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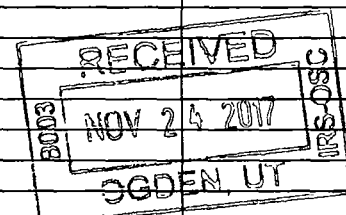


Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning , 2016, 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)	Room/suite	B Telephone number (see instructions) (302) 429-9427
BRUCE R. TUCKER, DIR. PO BOX 911		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19899-0911		
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		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,031,972.		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)

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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	309.	309.		ATCH 1
	4 Dividends and interest from securities	265,323.	320,941.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-283,645.			
	b Gross sales price for all assets on line 6a 3,095,827.				
	7 Capital gain net income (from Part IV, line 2)		423,914.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	121.	67,495.		
	12 Total. Add lines 1 through 11	-17,892.	812,659.		
	13 Compensation of officers, directors, trustees, etc.	4,000.	4,000.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	22,420.			22,420.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	2,163.	7,772.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	38,944.	69,470.		1,238.
	24 Total operating and administrative expenses. Add lines 13 through 23.	67,527.	81,242.		23,658.
	25 Contributions, gifts, grants paid	710,500.			710,500.
	26 Total expenses and disbursements Add lines 24 and 25	778,027.	81,242.	0.	734,158.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-795,919.			
	b Net investment income (if negative, enter -0-)		731,417.		
	c Adjusted net income (if negative, enter -0-)				



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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		37,826.	62,402.	62,402.
	2	Savings and temporary cash investments		107,221.	42,138.	42,138.
	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				
	10a	Investments - U S and state government obligations (attach schedule). .				
	b	Investments - corporate stock (attach schedule) ATCH 7		10,409,846.	10,395,556.	10,628,144.
	c	Investments - corporate bonds (attach schedule).				
	Liabilities	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 8		1,546,478.	810,193.	2,278,376.
14		Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 9)		25,749.	20,912.	20,912.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		12,127,120.	11,331,201.	13,031,972.
17		Accounts payable and accrued expenses				
18		Grants payable.				
Net Assets or Fund Balances	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)		0.	0.		
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 . .		12,127,120.	11,331,201.	
30	Total net assets or fund balances (see instructions).		12,127,120.	11,331,201.		
31	Total liabilities and net assets/fund balances (see instructions)		12,127,120.	11,331,201.		

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	12,127,120.
2	Enter amount from Part I, line 27a.	2	-795,919.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,331,201.
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	11,331,201.

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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)**1 a** 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) 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(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**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**

423,914.

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))
2015	679,748.	13,823,829.	0.049172
2014	677,627.	14,258,239.	0.047525
2013	599,363.	13,474,174.	0.044482
2012	718,196.	12,771,020.	0.056236
2011	763,299.	12,868,403.	0.059316

2 Total of line 1, column (d)**2**

0.256731

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**

0.051346

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5**4**

13,011,929.

5 Multiply line 4 by line 3.**5**

668,111.

6 Enter 1% of net investment income (1% of Part I, line 27b).**6**

7,314.

7 Add lines 5 and 6.**7**

675,425.

8 Enter qualifying distributions from Part XII, line 4.**8**

734,158.

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 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	7,314.
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	7,314.
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	7,314.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 12,811.		
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	19,811.	
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	12,497.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 12,497. 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 Instructions for the 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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	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?	6	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	7	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	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	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? Website address ▶ N/A	13	X
14 The books are in care of ▶ HODSON SERVICES, LLC Telephone no ▶ 302-429-9427 Located at ▶ 200 BELLEVUE PARKWAY, SUITE 100 WILMINGTON, DE ZIP+4 ▶ 19809		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2016, 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	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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? <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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT E		4,000.	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	(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 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
NONE		0
Total number of others receiving over \$50,000 for professional services		▶

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	NONE	
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	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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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	13,172,138.
b	Average of monthly cash balances	1b	20,262.
c	Fair market value of all other assets (see instructions).	1c	17,680.
d	Total (add lines 1a, b, and c)	1d	13,210,080.
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	13,210,080.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	198,151.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,011,929.
6	Minimum investment return. Enter 5% of line 5	6	650,596.

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	650,596.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	7,314.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,314.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	643,282.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	643,282.
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	643,282.

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	734,158.
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	734,158.
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	7,314.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	726,844.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				643,282.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012	77,705.			
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	77,705.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>734,158.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2016 distributable amount.				643,282.
e Remaining amount distributed out of corpus.	90,876.			
5 Excess distributions carryover applied to 2016 . (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:	168,581.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	168,581.			
10 Analysis of line 9				
a Excess from 2012	77,705.			
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016	90,876.			

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 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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					
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 or e-mail address of the person to whom applications should be addressed

ATCH 10

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

ATCH 11

c Any submission deadlines

ATCH 12

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 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 STATEMENT F		PC		710,500.
Total			3a	710,500.
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
6E1492 1 000

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

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


[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

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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM J MCDEVITT CPA

Preparer's signature

Wk.

Date

11/3/17

Check ☐ 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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					14,060.	
6,534.		ARTISAN: DYNAMIC EQUITY (NON-US EQUITY) PROPERTY TYPE: OTHER				P	VAR	VAR
							6,534.	
12,549.		ARTISAN: DYNAMIC EQUITY (NON-US EQUITY) PROPERTY TYPE: OTHER				P	VAR	VAR
							12,549.	
		GS CAPITAL PARTNERS VI PARALLEL, LP PROPERTY TYPE: OTHER				P	VAR	VAR
		1,123.					-1,123.	
9,038.		GS CAPITAL PARTNERS VI PARALLEL, LP PROPERTY TYPE: OTHER				P	VAR	VAR
							9,038.	
21,499.		GSCP VI PARALLEL AIV, LP PROPERTY TYPE: OTHER				P	VAR	VAR
							21,499.	
2.		OCM MEZZANINE FUND, LP PROPERTY TYPE: OTHER				P	VAR	VAR
							2.	
		WELLINGTON: NON-US EQUITY LLC PROPERTY TYPE: OTHER				P	VAR	VAR
		12,469.					-12,469.	
161,520.		WELLINGTON: NON-US EQUITY LLC PROPERTY TYPE: OTHER				P	VAR	VAR
							161,520.	
3,095,827.		VARIOUS SALES-SEE STATEMENT D PROPERTY TYPE: SECURITIES				P	VAR	VAR
		2,890,938.					212,304.	
TOTAL GAIN(LOSS)							<u>423,914.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	309.	309.
TOTAL	<u>309.</u>	<u>309.</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		
ACADIAN: NON-US EQUITY		
ARTISAN: DYNAMIC EQUITY (NON US EQTY)	265,323.	265,323.
WELLINGTON: NON-US EQUITY LLC		4.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		22,611.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		14,549.
		16,212.
		2,242.
TOTAL	<u>265,323.</u>	<u>320,941.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	121.	121.
ARTISAN:DYNAMIC EQUITY (NON-US EQUITY) K-1		1,546.
WELLINGTON: NON-US EQUITY LLC K-1		3,852.
GS CAPITAL PARTNERS VI PARALLEL, L.P.		62,004.
HODSON SERVICES, LLC		-21.
LESS: K-1 GS CAPITAL PTRS UBTI TO 990-T		-7.
TOTALS	<u>121.</u>	<u>67,495.</u>

ATTACHMENT 4

FORM 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	22,420.			22,420.
TOTALS	<u>22,420.</u>			<u>22,420.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES-OTHER	3,679.	3,679.
TAXES-OTHER	35.	35.
FEDERAL TAXES	-1,551.	
ARTISAN: DYNAMIC EQUITY K-1		2,191.
WELLINGTON: NON-US EQUITY LLC		1,431.
GS CAPITAL PTNRS PARALLEL, LP		438.
LESS: K-1 GS CAPITAL PTRS UBTI		-2.
TOTALS	<u>2,163.</u>	<u>7,772.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	29,691.	29,691.	
STATE FILING FEES	25.		25.
POSTAGE	1,213.		1,213.
MISCELLANEOUS EXPENSES	8,015.	8,015.	
OCM MEZZANINE FUND, L.P.		2.	
GSCP VI PARALLEL AIV, L.P.		324.	
WELLINGTON: NON-US EQUITY K-1		8,085.	
ACADIAN: NON-US EQUITY K-1		368.	
ARTISAN: ALPHA PLUS K-1		13,772.	
GS CAPITAL PRTRNS VI, L.P.		9,213.	
TOTALS	<u>38,944.</u>	<u>69,470.</u>	<u>1,238.</u>

CTW FOUNDATION, INC.

2016 FORM 990-PF

51-6011637

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

10,395,556.	10,628,144.
<u>10,395,556.</u>	<u>10,628,144.</u>

TOTALS

SEE STATEMENT A

CTW FOUNDATION, INC.

2016 FORM 990-PF

51-6011637

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT B	810,193.	2,278,376.
TOTALS	<u>810,193.</u>	<u>2,278,376.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST & DIVIDENDS	4,643.	4,643.
OTHER RECEIVABLES	16,269.	16,269.
TOTALS	<u>20,912.</u>	<u>20,912.</u>

ATTACHMENT 10FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BRUCE R TUCKER C/O HODSON SERVICES
200 BELLEVUE PARKWAY, SUITE 100
WILMINGTON, DE 19809
302-429-9427

ATTACHMENT 11

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

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

ATTACHMENT 12

990PF, PART XV - SUBMISSION DEADLINES

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

CTW FOUNDATION, INC.

2016 FORM 990-PF

51-6011637

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS INCOME			14	121.	
TOTALS				<u>121.</u>	

CTW Foundation, Inc.
EIN: 51-6011637
2016 Form 990-PF
Part II, Line 10b
Investments - Corporate Stock

Security	Shares	Cost	Ending Fair Market Value
GS Small/Mid Cap Growth	Various	\$ 258,858	\$ 261,891
S&P 500/Citigroup Value 1shares	Various	794,785	872,882
Ishares S&P Global Energy	Various	268,632	294,582
GS High Yield Inst Fund	Various	635,886	596,575
GS Core Fixed Income	Various	718,121	713,022
GS Emerging Markets	Various	433,273	416,944
GS Government Income	Various	928,828	897,379
GS Global Equity Partners	Various	34,318	-
GS Asia Partners, Ltd.	Various	322,009	7,788
GS Princeton Fund	Various	606,685	704,011
GS Mid Cap Value Fund	Various	518,152	538,056
GS Neuberger Berman	Various	353,425	441,035
GS Strategic Income Fund	Various	1,031,349	956,009
Technology SPDR XLK	Various	171,079	368,262
Vanguard REIT Vipers	Various	328,389	583,734
Vanguard Emerging Markets	Various	422,628	355,116
GS Enhanced Income Instl Shares	Various	81,543	81,469
GS Global Event Driven	Various	2,914	627
LC Strategic Growth SEP Account	Various	711,063	882,759
MSCI EAFE Hedge Fund	Various	374,758	344,262
Nuveen Symphony FR Income FD	Various	347,651	332,127
Causeway International Value	Various	655,751	637,510
Wisdom Tree Europe Hedged Equity	Various	395,459	342,104
Total Investments - Corporate Stock, Part II, Line 10b		<u>\$10,395,556</u>	<u>\$10,628,144</u>

CTW Foundation, Inc.

EIN: 51-6011637

2016 Form 990-PF

Part II, Line 13

Investments - other

<u>Investment</u>	<u>Cost</u>	<u>Ending Fair Market Value</u>
GS Artisan:Dynamic Equity	301,000	986,935
GS Capital Partners VI Parallel, L.P.	21,835	703,535
OCM Mezzanine Fund	(127,792)	65
Wellington: Non-US Equity LLC	615,000	587,994
Hodson Services	150	(153)
	<hr/>	<hr/>
Total Investments - other, Part II, Line 13	<u>810,193</u>	<u>2,278,376</u>

CTW Foundation, Inc.
EIN: 51-6011637
2016 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.

CTW Foundation, Inc.

EIN: 51-6011637

2016 Form 990-PF

Capital Gains and Losses

	Date Acquired	Date Sold	Proceeds	Cost Basis	Disallowed loss	Gain/(Loss)
LC Strategies Growth SecAcct	Various	Various	20,435	9,528	-	10,807
LC Strategies Growth SecAcct	Various	Various	276,687	266,425	-	10,262
LC Strategies Growth SecAcct	Various	Various	162,953	170,816	323	(7,540)
Neuberger Berman	Various	Various	50,877	35,673	-	15,204
Neuberger Berman	Various	Various	129,453	112,972	451	16,932
Neuberger Berman	Various	Various	21,865	21,531	842	1,176
Neuberger Berman	7/13/2015	4/1/2016	856	850	-	6
Herndon Capital	Various	Various	506,950	382,448	466	124,968
Herndon Capital	Various	Various	415,098	439,845	4,943	(19,804)
Enhanced Income Inst. Shares	Various	Various	110,298	110,733	340	(95)
Enhanced Income Inst. Shares	Various	Various	1,070,283	994,039	-	76,244
Enhanced Income Inst. Shares	Various	Various	328,702	328,765	50	(13)
Class Action Settlement	Various	Various	138	-	-	138
Acadian: Non-US Equity [Series]	Various	Various	1,232	17,213	-	(15,981)
Totals			3,095,827	2,890,938	7,415	212,304

CTW FOUNDATION, INC.

EIN 51-6011637

2016 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
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	4,000	0	0
Gerald L. Holm 340 Eagle Drive Jupiter, FL 33477	Director Part	0	0	0
Eileen D. Dickey 200 Bellevue Parkway, Suite 100 Wilmington, DE 19809	Secretary Part	0	0	0
TOTAL:		4,000	0	0