - Corporate Stock, Part II, Line 10b		\$ 9,066,731	\$ 9,048,495

CTW Foundation, Inc.

EIN: 51-6011637

2011 Form 990-PF

Part II, Line 13

Investments - other

<u>Investment</u>	<u>Cost</u>	<u>Ending Fair Market Value</u>
Acadian	\$ 920,000	\$ 344,807
GS Artisan: Alpha + Class 2	351,000	635,758
GS Capital Partners VI Parallel, L.P.	1,335,594	1,287,042
OCM Mezzanine Fund	(118,048)	5,029
Vontobel	840,000	671,218
Hodson Services	150	(141)
Total Investments - other, Part II, Line 13	<u>\$ 3,328,696</u>	<u>\$ 2,943,713</u>

CTW FOUNDATION, INC.
EIN 51-6011637
2011 FORM 990-PF
Part XVI-A, Line 12, Column b

The taxpayer's revenue per books does not include any UBTI.
Part XVI-A, column b reflects none of UBTI for this reason
and does not reflect amounts as reported on Form 990-T.

Statement C

CTW Foundation, Inc.
 EIN: 51-6011637
 2011 Form 990-PF
 Capital Gains and Losses

	<u>Date Acquired</u>	<u>Date Sold</u>		<u>Proceeds</u>	<u>Cost Basis</u>	<u>Gain/Loss</u>
Neuberger Berman	Various	Various	ST	64,055	50,381	13,674
Neuberger Berman	Various	Various	LT	70,614	67,660	2,954
Herndon	Various	Various	ST	310,577	347,772	(37,195)
Herndon	Various	Various	LT	32,957	40,479	(7,522)
Large Cap Concentrated Value	Various	Various	LT	566,851	540,325	26,526
Large Cap Concentrated Value	Various	Various	ST	634,496	510,236	124,260
LC Strategic Growth SepAcct	Various	Various	ST	73,857	81,482	(7,625)
LC Strategic Growth SepAcct	Various	Various	LT	317,284	282,161	35,123
GS Global Fund	Various	Various	LT	27,298	-	27,298
GS Ishare S&P Global	Various	Various	LT	199,176	162,163	37,013
GS Enhanced Income Instl Shares	Various	Various	ST	297,406	293,744	3,662
GS Core Fixed Income	Various	Various	LT	445,000	436,097	8,903
GS Vanguard Reit Vipers	Various	Various	LT	100,824	84,528	16,296
Totals				<u><u>3,140,395</u></u>	<u><u>2,897,028</u></u>	<u><u>243,367</u></u>

CTW FOUNDATION, INC.

EIN 51-6011637

2011 FORM 990-PF

PART VIII, LINE 1: OFFICERS, TRUSTEES, FOUNDATION MANAGERS & THEIR COMPENSATION

NAME & ADDRESS	TITLE & AVERAGE HRS/WK	COMPENSATION	EMPLOYEE BEN PLAN CONTRIBUTION	EXPENSE ACCOUNT
Robert A. Tucker Gov. Wentworth Highway #4 P.O. Box 513 Mirror Lake, NH 03853	President/Director Part	0	0	0
Charles W. Bower PO Box 188 Palm Harbor, FL 34682-0188	Treasurer/Director Part	0	0	0
Finn M.W. Caspersen, Jr. 500 Hills Drive, Suite 300 Bedminster, NJ 07921	Director Part	0	0	0
Bruce R. Tucker 54 Knollwood Road Madison, NJ 07940	Director Part	0	0	0
Eileen D. Dickey 200 Bellevue Parkway, Suite 100 Wilmington, DE 19809	Secretary Part	0	0	0
TOTAL:		0	0	0

CTW Foundation, Inc.
 EIN: 51-6011637
 Grants/Contributions Paid/Approved During the Year Ended December 31, 2011

Date	Contributions	Recipient	Address
01/26/2011	10,000	New Jersey Museum of Agriculture	P O Box 7788, North Brunswick, NJ 08902-7788
03/24/2011	20,000	The Shakespeare Theatre of New Jersey	36 Madison Avenue, Madison, NJ 07940
08/24/2011	5,000	The Morris Museum of Arts and Sciences	6 Normandy Heights Road, Morristown, NJ 07960
09/29/2011	2,500	Lebanon Township Volunteer Fire Department	143 Anthony Road, Glen Gardner, NJ 08826
10/13/2011	250	Susan G Komen Race for the Cure	5005 LBJ Freeway, Suite 250, Dallas, TX 75244
12/19/2011	20,000	Conservation Resources Inc	2 Mount Paul Road, Mendham, NJ 07945
12/19/2011	5,000	Ducks Unlimited, Inc	One Waterfowl Way, Memphis, TN 38120
12/19/2011	10,000	Harness Racing Museum and Hall of Fame	P O Box 590, 240 Main Street, Goshen, NY 10924
12/19/2011	20,000	New Jersey Conservation Foundation	Bamboo Brook, 170 Longview Road, Far Hills, NJ 07931
12/19/2011	50,000	Morris Animal Foundation	10200 East Girard Ave, Suite B430, Denver, CO 80231
12/19/2011	5,000	African People & Wildlife Fund	P O Box 624, Bernardsville, NJ 07924
12/19/2011	5,000	Standardbred Retirement Foundation	353 Sweetmans Lane, Suite 101, Millstone Twp, NJ 08535
12/19/2011	20,000	The Shakespeare Theatre of New Jersey	36 Madison Avenue, Madison, NJ 07940
12/19/2011	1,000	Susan G Komen Race for the Cure	5005 LBJ Freeway, Suite 250, Dallas, TX 75244
12/19/2011	25,000	The Seeing Eye	10 Washington Valley Rd, PO Box 375, Morristown, NJ 07963
12/19/2011	15,000	The Hospice Foundation of the FL Suncoast	300 East Bay Drive, Largo, FL 33770-9850
12/19/2011	15,000	Somerset Hills Learning Institute, Inc	1810 Burnt Mills Road, Bedminster, NJ 07921
12/19/2011	15,000	Somerset Hills YMCA	140 Mount Airy Road, Basking Ridge, NJ 07920
12/19/2011	15,000	Special Olympics New Jersey, Inc	3 Princess Road, Lawrenceville, NJ 08648
12/19/2011	450,000	The Peddie School	South Main Street, PO Box A, Hightstown, NJ 08520
12/19/2011	20,000	Wesleyan University	318 High Street, Middletown, CT 06459-0472
12/22/2011	10,000	Indian River Medical Center Foundation	1000 36th Street, Vero Beach, FL 32960
12/22/2011	10,000	Drew University	36 Madison Avenue, Madison, NJ 07940
Total	<u>748,750</u>		

CTW FOUNDATION, INC.
EIN 51-6011637
2011 FORM 990-PF
Part VII-A - Question 14

Taxpayer's books are in care of:
Hodson Services, LLC

Located at: 200 Bellevue Parkway - Suite 100
Wilmington, DE 19809

Telephone #: (302) 429-9427

CTW FOUNDATION, INC.
EIN 51-6011637
2011 FORM 990-PF
Part VII-B, Line 3a

Taxpayer has an interest in seven partnerships:

Acadian: Non-US Equity [Series] (EIN: 65-1282080)
Artisan: Alpha Plus (Non-US Equity) [Series] (EIN: 51-0555767)
GSCP VI Parallel AIV, L.P. (EIN: 99-0580946)
GS Capital Partners VI Parallel, L.P. (EIN: 43-2115554)
Lazard, LTD (EIN: 98-0437848)
OCM Mezzanine Fund, L.P. (EIN: 95-4869531)
Vontobel: Non-US Equity, LLC (EIN: 45-0562311)

The only activity of these partnerships is to hold investment property.
These entities do not carry on a trade or business.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	CTW FOUNDATION, INC.		<input checked="" type="checkbox"/> 51-6011637	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.		<input type="checkbox"/>	Social security number (SSN)
	ROBERT A. TUCKER, DIR.-P.O. BOX 911			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
WILMINGTON, DE 19899-0911				

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ► HODSON SERVICES, LLC

Telephone No. ► 302 429-9427 FAX No ► 302 425-0496

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2012

5 For calendar year 2011, or other tax year beginning, 20, and ending, 20

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension AWAITING THIRD PARTY INFORMATION TO FILE COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	14,494.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	14,494.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► [Signature] Title ► CFA Date ► 8/13/12

Form 8868 (Rev. 1-2012)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

CTW FOUNDATION, INC.

☒ **X**

51-6011637

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

ROBERT A. TUCKER, DIR.-P.O. BOX 911

☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions

WILMINGTON, DE 19899-0911

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HODSON SERVICES, LLC

Telephone No ▶ 302 429-9427FAX No ▶ 302 425-0496

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☒ **X** calendar year 20 11 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	14,494.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	7,494.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	7,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)