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**Return of Private Foundation**

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

**2014**

Department of the Treasury  
Internal Revenue Service

Do 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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation **THE SHILOFF FAMILY FOUNDATION**  
**C/O ROBERT M. SHILOFF**

Number and street (or P O box number if mail is not delivered to street address)  
**5709 BURNING TREE**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
**EL PASO, TX 79912**

**A** Employer identification number  
**74-2691141**

**B** Telephone number (see instructions)  
 ( ) -

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

**G** Check all that apply

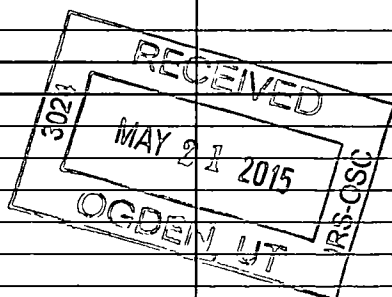
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 4,026,095.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	145,586.	145,586.		ATCH 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	32,902.			
<b>b</b>	Gross sales price for all assets on line 6a	256,467.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		32,902.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule) ATCH 2	2,004.	2,004.		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	180,492.	180,492.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	0			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule) ATCH 3	2,010.	2,010.		
<b>c</b>	Other professional fees (attach schedule) [4]	7,302.	7,302.		
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) [5]	1,845.	187.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) ATCH 6	674.	674.		
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	11,831.	10,173.		
<b>25</b>	Contributions, gifts, grants paid	205,000.			205,000.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	216,831.	10,173.	0	205,000.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-36,339.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		170,319.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				



SCANNED MAY 27 2015

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	148,216.	76,192.	76,192.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	2,843,787.	2,879,472.	3,949,903.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	2,992,003.	2,955,664.	4,026,095.		
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 (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	2,992,003.	2,955,664.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)	2,992,003.	2,955,664.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,992,003.	2,955,664.			

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	2,992,003.
2	Enter amount from Part I, line 27a	2	-36,339.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,955,664.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	2,955,664.

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns (a) through (k) for listing property sold, including depreciation, cost basis, and gain/loss calculations. Includes rows for 'SEE PART IV SCHEDULE' and 'Capital gain net income or (net capital loss)'.

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 [X] No

Table for qualification under Section 4940(e) with columns (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, and (d) Distribution ratio. Includes rows for total, average ratio, and final qualification calculation.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 1,806.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Rows 6 and 7 have 'X' marks in the Yes column.

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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of ROBERT M SHILOFF Telephone no 915-584-3942 Located at 5709 BURNING TREE EL PASO, TX ZIP+4 79912
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
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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?
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
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
-----		
-----		
-----		
-----		
-----		

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	



**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	3,978,438.
b	Average of monthly cash balances	1b	154,926.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,133,364.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,133,364.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,000.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,071,364.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	203,568.

**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	203,568.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,406.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	200,162.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	200,162.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	200,162.

**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	205,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	205,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	205,000.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7 . . . . .				200,162.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .			67,589.	
b Total for prior years 20 12 , 20 11 , 20 10 . . . . .				
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . .				
b From 2010 . . . . .				
c From 2011 . . . . .				
d From 2012 . . . . .				
e From 2013 . . . . .				
f Total of lines 3a through e . . . . .	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 205,000 . . . . .				
a Applied to 2013, but not more than line 2a . . . . .			67,589.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2014 distributable amount . . . . .				137,411.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				62,751.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2010 . . . . .				
b Excess from 2011 . . . . .				
c Excess from 2012 . . . . .				
d Excess from 2013 . . . . .				
e Excess from 2014 . . . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Exempt activities, 2e Exempt activities subtraction, 3 Alternative tests (Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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 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
<p><b>a</b> <i>Paid during the year</i></p> <p>ATCH 10</p>				
<b>Total</b> . . . . .				205,000.
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> . . . . .				



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No [X]

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Sign Here: Signature of officer or trustee, Date 5/13/15, Title President.
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only
Print/Type preparer's name: MARY CARMEN BRIONES
Preparer's signature: [Signature]
Date: 5/13/15
Check [ ] if self-employed
PTIN: P00533123
Firm's name: PENA BRIONES MCDANIEL (& CO), P.C.
Firm's EIN: 74-2642884
Firm's address: 4171 N. MESA, SUITE B-100 EL PASO, TX
Phone no: 79902-1498 915-542-1733

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
39,377.		C&S EMERGING MKT RL EST FND C 61,241.				VAR -21,864.	04/28/2014	
30,001.		AMER CAP WORLD GROWTH & INC A 20,492.				VAR 9,509.	12/01/2014	
3,777.		VARIOUS CALLS				VAR 3,777.	VAR	
9,740.		EXELON CORPORATION 12,036.				VAR -2,296.	05/02/2014	
15,199.		AM BEV SA SHS ADR 8,863.				06/30/2010 6,336.	05/28/2014	
84,748.		ISHARES CORE S&P MIDCAP 47,051.				09/04/2008 37,697.	07/21/2014	
22,799.		ANHEUSER-BUSCH INBEV ADR 21,869.				05/28/2014 930.	09/22/2014	
8,170.		ELEMENTS ROGERS METALS 10,306.				01/11/2010 -2,136.	12/01/2014	
13,900.		ELEMENTS RPGERS AGRIC TR 14,973.				01/11/2010 -1,073.	12/01/2014	
8,951.		ORANGE ADR 11,791.				VAR -2,840.	12/01/2014	
19,805.		SPDR GOLD TRUST 14,943.				07/08/2009 4,862.	12/01/2014	
TOTAL GAIN (LOSS) .....						<u>32,902.</u>		

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH-INTEREST & DIVIDENDS	145,586.	145,586.
TOTAL	<u>145,586.</u>	<u>145,586.</u>



ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS INCOME	<u>2,004.</u>	<u>2,004.</u>
TOTALS	<u><u>2,004.</u></u>	<u><u>2,004.</u></u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	2,010.	2,010.		
TOTALS	<u>2,010.</u>	<u>2,010.</u>		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH-INVEST ACCT FEES	7,302.	7,302.
TOTALS	<u>7,302.</u>	<u>7,302.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN INCOME TAXES WITHHELD	187.	187.
2013 FEDERAL EXCISE TAXES	58.	
2014 FEDERAL EXCISE TAXES	1,600.	
TOTALS	<u>1,845.</u>	<u>187.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS EXPENSES	674.	674.
TOTALS	<u>674.</u>	<u>674.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN NEW WORLD FUND CL A	42,713.	42,713.	58,569.
ML ACCOUNT #530-07H29-STOCKS	214,697.	217,838.	382,468.
ML ACCT #530-07H29-MUTUAL FDS	138,555.	177,239.	372,218.
ML ACCT #530-07H29-OTHER	25,279.		
ML ACCT 530-07H31-MUTUAL FUNDS	694,845.	630,937.	1,077,473.
ML ACCT 530-07H31 - STOCKS		116,992.	121,046.
ML ACCT 530-07H31 - SHORT		-3,071.	-3,824.
AMERICAN CAPITAL WORLD G&I FD	263,000.	242,508.	297,442.
AMERICAN EURO PACIFIC GROWTH	107,402.	107,402.	130,740.
WISDOMTREE AUSTRALIA DIV FD	49,953.	49,953.	44,929.
AMERICAN CAP INC BLDR FD SBI C	97,732.	97,732.	128,104.
AMERICAN NEW PERSPECTIVE FD A	82,242.	82,242.	110,892.
AMERICAN SMALL CAP WORLD FD	26,706.	26,706.	32,856.
AMERICAN INC FUND OF AMER CL A	125,864.	125,864.	148,005.
BLACKROCK GLOBAL ALLOC FD INC	97,919.	97,919.	116,579.
BLACKROCK EQUITY DIV FUND	61,024.	61,024.	104,740.
BLACKROCK LATIN AMERICA FD	40,046.	40,046.	35,121.
AMERICAN AMCAP FD CLA	68,530.	68,530.	88,817.
AMERICAN CAP WORLD BD FD	73,344.	73,344.	73,099.
BLACKROCK CREDIT ALLCT INC TR	39,033.	39,033.	24,942.
BLACKROCK GNMA A	8,364.	8,364.	8,159.
COHEN & STEERS EMERG MKT RL ES	61,312.		
AMERICAN BOND FUND OF AMERICA	56,423.	56,423.	67,477.
INVESCO EUR SMALL CO FUND	27,355.	27,355.	34,735.
INVESCO INTL SM CO FUND	23,072.	23,072.	21,809.
INVESCO CORE PLUS BOND FUND	87,743.	87,743.	98,683.
INVESCO SHORT TERM BOND FUND	49,439.	49,439.	48,487.
INVESCO DEVELOPING MKTS FUND	66,524.	66,524.	62,208.
INVESCO EUROPEAN GROWTH FUND	54,237.	54,237.	66,206.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WESTERN ASSET MIDDLE MKT DEBT	51,250.	51,250.	45,586.
OPPENHEIMER SR FLOATING RATE A	59,445.	59,445.	57,393.
OPPENHEIMER SR FLOATING RATE Y	25,000.	25,000.	24,106.
TIME WARNER CABLE INC BOND	24,739.	24,169.	25,231.
WESTERN ASSET MIDDLE MKT INC F		51,500.	45,607.
TOTALS	<u>2,843,787.</u>	<u>2,879,472.</u>	<u>3,949,903.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

NAME AND ADDRESS

ROBERT M & SARA SHILOFF  
5709 BURNING TREE  
EL PASO, TX 79912-4105



THE SHILOFF FAMILY FOUNDATION

74-2691141

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
ROBERT M. SHILOFF 5709 BURNING TREE EL PASO, TX 79912	DIR/VP AS REQ
SARA P. SHILOFF 5709 BURNING TREE EL PASO, TX 79912	DIR/SEC/TREAS AS REQ
BRYAN SHILOFF 5709 BURNING TREE EL PASO, TX 79912	VP AS REQ
STUART P. SHILOFF 433 GOLDEN SPRINGS DR EL PASO, TX 79912	PRES AS REQ
ROBYN SHILOFF KELLY 5709 BURNING TREE EL PASO, TX 79912	VP AS REQ

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE SCHEDULE ATTACHED - ATTACHMENT 12

NONE

ANNUAL GRANTS

205,000.

TOTAL CONTRIBUTIONS PAID

205,000.

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

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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MISCELLANEOUS RECEIPTS

2,004.

TOTALS

2,004.

FORM 990PE, PART XV--GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Alzheimer's Association of El Paso 4687 N. Mesa El Paso, TX 79912	None 501(c)(3)	2014 Grant	3,000
Animal Rescue League of El Paso P.O. Box 13055 El Paso, TX 79913	None 501(c)(3)	2014 Grant	2,500
Assistance League of El Paso P.O. Box 3735 El Paso, TX 79923	None 501(c)(3)	2014 Grant	4,000
Border Youth Athletic Association 6801 Commerce Ave., Bldg. 7D El Paso, TX 79925	None 501(c)(3)	2014 Grant	2,500
Candelighters of El Paso 661 S. Mesa Hills, Suite 203 El Paso, TX 79912	None 501(c)(3)	2014 Grant	3,000
CASA of El Paso 500 E. San Antonio St., Suite 312 El Paso, TX 79901	None 501(c)(3)	2014 Grant	3,000
Center Against Family Violence P. O. Box 26219 El Paso, Texas 79926	None 501(c)(3)	2014 Grant	5,000
Children's Grief Center of El Paso 11625 Pellicano Drive El Paso, Texas 79936	None 501(c)(3)	2014 Grant	3,000
Child Crisis Center of El Paso Attn: Stephanie Dodson 2100 N. Stevens El Paso, TX 79930	None 501(c)(3)	2014 Grant	4,000

THE SHILOFF FAMILY FOUNDATION

74-2691141

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Community Partners of El Paso 119 N. Stanton - Rainbow Room El Paso, TX 79901	None 501(c)(3)	2014 Grant	3,000
Consumer Credit Counseling Center YWCA - 1918 Texas El Paso, TX 79901	None 501(c)(3)	2014 Grant	5,000
Crimestoppers of El Paso P. O. Box 33 El Paso, TX 79940	None 501(c)(3)	2014 Grant	4,000
El Paso Bridges Academy 901 Arizona Ave. El Paso, TX 79902	None 501(c)(3)	2014 Grant	5,000
El Paso Child Guidance Center Attn: Sue Jacobson 2701 E. Yandell El Paso, TX 79903	None 501(c)(3)	2014 Grant	4,000
El Paso Drive a Meal Council Yvonne Reyes, Coordinator 4120 Rio Bravo El Paso, TX 79902	None 501(c)(3)	2014 Grant	3,000
El Paso Holocaust Museum 715 N. Oregon El Paso, TX 79902	None 501(c)(3)	2014 Grant	5,000
El Paso Lighthouse for the Blind 200 Washington Street El Paso, TX 79905	None 501(c)(3)	2014 Grant	3,000
El Paso Museum of Art 1 Arts Festival Plaza El Paso, TX 79901	None 501(c)(3)	2014 Grant	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
El Paso Opera Co. 310 N. Mesa #601 El Paso, TX 79901	None 501(c)(3)	2014 Grant	7,500
El Paso Symphony Attn: Ruth Eillen Jacobson P.O. Box 180 El Paso, TX 79942	None 501(c)(3)	2014 Grant	5,000
El Paso Youth Ballet 1060 Doniphan Park Circle, Ste H El Paso, TX 79922	None 501(c)(3)	2014 Grant	2,000
El Paso Zoological Society Attn: Renee Neuert P.O. Box 10179 El Paso, TX 79955	None 501(c)(3)	2014 Grant	7,500
El Pasoans Fighting Hunger Food Bank 9541 Plaza Circle El Paso, TX 79927	None 501(c)(3)	2014 Grant	5,000
Frontera Repertory Theater Co. P. O. Box 642 El Paso, TX 79944	None 501(c)(3)	2014 Grant	1,500
Jewish Family & Children's Service 401 Wallenburg Drive El Paso, TX 79912	None 501(c)(3)	2014 Grant	2,000
KCOS Public TV 9050 Viscount El Paso, TX 79925	None 501(c)(3)	2014 Grant	4,000
Kids Excel - El Paso P. O. Box 920144 El Paso, TX 79902	None 501(c)(3)	2014 Grant	7,000

*SPJ*  
5/13/15

~~7,000~~ 4,000

ATTACHMENT 12  
*SPJ* 5/13/15

2014 GRANT

NONE  
501(c)(3)  
HOSPICE EL PASO  
1440 MIRACLE RD  
EL PASO, TX 79925

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	None	501(c)(3)		
KTEP Public Radio UTEP, 500 W. University, Suite 203 El Paso, TX 79968-0556	None	501(c)(3)	2014 Grant	4,000
Loretto Academy 1300 Hardaway Street El Paso, TX 79903	None	501(c)(3)	2014 Grant	3,000
Operation Noel P.O. Box 981021 El Paso, TX 79998-1021	None	501(c)(3)	2014 Grant	3,000
Paso Del Norte Children Development Ctr. 1101 E. Schuster El Paso, TX 79902	None	501(c)(3)	2014 Grant	4,000
Rescue Mission of El Paso 1949 W. Paisano El Paso, TX 79922	None	501(c)(3)	2014 Grant	2,000
Rio Grande Cancer Foundation 10460 Vista Del Sol Dr., #101 El Paso, TX 79925	None	501(c)(3)	2014 Grant	1,500
Ronald McDonald House 300 E. California El Paso, TX 79902	None	501(c)(3)	2014 Grant	3,000
Salvation Army of El Paso 4300 E. Paisano El Paso, TX 79905	None	501(c)(3)	2014 Grant	4,000
Second Chance Wildlife Rescue 635 Country Club Road El Paso, TX 79932	None	501(c)(3)	2014 Grant	1,500

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Texas Tech Breast Care Center 4801 Alberta Avenue El Paso, TX 79905	None 501(c)(3)	2014 Grant	7,500
Therapeutic Horsemanship of El Paso 7120 Canyon Run Dr El Paso, TX 79912	None 501(c)(3)	2014 Grant	2,000
United Blood Services of El Paso 424 S. Mesa Hills El Paso, TX 79912	None 501(c)(3)	2014 Grant	3,000
University Medical Center Foundation 1400 Hardaway, Suite 220 El Paso, TX 79903	None 501(c)(3)	2014 Grant	5,000
University of Texas at El Paso Attn: Diana Natalicio P.O. Box 371263 El Paso, TX 79937-1263	None 501(c)(3)	2014 Grant	50,000
Ysleta Education Foundation 9600 Sims El Paso, TX 79925	None 501(c)(3)	2014 Grant	3,000
			<u>205,000</u>