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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.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

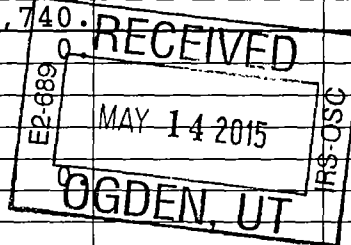
, and ending

Name of foundation KNOFF FAMILY FOUNDATION, INC. & CHARLES E KNOFF JR		A Employer identification number 57-1179990
Number and street (or P.O. box number if mail is not delivered to street address) 6680 SE HARBOR CIRCLE	Room/suite	B Telephone number 781-246-1810
City or town, state or province, country, and ZIP or foreign postal code STUART, FL 34996		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) \$ 10,520,899. (Part I, column (d) must be on cash basis)	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		4,150,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14,753.	14,753.		STATEMENT 1
4 Dividends and interest from securities		178,727.	178,727.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		57,692.			
b Gross sales price for all assets on line 6a	2,004,628.				
7 Capital gain net income (from Part IV, line 2)			57,692.		
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		1,568.	1,568.		STATEMENT 3
12 Total. Add lines 1 through 11		4,402,740.	252,740.		
13 Compensation of officers, directors, trustees, etc		0.			0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	2,900.			0.
c Other professional fees					
17 Interest					
18 Taxes	STMT 5	1,802.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	106,899.	94,045.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		111,601.	94,045.		0.
25 Contributions, gifts, grants paid		371,402.			371,402.
26 Total expenses and disbursements. Add lines 24 and 25		483,003.	94,045.		371,402.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,919,737.			
b Net investment income (if negative, enter -0-)			158,695.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 14 2015

Operating and Administrative Expenses



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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	9,649.	40,699.	40,699.	
	2 Savings and temporary cash investments	171,254.	2,079.	2,079.	
	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 ▶				
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 7		6,036,529.	10,094,391.	10,478,121.	
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)		6,217,432.	10,137,169.	10,520,899.	
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				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
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 ▶ <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
		27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	6,217,432.	10,137,169.	
30 Total net assets or fund balances	6,217,432.	10,137,169.			
31 Total liabilities and net assets/fund balances	6,217,432.	10,137,169.			

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	6,217,432.
2 Enter amount from Part I, line 27a	2	3,919,737.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,137,169.
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	10,137,169.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 2,004,628.		1,946,936.	57,692.

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			57,692.

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	57,692.
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))
2013	212,877.	3,577,020.	.059512
2012	171,372.	2,859,283.	.059935
2011	146,438.	2,378,616.	.061564
2010	117,640.	1,936,774.	.060740
2009	83,866.	1,595,847.	.052553

2 Total of line 1, column (d)	2	.294304
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	.058861
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,689,054.
5 Multiply line 4 by line 3	5	393,724.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,587.
7 Add lines 5 and 6	7	395,311.
8 Enter qualifying distributions from Part XII, line 4	8	371,402.

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.

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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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,174.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,174.
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	3,174.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,480.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,480.	
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	694.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 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
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
1c 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 type="checkbox"/> FL		
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 2014 or the taxable year beginning in 2014 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JEFFREY P. MANNING Telephone no. ► 781-246-1810 Located at ► 90 BAYSTATE RD., WAKEFIELD, MA ZIP+4 ► 01880			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► N/A <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) 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 2014? 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)?

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

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?

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
CHARLES E. KNOPF JR	TRUSTEE			
6680 SE HARBOR CIRCLE	0.00	0.	0.	0.
STUART, FL 34996				
JEFFREY P. MANNING	TRUSTEE			
90 BAYSTATE RD	0.00	0.	0.	0.
WAKEFIELD, MA 01880				
ASHLEY J. KNOPF CAPPELEN	TRUSTEE			
2190 MANGROVE DRIVE	0.00	0.	0.	0.
VERO BEACH, FL 32963				

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
NONE				

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

0

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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	6,635,708.
b	Average of monthly cash balances	1b	155,210.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,790,918.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,790,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,864.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,689,054.
6	Minimum investment return. Enter 5% of line 5	6	334,453.

Part XI

Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	334,453.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,174.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,174.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	331,279.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	331,279.
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	331,279.

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	371,402.
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	371,402.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	371,402.

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.

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KNOFF FAMILY FOUNDATION, INC.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				331,279.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	4,970.			
b From 2010	21,521.			
c From 2011	29,541.			
d From 2012	34,664.			
e From 2013	38,972.			
f Total of lines 3a through e	129,668.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	371,402.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				331,279.
e Remaining amount distributed out of corpus	40,123.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	169,791.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	4,970.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	164,821.			
10 Analysis of line 9:				
a Excess from 2010	21,521.			
b Excess from 2011	29,541.			
c Excess from 2012	34,664.			
d Excess from 2013	38,972.			
e Excess from 2014	40,123.			

KNOFF FAMILY FOUNDATION, INC.

Form 990-PF (2014)

% CHARLES E KNOFF JR

57-1179990 Page 11

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				
AUDOBON OF MARTIN COUNTY 621 S.E. PALM BEACH BLVD STUART, FL 34994	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
BEAR HILL CONSERVANCY TRUST 7 BLISS LANE LYME, NH 03768	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
BIG DOG RESCUE RANCH 1090 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PUBLIC CHARITY	GENERAL USE	35,000.
CANINE COMPANIONS PO BOX 680388 ORLANDO, FL 32868	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
Total	SEE CONTINUATION SHEET(S)			3a 371,402.
b Approved for future payment				
NONE				
Total				3b 0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

KNOPF FAMILY FOUNDATION, INC.
% CHARLES E KNOPF JR

Employer identification number

57-1179990

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

KNOFF FAMILY FOUNDATION, INC.
 % CHARLES E KNOFF JR

Employer identification number

57-1179990

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES E. KNOFF, JR 6680 SE HARBOR CIRCLE STUART, FL 34996	\$ 3,800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	CLOUD BREAK. LLC 6680 SE HARBOR CIRCLE STUART, FL 34996	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

KNOFF FAMILY FOUNDATION, INC.
% CHARLES E KNOFF JR

Employer identification number

57-1179990

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

KNOFF FAMILY FOUNDATION, INC.

57-1179990

% CHARLES E KNOFF JR

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 SHORT TERM COVERED SECURITIES (043781)		P	VARIOUS	
b LONG TERM COVERED SECURITIES (043781)		P	VARIOUS	
c SHORT TERM COVERED SECURITIES (043780)		P	VARIOUS	
d ONE GAS INC		P	03/28/13	03/04/14
e ONE GAS INC		P	04/12/13	03/04/14
f ONE GAS INC		P	06/05/13	03/04/14
g ONE GAS INC		P	12/30/13	03/04/14
h WASHINGTON PRIME GROUP INC		P	11/19/13	06/18/14
i WASHINGTON PRIME GROUP INC		P	12/18/13	06/18/14
j WASHINGTON PRIME GROUP INC		P	12/30/13	06/18/14
k LONG TERM COVERED SECURITIES (043780)		P	VARIOUS	
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 -141,429.			-141,429.
b 135,465.		105,957.	29,508.
c 1,334,181.		1,230,966.	103,215.
d 2,641.		1,770.	871.
e 882.		620.	262.
f 880.		555.	325.
g 3,522.		3,092.	430.
h 989.		916.	73.
i 989.		912.	77.
j 1,979.		1,846.	133.
k 664,529.		600,302.	64,227.
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			-141,429.
b			29,508.
c			103,215.
d			871.
e			262.
f			325.
g			430.
h			73.
i			77.
j			133.
k			64,227.
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	57,692.
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

**KNOFF FAMILY FOUNDATION, INC.
% CHARLES E KNOFF JR**

57-1179990

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
CARING FILEDS FELINES PO BOX 1693 PALM CITY, FL 34990	NONE	PUBLIC CHARITY	GENERAL USE	6,000.
CAUSE 4 PAWS 5513 PALM LAKE CIRCLE ORLANDO, FL 32819	NONE	PUBLIC CHARITY	GENERAL USE	10,902.
CENTRAL FLORIDA ANIMAL RESERVE PO BOX 184 SHARPES, FL 32959	NONE	PUBLIC CHARITY	GENERAL USE	15,000.
CLASS, INC. ONE PARKER ST LAWRENCE, MA 01843	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
EQUINE RESCUE & ADOPTION FOUNDATION 10152 WEST INDIANTOWN RD SUITE 136 JUPITER, FL 33478	NONE	PUBLIC CHARITY	GENERAL USE	17,000.
FLORIDA OCEANOGRAPHIC SOCIETY 890 NE OCEAN BLVD STUART, FL 34996	NONE	PUBLIC CHARITY	GENERAL USE	15,000.
HUMANE SOCIETY OF ST. LUCIE COUNTY PO BOX 14199 FORT PIERCE, FL 34979	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
HUMANE SOCIETY OF THE TREASURE COAST, INC 4100 SW LEIGHTON FARM AVE PALM CITY, FL 34990	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
LIVE AND LET LIVE FARM, INC. 20 PARADISE LANE CHICHESTER, NH 03258	NONE	PUBLIC CHARITY	GENERAL USE	17,000.
LOGGERHEAD MARINE LIFE CENTER 14200 US HIGHWAY ONE JUNO BEACH, FL 33408	NONE	PUBLIC CHARITY	GENERAL USE	12,000.
Total from continuation sheets				306,402.

**KNOPF FAMILY FOUNDATION, INC.
& CHARLES E KNOPF JR**

57-1179990

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
LOON PRESERVATION COMMITTEE LEE'S MILL RD MOULTONBOROUGH, NH 03254	NONE	PUBLIC CHARITY	GENERAL USE	11,000.
LOVE A SEA TURTLE PO BOX 20154 GREENVILLE, SC 27858	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
MAKE A WISH FOUNDATION 348 PARK AVENUE SOUTH WINTER PARK, FL 32789	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
MARTIN HEALTH FOUNDATION PO BOX 9010 STUART, FL 34995	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
MCCARTHY'S WILDLIFE SANCTUARY, INC. 12943 61ST STREET N. WEST PALM BEACH, FL 33412	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
NATURE CONSERVANCY IN FLORIDA 222 S. WESTMONTE DRIVE, SUITE 300 ALTAMONTE SPRINGS, FL 32714	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
NEW HAMPSHIRE HUMANE SOCIETY 1305 MEREDITH CENTER ROAD LACONIA, NH 03247	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
NEW HAMPSHIRE SPCA 104 PORTSMOUTH AVE STRATHAM, NH 03885	NONE	PUBLIC CHARITY	GENERAL USE	8,000.
NORTHEAST ANIMAL SHELTER 347 HIGHLAND AVE. SALEM, MA 01970	NONE	PUBLIC CHARITY	GENERAL USE	15,000.
ORLANDO HEALTH FOUNDATION 1414 KUHLE AVENUE ORLANDO, FL 32806	NONE	PUBLIC CHARITY	GENERAL USE	7,000.
Total from continuation sheets				

**KNOFF FAMILY FOUNDATION, INC.
% CHARLES E KNOFF JR**

57-1179990

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
PET AND WILDLIFE FUND 1969 MOUNTAIN BLVD OAKLAND, CA 94611	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
PHI GAMMA DELTA 1201 RED MILE ROAD, PO BOX 4599 LEXINGTON, KY 40544-4599	NONE	PUBLIC CHARITY	GENERAL USE	2,000.
RIVERS COALITION PO BOX 2627 STUART, FL 34995	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
SAVE OUR LEATHERBACKS OPERATION 4582 EAST KINGSWOOD DRIVE KINGSWOOD, TX 77345	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
SAVE THE MANATEE CLUB 500 N MAITLAND AVE MAITLAND, FL 32751	NONE	PUBLIC CHARITY	GENERAL USE	17,500.
SHRINER'S HOSPITAL 51 BLOSSOM ST. BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL USE	23,000.
SOUTH FLORIDA WILDLIFE CENTER 3200 SW 4 AVENUE FORT LAUDERDALE, FL 33315	NONE	PUBLIC CHARITY	GENERAL USE	30,000.
YOUNG AMERICA'S FOUNDATION 110 ELDEN ST HERNDON, VA 20170	NONE	PUBLIC CHARITY	GENERAL USE	10,000.
Total from continuation sheets				

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
MSSB - 122159	13,816.	13,816.	
MSSB - 43780	57.	57.	
MSSB - 43781	56.	56.	
PEOPLE'S UNITED BANK	824.	824.	
TOTAL TO PART I, LINE 3	14,753.	14,753.	

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
MSSB - 43780	80,760.	0.	80,760.	80,760.	
MSSB - 43781	97,967.	0.	97,967.	97,967.	
TO PART I, LINE 4	178,727.	0.	178,727.	178,727.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MSSB - 43780	1,568.	1,568.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,568.	1,568.	

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	2,900.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,900.	0.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	1,793.	0.		0.
FOREIGN TAXES	9.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,802.	0.		0.

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
FILING FEES	61.	0.		0.
MISCELLANEOUS	1,778.	0.		0.
SERVICE FEES	15.	0.		0.
INVESTMENT MANAGEMENT FEES	94,045.	94,045.		0.
CONTRACT SERVICES	11,000.	0.		0.
TO FORM 990-PF, PG 1, LN 23	106,899.	94,045.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY	COST	10,094,391.	10,478,121.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,094,391.	10,478,121.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	8
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NAME OF CONTRIBUTOR	ADDRESS
CHARLES E. KNOFF, JR.	6680 SE HARBOR CIRCLE STUART, FL 34996
CLOUD BREAK. LLC	6680 SE HARBOR CIRCLE STUART, FL 34996

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDCHARLES E. KNOPF, JR.
5680 SE HARBOR CIRCLE
STUART, FL 34996TELEPHONE NUMBER

772-225-1932

FORM AND CONTENT OF APPLICATIONSFORMAL LETTER STATING REQUEST AND CHARITABLE PURPOSE OF ORGANIZATION
REQUESTING.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE