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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE SHOFF FOUNDATION, INC		A Employer identification number 45-2717854
Number and street (or P O box number if mail is not delivered to street address) 6602 DARTMOOR DRIVE	Room/suite	B Telephone number 770-497-1122
City or town, state or province, country, and ZIP or foreign postal code FLOWERY BRANCH, GA 30542		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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,167,030.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))

	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	48,092.	48,092.		STATEMENT 1
4 Dividends and interest from securities	118,649.	118,649.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	320,897.			
b Gross sales price for all assets on line 6a	1,780,697.			
7 Capital gain net income (from Part IV, line 2)		320,897.		
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)				
11 Other income	<19,872.>	<19,872.>		STATEMENT 3
12 Total Add lines 1 through 11	467,766.	467,766.		
13 Compensation of officers, directors, trustees, etc	48,000.	16,000.		32,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	7,699.	7,699.		0.
c Other professional fees STMT 5	2,000.	1,000.		1,000.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	769.	385.		384.
22 Printing and publications				
23 Other expenses STMT 6	5,156.	2,142.		3,014.
24 Total operating and administrative expenses. Add lines 13 through 23	63,624.	27,226.		36,398.
25 Contributions, gifts, grants paid	208,000.			208,000.
26 Total expenses and disbursements. Add lines 24 and 25	271,624.	27,226.		244,398.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	196,142.			
b Net investment income (if negative, enter -0-)		440,540.		
c Adjusted net income (if negative, enter -0-)			N/A	

918-20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			131,832.	131,832.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶	139,839.	STATEMENT 8		
		Less: allowance for doubtful accounts ▶	0.	0.	139,839.	139,839.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		0.	763,497.	786,883.
	b	Investments - corporate stock STMT 10		0.	3,335,356.	4,108,476.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			0.	4,370,524.	5,167,030.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted			4,370,524.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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				
	30	Total net assets or fund balances		0.	4,370,524.	
	31	Total liabilities and net assets/fund balances		0.	4,370,524.	

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	0.
2	Enter amount from Part I, line 27a	2	196,142.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,174,382.
4	Add lines 1, 2, and 3	4	4,370,524.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,370,524.

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			
b SEE ATTACHED STATEMENTS			
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 1,780,697.		1,459,800.	320,897.

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			320,897.

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	320,897.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2012	0.	0.	.000000
2011	0.	0.	.000000
2010			
2009			
2008			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,967,832.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,405.
7 Add lines 5 and 6	7	4,405.
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	244,398.

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	4,405.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	4,405.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,405.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	100.	
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	5,495.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 5,495. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

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
1b 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"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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"/> GA		
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 2013 or the taxable year beginning in 2013 (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

N/A

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 ► **SHOFFFOUNDATION.COM**

14 The books are in care of ► **GERALD R STINNETT** Telephone no. ► **770-497-1122**
 Located at ► **1325 SATELLITE BLVD, SUITE 1001, SUWANEE, GA** ZIP+4 ► **30024**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2013, 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? ☐ 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 ►

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)? Organizations relying on a current notice regarding disaster assistance check here N/A <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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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.) N/A	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 2013 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 2013) N/A	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 2013?	4b	X

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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

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

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?

N/A

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.

(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
RICHARD L MASON	CEO			
1953 S.W. 15TH ST #80				
DEERFIELD BEACH, FL 33442	20.00	24,000.	0.	0.
THOMAS T ADAMS	SECRETARY			
55 DEER RUN RD				
WILTON, CT 06897	20.00	24,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
N/A				
	0.00	0.	0.	0.

Total number of other employees paid over \$50,000

▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A	Summary of Direct Charitable Activities
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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	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,696,470.
b	Average of monthly cash balances	1b	207,175.
c	Fair market value of all other assets	1c	139,839.
d	Total (add lines 1a, b, and c)	1d	5,043,484.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,043,484.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,652.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,967,832.
6	Minimum investment return. Enter 5% of line 5	6	248,392.

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	248,392.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,405.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,405.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	243,987.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	243,987.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	243,987.

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	244,398.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	244,398.
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	5	4,405.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	239,993.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				243,987.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 244,398.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				243,987.
e Remaining amount distributed out of corpus	411.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	411.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	411.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	411.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	411.			

N/A

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

☐ 4942(I)(3) or ☐ 4942(I)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- NONE

- NONE

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

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

- c Any submission deadlines:

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

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				
PRINCE AVENUE CHRISTIAN SCHOOL 2201 RUTH JACKSON RD BOGART, GA 30622	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	50,000.
CORNELL UNIVERSITY LAW SCHOOL 410 THURSTON AE ITHACA, NY 14850	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	45,000.
FLORIDA GULF COAST UNIVERSITY FOUNDATION INC 10501 FGCU BOULEVARD, SOUTH FT MYERS, FL 33695	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	22,500.
UYC MARITIME FOUNDATION, INC 6649 YACHT CLUB ROAD FLOWERY BRANCH, GA 30542	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	12,000.
WILTON LIBRARY ASSOCIATION 137 OLD RIDGEFIELD RD WILTON, CT 06897	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	30,000.
Total	SEE CONTINUATION SHEET(S)			208,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		48,092.
4 Dividends and interest from securities			14		118,649.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					<19,872.>
8 Gain or (loss) from sales of assets other than inventory			18		320,897.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	467,766.
13 Total. Add line 12, columns (b), (d), and (e)				13	467,766.

(See worksheet in line 13 instructions to verify calculations.)

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

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

N/A

THE SHOFF FOUNDATION, INC

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 ALLIANCE RES PARTNERS LP	P	03/01/13	04/29/13
b ALLIANCE RES PARTNERS LP	P	03/11/13	04/29/13
c ALLIANCE RES PARTNERS LP	P	03/12/13	04/29/13
d FIRST TRUST TACTICAL INCOME	P	VARIOUS	08/08/13
e FIRST TRUST TARGET GLOBAL DVD	P	VARIOUS	07/12/13
f MCGRAW HILL FINL INCORP	P	02/07/13	04/29/13
g WP CAREY INCORPORATED REIT	P	10/26/12	01/14/13
h CHESAPEAKE ENERGY CORPORATION	P	05/01/12	09/09/13
i CLARK CNTY IN JAIL HLDG CORP	P	07/01/08	08/01/13
j CONSOL ENERGY INCORPORATED	P	03/08/12	06/04/13
k CORTS TRUST II FOR GOLDMAN	P	05/25/10	02/27/13
l CORTS TRUST II FOR GOLDMAN	P	05/25/10	02/28/13
m DUPONT EI NEMOURS & CO	P	03/27/08	05/15/13
n DUPONT EI NEMOURS & CO	P	04/14/10	05/15/13
o DUPONT EI NEMOURS & CO	P	04/15/10	05/15/13

(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 7,105.		6,054.	1,051.
b 28,637.		24,704.	3,933.
c 36,029.		31,073.	4,956.
d 9,973.		9,884.	89.
e 5,832.		5,590.	242.
f 54,438.		44,862.	9,576.
g 122,441.		86,946.	35,495.
h 39,192.		30,119.	9,073.
i 50,682.		50,194.	488.
j 33,894.		33,184.	710.
k 37,094.		30,986.	6,108.
l 9,856.		8,263.	1,593.
m 46,686.		40,165.	6,521.
n 5,492.		3,958.	1,534.
o 30,208.		21,544.	8,664.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,051.
b			3,933.
c			4,956.
d			89.
e			242.
f			9,576.
g			35,495.
h			9,073.
i			488.
j			710.
k			6,108.
l			1,593.
m			6,521.
n			1,534.
o			8,664.

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

THE SHOFF FOUNDATION, INC

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	EATON VANCE TXMD GL BUYWR OPP	P	03/09/10	08/28/13
b	EXXON MOBIL CORPORATION	P	08/18/94	03/15/13
c	EXXON MOBIL CORPORATION	P	08/18/94	09/09/13
d	FIRST TRUST TACTICAL INCOME	P	VARIOUS	08/08/13
e	FIRST TRUST TACTICAL INCOME	P	08/10/11	08/08/13
f	FIRST TRUST TARGET GLOBAL DVD	P	04/11/12	07/12/13
g	FIRST TRUST TARGET GLOBAL DVD	P	06/26/12	07/21/13
h	GOLDMAN SACHS GROUP INC	P	10/26/10	02/27/13
i	GHSBC HOLDINGS PLC PERP PREF	P	06/18/10	04/04/13
j	HALLIBURTON COMPANY	P	10/19/06	06/04/13
k	JENNETTE PA SCH DIST	P	01/01/04	08/01/13
l	LLOYDS TSB GROUP PLC	P	06/30/10	04/04/13
m	MERCK & COMPANY INC	P	02/14/11	10/16/13
n	NUVEEN ARIZONA MUNI BOND FUND	P	11/14/07	07/05/13
o	NUVEEN ARIZONA MUNI BOND FUND	P	11/14/07	09/09/13

(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 33,240.		33,957.	<717.>
b 44,400.		7,571.	36,829.
c 43,696.		7,572.	36,124.
d 8,056.		7,411.	645.
e 112,664.		99,402.	13,262.
f 52,913.		49,998.	2,915.
g 111,565.		99,941.	11,624.
h 42,026.		40,005.	2,021.
i 27,881.		25,005.	2,876.
j 66,879.		47,460.	19,419.
k 74,439.		74,993.	<554.>
l 27,316.		25,005.	2,311.
m 69,789.		49,641.	20,148.
n 200,000.		185,903.	14,097.
o 200,000.		194,634.	5,366.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<717.>
b			36,829.
c			36,124.
d			645.
e			13,262.
f			2,915.
g			11,624.
h			2,021.
i			2,876.
j			19,419.
k			<554.>
l			2,311.
m			20,148.
n			14,097.
o			5,366.

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
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). If (loss), enter "-0-" in Part I, line 8 }	3

THE SHOFF FOUNDATION, INC

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	PROCTER & GAMBLE COMPANY	P	08/18/94	09/09/13
b	SALT RIVER PROJ AZ AGRIC	P	10/29/02	01/02/13
c	EV ENERGY PARTNERS, L.P. - SECTION 1231 GAIN	P	VARIOUS	12/31/13
d	LINN ENERGY, LLC - SECTION 1231 LOSS	P	VARIOUS	12/31/13
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 61,822.		11,239.	50,583.
b 70,000.		70,000.	0.
c 172.			172.
d		2,537.	<2,537.>
e 16,280.			16,280.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			50,583.
b			0.
c			172.
d			<2,537.>
e			16,280.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	320,897.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LAKE GEORGE LAND CONSERVANCY P.O. BOX 1250 BOLTON LANDING, NY 12814	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	10,000.
WILTON CANDLELIGHT CONCERTS, INC P.O. BOX 3, WILTON LIBRARY WILTON, CT 06897	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
FMC OF COBB COUNTY, INC 3506 WELLSLEY DR POWDER SPRINGS, GA 30127	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	2,500.
HEBRON CHRISTIAN ACADEMY 1975 OLD PEACHTREE RD DACULA, GA 30019	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	8,000.
EAGLE RANCH, INC 5500 UNION CHURCH RD FLOWERY BRANCH, GA 30542	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	12,000.
WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
ATLANTA RMH CHARITIES 795 GATEWOOD RD NE ATLANTA, GA 30329	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	1,000.
WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON, CT 06897	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
Total from continuation sheets				48,500.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ALLIANCE RESOURCE PARTNERS, L.P. - FORM 1065 - SCH K-1	2.	2.	
LINN ENERGY, LLC - FORM 1065 - SCH K-1	150.	150.	
RAYMOND JAMES	3,062.	3,062.	
RAYMOND JAMES-TAX EXEMPT	41,816.	41,816.	
RLM ENTERPRISES, INC	3,062.	3,062.	
TOTAL TO PART I, LINE 3	48,092.	48,092.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RAYMOND JAMES	115,158.	16,280.	98,878.	98,878.	
RAYMOND JAMES-TAX EXEMPT DIVIDENDS	19,771.	0.	19,771.	19,771.	
TO PART I, LINE 4	134,929.	16,280.	118,649.	118,649.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALLIANCE RESOURCE PARTNERS L.P. - FORM 1065 - SCH K-1 ORDINARY INCOME	110.	110.	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - ORDINARY INCOME	<5,460.>	<5,460.>	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - SECT 59(E)(2) EXPENDITURES	<3,806.>	<3,806.>	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - ROYALTY INCOME	138.	138.	
LINN ENERGY, LLC - FORM 1065 - SCH K-1 - ORDINARY INCOME	15,815.	15,815.	
LINN ENERGY, LLC - FORM 1065 - SCH K-1 - SECT 59(E)(2) EXPENDITURES	<26,669.>	<26,669.>	
	<19,872.>	<19,872.>	

TOTAL TO FORM 990-PF, PART I, LINE 11

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	7,699.	7,699.		0.
TO FORM 990-PF, PG 1, LN 16B	7,699.	7,699.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES-CONSULTING	2,000.	1,000.		1,000.
TO FORM 990-PF, PG 1, LN 16C	2,000.	1,000.		1,000.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER'S PAYROLL TAXES	4,278.	1,426.		2,852.
FOREIGN TAXES PAID	363.	363.		0.
WEBSITE DEVELOPMENT	162.	162.		0.
OFFICE SUPPLIES	323.	161.		162.
ANNUAL CORPORATION REGISTRATION	30.	30.		0.
TO FORM 990-PF, PG 1, LN 23	5,156.	2,142.		3,014.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
TRANSFERRED FROM SHELDON SHOFF CHARITABLE TRUST #86-6229241	4,174,382.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,174,382.

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE	STATEMENT	8
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DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
RLM ENERPRISES, INC	139,839.	0.	139,839.
TOTAL TO FM 990-PF, PART II, LN 7	139,839.	0.	139,839.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BRYAN TX 4.75%		X	105,802.	102,796.
PEARLAND TX 4.75%		X	100,643.	106,867.
NORTHWEST TX SCH DISTRICT		X	60,230.	65,225.
BRAZORIA CNTY TX 5.0%		X	104,886.	105,128.
MESA AZ 4.75%		X	103,515.	111,037.
LUBBOCK TX SCH DISTRICT		X	100,865.	104,247.
ODESSA TX 4.6%		X	81,594.	83,297.
GODLEY EX INDPT SCH DIST		X	105,962.	108,286.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			763,497.	786,883.
TOTAL TO FORM 990-PF, PART II, LINE 10A			763,497.	786,883.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXXON CORPORATION	16,712.	101,200.
JOHNSON & JOHNSON	9,696.	36,636.
JOHNSON & JOHNSON	31,434.	119,067.
MCDONALD'S CORPORATION	52,609.	359,011.
MCDONALD'S CORPORATION	71,438.	126,139.
NOVARTIS AG SPONSORED ADR	54,647.	80,380.
CHEVRON	68,961.	124,910.
JOHNSON & JOHNSON	23,845.	36,636.
BOEING COMPANY	47,112.	88,719.
BOEING COMPANY	21,008.	47,772.
CSX CORPORATION	32,282.	40,278.
CSX CORPORATION	21,844.	28,770.
FREEPORT-MCMORAN COPPER & GOLD	38,954.	37,740.
CLIFFS NATURAL RESOURCES INC	42,204.	31,452.
ENERPLUS CORPORATION	24,763.	27,270.
APACHE CORPORATION	60,999.	60,158.
CATERPILLAR INCORPORATED	87,226.	90,810.
CLIFFS NATURAL RESOURCES INC	36,803.	26,210.
CLIFFS NATURAL RESOURCES INC	52,703.	73,388.
ENERPLUS CORPORATION	51,367.	56,358.
FIRST ENERGY CORPORATION	30,235.	24,735.
FIRST ENERGY CORPORATION	28,130.	24,735.
FREEPORT-MCMORAN COPPER & GOLD	15,917.	18,870.
FREEPORT-MCMORAN COPPER & GOLD	79,565.	94,350.
POTASH CORPORATION	62,081.	65,920.
POTASH CORPORATION	32,515.	32,960.
FIRST TRUST SR LOAN & LTD DUR	74,999.	69,135.
FIRST TRUST SR LOAN & LTD DUR	50,002.	47,318.
FIRST TRUST SR LOAN & LTD DUR	70,000.	65,281.
FIRST TRUST TARGET GLOBAL DVD	116,112.	131,471.
FIRST TRUST TARGET GLOBAL DVD	99,997.	114,275.
FIRST TRUST SR LOAN & LTD DUR	114,999.	103,477.
ADVISORS ASSET MGMT STEELPATH	49,996.	51,345.
ADVISORS ASSET MGMT STEELPATH	2,288.	2,336.
FIRST TRUST TARGET GLOBAL DVD	100,002.	107,543.
FIRST TRUST TARGET GLOBAL DVD	3,732.	3,980.
FIRST TRUST TARGET GLOBAL DVD	124,995.	140,466.
FIRST TRUST TARGET GLOBAL DVD	5,683.	6,154.
FIRST TRUST TARGET GLOBAL DVD	14,034.	14,995.
FIRST TRUST SR LOAN & LTD DUR	9,151.	8,724.
FIRST TRUST EQUITY CE 26 TERM	48,387.	47,472.
FIRST TRUST EQUITY CE 26 TERM	3,522.	3,590.
FIRST TRUST DIVIDEND & INCOME	99,996.	96,622.
FIRST TRUST DIVIDEND & INCOME	4,759.	4,900.
FIRST TRUST TARGET GLOBAL DVD	119,988.	124,390.
FIRST TRUST TARGET GLOBAL DVD	129,985.	134,579.
FIRST TRUST TARGET GLOBAL DVD	4,268.	4,371.

EV ENERGY PARTNERS	49,692.	33,930.
EV ENERGY PARTNERS	47,585.	33,930.
EV ENERGY PARTNERS	72,346.	57,681.
EV ENERGY PARTNERS	31,019.	27,144.
LINN ENERGY LLC	38,219.	32,514.
LINN ENERGY LLC	16,131.	13,671.
LINN ENERGY LLC	47,951.	36,948.
LINN ENERGY LLC	49,415.	40,027.
LINN ENERGY LLC	69,406.	61,580.
LINN ENERGY LLC	90,269.	123,160.
EATON VANCE TAX MANAGED GBL	47,429.	45,000.
EATON VANCE TAX MANAGED GBL	3,933.	4,280.
EATON VANCE TAX MANAGED GBL	46,057.	50,720.
ALPS ETF TRUST ALERIAN	43,160.	44,475.
ALPS ETF TRUST ALERIAN	17,259.	17,790.
BLACKROCK MUNIHLDS INSTM	48,195.	47,576.
BLACKROCK MUNIHLDS INSTM	37,337.	37,560.
EATON VANCE TAX MANAGED GBL	28,166.	30,000.
EATON VANCE TAX MANAGED GBL	32,993.	35,000.
NUVEEN MULTISTATE TRI	172,925.	198,592.
EATON VANCE TAX MANAGED GBL	3,924.	0.

TOTAL TO FORM 990-PF, PART II, LINE 10B

3,335,356.

4,108,476.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	THE SHOFF FOUNDATION, INC	Employer identification number (EIN) or 45-2717854
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O GERALD R STINNETT CPA - 1325 SATELLITE BLVD,	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SUWANEE, GA 30024	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

GERALD R STINNETT

- The books are in the care of ► **1325 SATELLITE BLVD, SUITE 1001 - SUWANEE, GA 30024**
Telephone No. ► **770-497-1122** Fax No. ► **770-497-1999**

- 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,000.
b If this application is for Forms 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	\$	0.
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	\$	10,000.

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- 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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	THE SHOFF FOUNDATION, INC	Employer identification number (EIN) or 45-2717854
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O GERALD R STINNETT CPA - 1325 SATELLITE BLVD,	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SUWANEE, GA 30024	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
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- 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 10,000.
b If this application is for Forms 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	\$ 0.
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	\$ 10,000.

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