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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

THE SHOFF FOUNDATION, INC

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

6602 DARTMOOR DRIVE

A Employer identification number

45-2717854

B Telephone number

770-497-1122

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: Initial return Initial return of a former public charity
 Final return Amended return
 Address change 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 **4,133,636.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books (b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue 1 Contributions, gifts, grants, etc., received 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 4,649,555. 7 Capital gain net income (from Part IV, line 2) 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 12 Total Add lines 1 through 11	48,016. 74,860. <163,046. > 0. <3,368. > <43,538. > 60,000. 9,939. 4,400. 26,896. 101,235. 186,000. 287,235. <330,773. >	48,016. 74,860. 0. <3,368. > 119,508. 20,000. 9,939. 2,200. 23,836. 55,975. 45,260. 186,000. 55,975. 63,533.	N/A STATEMENT 1 STATEMENT 2 STATEMENT 3 40,000. 0. 2,200. 3,060. 45,260. 186,000. 231,260. N/A	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED 2013 AUG 21 2017 IFSOSC OGDEN, UT </div>
	13 Compensation of officers, directors, trustees, etc	60,000.		
	14 Other employee salaries and wages	20,000.		
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	9,939.		
	c Other professional fees	4,400.		
	17 Interest	2,200.		
	18 Taxes			
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	26,896.		
	24 Total operating and administrative expenses. Add lines 13 through 23	23,836.		
	25 Contributions, gifts, grants paid	3,060.		
	26 Total expenses and disbursements. Add lines 24 and 25	45,260.		
	27 Subtract line 26 from line 12:	186,000.		
	a Excess of revenue over expenses and disbursements	186,000.		
	b Net investment income (if negative, enter -0-)	63,533.		
	c Adjusted net income (if negative, enter -0-)	N/A		

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	477,658.	194,460.	194,460.
	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 ►	97,906.		
		Less: allowance for doubtful accounts ►	0.	112,094.	97,906.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations		557,052.	
	b	Investments - corporate stock	STMT 8	2,988,277.	2,550,670.
	c	Investments - corporate bonds	STMT 9	0.	899,439.
Liabilities	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 I)		4,135,081.	3,742,475.
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		4,135,081.	3,742,475.
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	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	Total net assets or fund balances		4,135,081.	3,742,475.
	31	Total liabilities and net assets/fund balances		4,135,081.	3,742,475.

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	4,135,081.
2	Enter amount from Part I, line 27a	2	<330,773.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,804,308.
5	Decreases not included in line 2 (itemize) ►	5	61,833.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,742,475.

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	4,649,555.		4,812,601.	<163,046.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e				<163,046.>	
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	<163,046.>	
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.

 Yes No

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	229,792.	4,337,360.	.052980
2014	304,396.	4,833,768.	.062973
2013	239,993.	4,967,832.	.048309
2012	0.	0.	.000000
2011	0.	0.	.000000

2 Total of line 1, column (d)

2 .164262

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 .032852

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

4 4,072,344.

5 Multiply line 4 by line 3

5 133,785.

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

6 635.

7 Add lines 5 and 6

7 134,420.

8 Enter qualifying distributions from Part XII, line 4

8 231,260.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	}	1	635.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		2	0.
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		3	635.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	635.
3 Add lines 1 and 2			
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 2016 estimated tax payments and 2015 overpayment credited to 2016		6a	9,525.
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	9,525.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,890.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ►	11	0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b	X
<i>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.</i>		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
<i>If "Yes," attach a detailed description of the activities.</i>		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	N/A	X
• 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?		
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	6	X
<i>If "Yes," attach the statement required by General Instruction T.</i>		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►	7	X
<u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>SHOFFFOUNDATION.COM</u>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <u>GERALD R STINNETT</u> Located at ► <u>1325 SATELLITE BLVD, SUITE 1001, SUWANEE, GA</u> Telephone no. ► <u>770-497-1122</u> ZIP+4 ► <u>30024</u>	15 <input type="checkbox"/> N/A	
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	16 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16 <input checked="" type="checkbox"/>	

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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c <input checked="" type="checkbox"/>	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b <input type="checkbox"/>	
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b <input type="checkbox"/>	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4a <input checked="" type="checkbox"/>	
	4b <input type="checkbox"/>	

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

(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 Yes No Yes No Yes No 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?

If "Yes" to 6b, file Form 8870

 Yes No

6b

X

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

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 1953 S.W. 15TH ST #80	CEO			
DEERFIELD BEACH, FL 33442	20.00	30,000.	0.	0.
CHRISTINE M. KERR 1725 LAUREL CREEK DRIVE LAWRENCEVILLE, GA 30043	SECRETARY			
	20.00	30,000.	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

Part VIII **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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		0.

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

0

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	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

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

Form 990-PF (2016)

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	3,693,300.
b Average of monthly cash balances	1b	336,059.
c Fair market value of all other assets	1c	105,000.
d Total (add lines 1a, b, and c)	1d	4,134,359.
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	4,134,359.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,015.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,072,344.
6 Minimum investment return. Enter 5% of line 5	6	203,617.

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	203,617.
2a Tax on investment income for 2016 from Part VI, line 5	2a	635.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	635.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	202,982.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	202,982.
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	202,982.

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	231,260.
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	231,260.
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	635.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	230,625.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				202,982.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013	411.			
d From 2014	66,598.			
e From 2015	15,974.			
f Total of lines 3a through e	82,983.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 231,260.			0.	
a Applied to 2015, but not more than line 2a				
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 2016 distributable amount			202,982.	
e Remaining amount distributed out of corpus	28,278.			0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	111,261.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	111,261.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	411.			
c Excess from 2014	66,598.			
d Excess from 2015	15,974.			
e Excess from 2016	28,278.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b 85% of line 2a –
- c Qualifying distributions from Part XII, line 4 for each year listed

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 ► 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:

6 Any submission deadlines:

4. 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				
GEORGIA MOUNTAIN FOOD BANK 1642 CALVARY INDUSTRIAL DR SW GAINESVILLE, GA 30507	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	2,000.
GWINNETT EXPERIMENTAL AIRCRAFT ASSOCIATION 690 AIRPORT RD LAWRENCEVILLE, GA 30046	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	1,500.
FORT TICONDEROGA MUSEUM 102 FORT TI ROAD TICONDEROGA, NY 12883	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	3,000.
CORNELL UNIVERSITY LAW SCHOOL 410 THURSTON AE ITHACA, NY 14850	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	20,000.
EAGLE RANCH, INC 5500 UNION CHURCH RD FLOWERY BRANCH, GA 30542	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	15,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 186,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	48,016.
4 Dividends and interest from securities				14	74,860.
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					<3,368. >
8 Gain or (loss) from sales of assets other than inventory				18	<163,046. >
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.	<43,538. >
13 Total. Add line 12, columns (b), (d), and (e)				13	<43,538. >

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	

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 FIRST TRUST DIVIDEND STRENGTH	P	01/01/16	03/17/16
b FIRST TRUST INTERNATIONAL HIGH EQUITY	P	01/01/16	05/26/16
c FIRST TRUST SELECT DSIP PORTFO	P	01/01/16	04/21/16
d FIRST TRUST DIVIDEND STRENGTH	P	01/01/16	07/25/16
e FIRST TRUST SELECT DSIP PORTFO	P	01/01/16	07/19/16
f FIRST TRUST DIVIDEND STRENGTH	P	01/01/16	07/25/16
g BRAZORIA CNTY TEX CTFS OBLI	P	07/03/06	03/01/16
h FIRST TRUST DIVIDEND STRENGTH	P	04/10/14	03/17/16
i FIRST TRUST GLOBAL DIVIDEND	P	04/17/14	03/22/16
j FIRST TRUST INTERNATIONAL HIGH EQUITY	P	07/10/14	05/26/16
k FIRST TRUST SELECT DSIP PORTFO	P	01/20/15	04/21/16
l LINN ENERGY LLC UNIT LTD LIAB	P	06/28/12	04/25/16
m LINN ENERGY LLC UNIT LTD LIAB	P	06/21/12	04/25/16
n LINN ENERGY LLC UNIT LTD LIAB	P	09/13/12	04/25/16
o LINN ENERGY LLC UNIT LTD LIAB	P	03/01/13	04/25/16

(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 4,660.		4,724.	<64. >
b 7,826.		8,419.	<593. >
c 6,888.		6,672.	216.
d 3.		3.	0.
e 7.		7.	0.
f 15.		14.	1.
g 100,000.		100,000.	0.
h 153,308.		155,395.	<2,087. >
i 61,115.		67,160.	<6,045. >
j 93,913.		126,664.	<32,751. >
k 287,802.		287,187.	615.
l 423.		38,219.	<37,796. >
m 178.		16,131.	<15,953. >
n 480.		47,951.	<47,471. >
o 520.		49,415.	<48,895. >

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			<64. >
b			<593. >
c			216.
d			0.
e			0.
f			1.
g			0.
h			<2,087. >
i			<6,045. >
j			<32,751. >
k			615.
l			<37,796. >
m			<15,953. >
n			<47,471. >
o			<48,895. >

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 }

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 }

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 LINN ENERGY LLC UNIT LTD LIAB	P	05/06/13	04/25/16
b LINN ENERGY LLC UNIT LTD LIAB	P	07/05/13	04/25/16
c LUBBOCK COOPER TX INDPT SCH	P	08/02/06	02/16/16
d NORTHWEST TX INDPT SCH DIST	P	02/14/06	02/16/16
e ODESSA TEX CTFS OBLIG	P	08/02/06	03/01/16
f BLACKROCK MULTI-ASSET INC	P	03/15/16	07/12/16
g BRISTOL MYERS SQUIBB CO	P	03/07/16	07/12/16
h CVS HEALTH CORP COM	P	08/27/15	07/12/16
i INTEL CORP	P	03/07/16	07/12/16
j JP MORGAN CHASE & CO	P	08/27/15	07/21/16
k LINNCO LLC	P	04/25/16	07/12/16
l OPPENHEIMER CAP INCOME	P	03/15/16	07/12/16
m UNIT FT DIVIDEND STRENGTH 27	P	07/27/15	07/12/16
n UNIT FT DIVIDEND STRENGTH 31	P	03/18/16	07/12/16
o UNIT FT DIVIDEND STRENGTH 31	P	03/15/16	07/12/16

(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 801.		69,406.	<68,605.>
b 1,601.		90,269.	<88,668.>
c 100,000.		100,000.	0.
d 60,000.		60,000.	0.
e 80,000.		80,000.	0.
f 102,088.		100,006.	2,082.
g 72,137.		60,473.	11,664.
h 26,450.		29,155.	<2,705.>
i 33,854.		30,349.	3,505.
j 28,096.		28,866.	<770.>
k 706.		4,003.	<3,297.>
l 102,596.		100,005.	2,591.
m 2,506.		2,328.	178.
n 61,075.		61,108.	<33.>
o 163,735.		160,337.	3,398.

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			<68,605.>
b			<88,668.>
c			0.
d			0.
e			0.
f			2,082.
g			11,664.
h			<2,705.>
i			3,505.
j			<770.>
k			<3,297.>
l			2,591.
m			178.
n			<33.>
o			3,398.

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 }

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

2

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.)
a UNIT FT SELECT DSIP 2ND QTR	P	04/19/16	07/12/16
b WALT DISNEY CO HLDG CO	P	08/27/15	07/12/16
c ALERIAN MLP ETF	P	03/15/13	07/12/16
d APACHE CORP	P	09/13/13	07/21/16
e BLACKROCK MUNIHOLDINGS INVESTM	P	08/01/13	07/12/16
f BOEING CO	P	01/25/11	07/12/16
g CSX CORP	P	01/27/12	07/12/16
h CVS HEALTH CORP COM	P	01/16/15	07/12/16
i EATON VANCE TAX MGD DIV	P	02/28/11	07/12/16
j ENERPLUS CORP COM	P	10/16/12	07/12/16
k EV ENERGY PARTNERS LP	P	06/18/12	07/12/16
l EXXON MOBIL CORP	P	08/18/94	07/12/16
m FIRSTENERGY CORP	P	05/28/13	07/12/16
n FREEPORT-MCMORAN INC	P	05/01/12	07/12/16
o HONEYWELL INTERNATIONAL INC	P	01/16/15	07/12/16

(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 299,132.		294,679.	4,453.
b 88,779.		89,052.	<273. >
c 45,316.		52,029.	<6,713. >
d 40,590.		60,999.	<20,409. >
e 109,787.		85,532.	24,255.
f 130,804.		68,120.	62,684.
g 64,701.		54,126.	10,575.
h 64,923.		66,700.	<1,777. >
i 144,905.		122,620.	22,285.
j 30,672.		76,130.	<45,458. >
k 11,536.		200,642.	<189,106. >
l 94,751.		18,282.	76,469.
m 54,514.		58,366.	<3,852. >
n 50,860.		134,436.	<83,576. >
o 80,589.		66,206.	14,383.

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			4,453.
b			<273. >
c			<6,713. >
d			<20,409. >
e			24,255.
f			62,684.
g			10,575.
h			<1,777. >
i			22,285.
j			<45,458. >
k			<189,106. >
l			76,469.
m			<3,852. >
n			<83,576. >
o			14,383.

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

CONTINUATION FOR 990-PF, PART IV
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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	INTEL CORP	P	01/16/15	07/12/16
b	KAYNE ANDERSON ENERGY TOT	P	04/16/14	07/12/16
c	LINNCO LLC	P	07/02/14	07/12/16
d	MCDONALDS CORP	P	04/30/09	07/12/16
e	NOVARTIS AG ADR	P	10/10/07	07/12/16
f	NUVEEN AZ MUNI BOND	P	11/14/07	07/12/16
g	UNIT FT DIVIDEND STRENGTH 27	P	05/12/15	07/12/16
h	BANK OF AMERICA	P	05/27/16	07/18/16
i	FORD MTR CO	P	02/02/16	07/18/16
j	GODLEY TEX IND BE	P	07/01/08	07/18/16
k	MESA GO BE 4750	P	07/05/06	07/18/16
l	ADIENT PLC COM	P	10/28/16	11/03/16
m	CAP GEMINI SA ADR	P	07/19/16	11/01/16
n	GRUPO TELEVISA SA GLOBAL	P	07/19/16	09/27/16
o	JOHNSON CTLS INTL PLC	P	07/19/16	09/06/16

(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 62,499.		66,042.	<3,543.>
b 19,480.		46,774.	<27,294.>
c 71.		31,674.	<31,603.>
d 183,550.		73,052.	110,498.
e 81,815.		54,647.	27,168.
f 220,139.		193,274.	26,865.
g 106,653.		111,095.	<4,442.>
h 102,489.		102,264.	225.
i 124,255.		118,266.	5,989.
j 106,929.		101,044.	5,885.
k 113,847.		101,040.	12,807.
l 358.		373.	<15.>
m 8.		9.	<1.>
n 4,648.		4,847.	<199.>
o 10.		10.	0.

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			<3,543.>
b			<27,294.>
c			<31,603.>
d			110,498.
e			27,168.
f			26,865.
g			<4,442.>
h			225.
i			5,989.
j			5,885.
k			12,807.
l			<15.>
m			<1.>
n			<199.>
o			0.

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

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 SONY CORP ADR 1974 NEW	P	07/19/16	09/21/16
b AFLAC INCORPORATED	P	07/18/16	09/19/16
c AMERICAN TOWER REIT COM	P	07/18/16	12/09/16
d AT&T INC	P	07/18/16	09/13/16
e AUTOMATIC DATA PROCESSING INC	P	07/18/16	10/20/16
f LOCKHEED MARTIN CORP	P	07/18/16	10/20/16
g MARSH & MCLENNAN COS INC	P	07/18/16	09/13/16
h PAYCHEX INC	P	07/18/16	10/19/16
i SYSCO CORP	P	07/18/16	10/19/16
j UNITED PARCEL SER INC	P	07/18/16	12/30/16
k WASTE MGMT INC	P	07/18/16	11/02/16
l WELLS FARGO & CO	P	07/18/16	09/20/16
m CHEVRON CORP	P	06/29/10	07/18/16
n JOHNSON & JOHNSON	P	08/19/10	07/18/16
o ALPHABET INC CL A	P	07/18/16	09/02/16

(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 6,796.		6,174.	622.
b 5,686.		5,798.	<112.>
c 6,170.		6,980.	<810.>
d 1,596.		1,710.	<114.>
e 14,157.		15,461.	<1,304.>
f 12,963.		14,350.	<1,387.>
g 1,926.		1,927.	<1.>
h 9,677.		10,434.	<757.>
i 15,026.		16,246.	<1,220.>
j 5,767.		5,549.	218.
k 16,657.		17,527.	<870.>
l 3,654.		3,810.	<156.>
m 79,095.		51,376.	27,719.
n 229,771.		51,622.	178,149.
o 1,590.		1,503.	87.

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			622.
b			<112.>
c			<810.>
d			<114.>
e			<1,304.>
f			<1,387.>
g			<1.>
h			<757.>
i			<1,220.>
j			218.
k			<870.>
l			<156.>
m			27,719.
n			178,149.
o			87.

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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	AMERICAN TOWER REIT COM	P	07/18/16	09/13/16
b	BAIDU INC ADS	P	07/18/16	09/02/16
c	BIOGEN INC COM	P	07/18/16	12/07/16
d	COMCAST CORP (NEW)	P	07/18/16	09/13/16
e	DAVITA INC	P	07/18/16	12/07/16
f	GILEAD SCIENCE	P	07/18/16	12/07/16
g	INTUIT INC	P	07/18/16	09/13/16
h	REGENERON PHARM	P	08/01/16	12/07/16
i	RESMED INC	P	07/18/16	07/20/16
j	WELLS FARGO & CO	P	07/18/16	10/19/16
k	GILEAD SCIENCE	P	08/27/15	07/20/16
l	SPDR GDOLD TR GOLD SHS	P	07/18/16	12/05/16
m	GILEAD SCIENCE	P	08/27/15	09/28/16
n	BIOGEN INC COM	P	07/18/16	12/07/16
o	DICKS SPORTING GOODS INC	P	07/18/16	12/27/16

	(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	20,514.		21,990.	<1,476.>
b	9,431.		8,681.	750.
c	2,273.		2,092.	181.
d	5,461.		5,625.	<164.>
e	13,928.		16,783.	<2,855.>
f	7,449.		8,720.	<1,271.>
g	3,313.		3,566.	<253.>
h	2,114.		2,627.	<513.>
i	4,490.		4,440.	50.
j	56,143.		59,603.	<3,460.>
k	6,600.		8,387.	<1,787.>
l	51,745.		59,165.	<7,420.>
m	6,625.		9,270.	<2,645.>
n	852.		784.	68.
o	5,444.		4,812.	632.

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			<1,476.>
b			750.
c			181.
d			<164.>
e			<2,855.>
f			<1,271.>
g			<253.>
h			<513.>
i			50.
j			<3,460.>
k			<1,787.>
l			<7,420.>
m			<2,645.>
n			68.
o			632.

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

CONTINUATION FOR 990-PF, PART IV
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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	DOLLAR TREE INC	P	07/18/16	12/27/16
b	FACEBOOK INC	P	07/18/16	11/11/16
c	FITBIT INC	P	10/20/16	11/03/16
d	HARMAN INTL INDS	P	07/18/16	11/17/16
e	ILLUMINA INC	P	07/18/16	12/07/16
f	JONES LANG LASALLE INC	P	07/18/16	12/14/16
g	LINKEDIN CORP	P	07/18/16	08/01/16
h	NEWELL BRANDS INC	P	07/18/16	12/27/16
i	PALO ALTO NETWORKS	P	07/18/16	12/27/16
j	ENVISION HEALTHCARE CORP	P	12/02/16	12/02/16
k	CAPITAL GAINS DIVIDENDS			
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 1,175.		1,432.	<257. >
b 4,423.		4,378.	45.
c 2,097.		3,482.	<1,385. >
d 9,495.		6,809.	2,686.
e 1,205.		1,631.	<426. >
f 7,143.		7,616.	<473. >
g 10,034.		9,847.	187.
h 11,252.		10,819.	433.
i 2,418.		2,979.	<561. >
j 40.			40.
k 1,967.			1,967.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<257. >
b			45.
c			<1,385. >
d			2,686.
e			<426. >
f			<473. >
g			187.
h			433.
i			<561. >
j			40.
k			1,967.
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	<163,046. >
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

THE SHOFF FOUNDATION, INC

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAITH METHODIST CHURCH STE 200, PMB 168 POWDER SPRINGS, GA 30127	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	3,500.
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	20,000.
FRIENDS OF AMBLER FARMS 257 HURLBUTT ST WILTON, CT 06897	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
NEW HAVEN RONALD MCDONALD HOUSE CHARITIES 860 HOWARD AVE NEW HAVEN, CT 06519	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	3,000.
LAKE GEORGE LAND CONSERVANCY P.O. BOX 1250 BOLTON LANDING, NY 12814	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
PRINCE AVENUE CHRISTIAN SCHOOL 2201 RUTH JACKSON RD BOGART, GA 30622	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	61,000.
RONALD MCDONALD HOUSE CHARITIES 795 GATEWOOD ROAD, NE ATLANTA, GA 30329	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
UYC MARITIME FOUNDATION, INC 6649 YACHT CLUB ROAD FLOWERY BRANCH, GA 30542	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	17,000.
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.
WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897	NONE	N/A	CHARITABLE CONTRIBUTION TO PUBLICLY SUPPORTED 501(C)(3) ORGANIZATION	5,000.
Total from continuation sheets				144,500.

THE SHOFF FOUNDATION, INC

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Part XV · Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LINN ENERGY, LLC - FORM 1065 -			
SCH K-1	112.	112.	
MORGAN STANLEY-#XXX-087844-212	16.	16.	
MORGAN STANLEY-#XXX-088685-212	22,069.	22,069.	
MORGAN STANLEY-#XXX-088687-212	2.	2.	
MORGAN STANLEY-#XXX-088692-212	4.	4.	
MORGAN STANLEY-#XXX-088694-212	10.	10.	
MORGAN STANLEY-#XXX-088703-212	2.	2.	
MORGAN STANLEY-TX			
EXEMPT-#XXX-087844-212	2,375.	2,375.	
MORGAN STANLEY-TX			
EXEMPT-#XXX-088685-212	2,539.	2,539.	
RAYMOND JAMES	3,666.	3,666.	
RAYMOND JAMES-TAX EXEMPT	13,023.	13,023.	
RLM ENTERPRISES, INC	4,198.	4,198.	
TOTAL TO PART I, LINE 3	48,016.	48,016.	

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
MORGAN STANLEY NON-DIVIDEND-#XXX- 87844-212	66.	0.	66.	66.	
MORGAN STANLEY NON-DIVIDEND-#XXX- 88703-212	28.	0.	28.	28.	
MORGAN STANLEY TX EXEMPT DIVIDENDS	381.	0.	381.	381.	
MORGAN STANLEY-#XXX-87844 212	2,953.	0.	2,953.	2,953.	
MORGAN STANLEY-#XXX-88685 212	849.	0.	849.	849.	
MORGAN STANLEY-#XXX-88686 212	6,405.	0.	6,405.	6,405.	
MORGAN STANLEY-#XXX-88687 212	1,116.	0.	1,116.	1,116.	

MORGAN				
STANLEY-#XXX-88692	7,535.	503.	7,032.	7,032.
MORGAN				
STANLEY-#XXX-88694	5,276.	0.	5,276.	5,276.
MORGAN				
STANLEY-#XXX-88703	956.	0.	956.	956.
212				
RAYMOND JAMES	36,659.	1,464.	35,195.	35,195.
RAYMOND				
JAMES-EXEMPT				
INTEREST DIVIDENDS	6,107.	0.	6,107.	6,107.
RAYMOND				
JAMES-NONDIVIDEND				
DISTRIBUTIONS	8,496.	0.	8,496.	8,496.
TO PART I, LINE 4	<u>76,827.</u>	<u>1,967.</u>	<u>74,860.</u>	<u>74,860.</u>

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LINN ENERGY, LLC - FORM 1065 - SCH K-1 ORDINARY INCOME	6,819.	6,819.	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - ORDINARY INCOME	646.	646.	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - ROYALTY INCOME	85.	85.	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - CANCELLATION OF DEBT INCOME	4,288.	4,288.	
LINN ENERGY, LLC - FORM 1065 - SECTION 59(E) EXPENDITURES	<712.>	<712.>	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - SECTION 1231 GAIN	82.	82.	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - SECTION 59(E)(2)			
EXPENDITURE	<910.>	<910.>	
LINN ENERGY, LLC - FORM 1065 - SCH K-1 COST DEPLETION	<5,213.>	<5,213.>	
LINN ENERGY, LLC - FORM 1065 - SCH K-1 PERCENTAGE DEPLETION	<46.>	<46.>	
EV ENERGY PARTNERS L.P. - FORM 1065 - SCH K-1 - COST DEPLETION	<8,407.>	<8,407.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<u><3,368.></u>	<u><3,368.></u>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	9,939.	9,939.		0.
TO FORM 990-PF, PG 1, LN 16B	9,939.	9,939.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICES-CONSULTING	4,400.	2,200.		2,200.
TO FORM 990-PF, PG 1, LN 16C	4,400.	2,200.		2,200.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYER'S PAYROLL TAXES	4,590.	1,530.		3,060.
FOREIGN TAXES PAID	665.	665.		0.
P.O. BOX RENTAL	82.	82.		0.
OFFICE SUPPLIES	424.	424.		0.
PAYROLL PROCESSING FEES	24.	24.		0.
ACCOUNT TRANSFER FEES	100.	100.		0.
RECORDS SECURITY SYSTEM	150.	150.		0.
INVESTMENT MGMT FEES-MORGAN STANLEY	20,861.	20,861.		0.
TO FORM 990-PF, PG 1, LN 23	26,896.	23,836.		3,060.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
BASIS ADJUSTMENT-TRANSFER OF INVESTMENT ACCOUNTS	61,833.
TOTAL TO FORM 990-PF, PART III, LINE 5	- 61,833.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNIT FIRST TRUST DIVIDEND STRENGTH	572.	619.
UNIT FIRST TRUST SELECT DSIP	981.	1,018.
UNIT FIRST TRUST DIVIDEND STRENGTH	738.	798.
MCDONALD'S CORPORATION	28,255.	426,020.
AFLAC INCORPORATED	5,487.	5,220.
ALIBABA GROUP HLDG LTD	7,143.	7,552.
BAIDU INC ADS	5,896.	5,919.
CAP GEMINI SA ADR	5,106.	4,910.
DIAMLER AG SPONSORED ADR	6,875.	7,955.
DASSAULT SYSTEMS SA ADS	5,552.	5,424.
FRESENIUS MEDICAL CARE AG&CO	9,116.	8,822.
JOHNSON CTLS INTL PLC	4,849.	4,449.
L OREAL CO ADR	7,723.	7,500.
LUXOTTICA GROUP SPA SPON ADR	5,006.	5,531.
LVMH MOET HENNESSY LOUIS VUITT	8,999.	11,133.
MALLINCKRODT PUBLIC LTD CO	6,220.	4,982.
MOBILEYE N.V.	4,549.	3,621.
NESTLE SPON ADR REP REG SHR	9,322.	8,465.
NOVO NORDISK A/S ADR	9,119.	6,347.
ROCHE HOLDINGS ADR	5,922.	5,335.
ROYAL DUTCH SHELL PLC	8,081.	7,939.
RYANAIR HLDGS PLC ADR	4,112.	4,829.
SANOFI ADR	6,709.	6,592.
SCHLUMBERGER LTD	10,873.	11,417.
SWATCH GROUP AG ADR	4,425.	5,187.
TAIWAN SMCNDCTR MFG CO LTD	7,282.	7,648.
WPP PLC SPON NEW ADR	9,130.	9,295.
ISHARES MSCI EMERGING MKTS ETF	5,615.	5,322.
ISHARES MSCI EURO FINANCIAL	3,514.	3,508.
SPDR GOLD TR GOLD SHS	9,162.	7,892.
ABBVIE INC COM	21,068.	20,727.
AFLAC INCORPORATED	17,834.	16,913.
ALTRIA GROUP INC	25,768.	25,290.
APPLE INCORPORATED	25,919.	28,492.
AT&T INC	18,981.	18,883.
BB&T CORP	18,021.	23,087.

CHEVRON CORP	23,013.	35,781.
COCA COLA CO	13,258.	12,065.
DOW CHEMICAL CO	19,718.	21,000.
GILEAD SCIENCES INC	24,831.	19,406.
INTL BUSINESS MACHINES CORP	20,386.	21,081.
JOHNSON & JOHNSON	13,353.	25,807.
MARSH & MCLENNAN COS	20,470.	20,547.
MEDTRONIC PLC SHS	24,442.	20,585.
MICROSOFT CORP	35,332.	40,515.
NESTLE SPON ADR REP REG SHR	21,200.	19,155.
PEPISCO INC	21,993.	21,135.
PFIZER INC	36,408.	32,285.
PHILIP MORRIS INTL INC	12,971.	11,528.
ROCHE HOLDINGS ADR	21,253.	18,773.
ROYAL DUTCH SHELL PLC	22,197.	21,861.
SANOFI ADR	21,733.	21,069.
UNITED PARCEL SER INC	10,544.	10,891.
UNITED TECHNOLOGIES CORP	14,474.	15,018.
VERIZON COMMUNICATIONS	22,994.	21,993.
WALMART STORES IONC	17,308.	16,174.
WALGREENS BOOTS ALLIANCE INC	17,997.	17,959.
WELLS FARGO & CO	32,638.	36,758.
WEYERHAEUSER CO	29,709.	28,194.
WPP PLC SPON NEW ADR	28,854.	29,436.
ALIBABA GROUP HLDG LTD	35,085.	36,266.
ALPHABET INC CL A	14,281.	15,057.
ALPHABET INC CL C	57,191.	60,202.
AMAZON COM INC	64,148.	65,239.
APPLE INCORPORATED	61,939.	69,376.
BAIDU INC ADS	20,475.	20,551.
BIOGEN INC COM	27,462.	29,776.
CELGENE CORP	70,101.	78,479.
COMCAST CORP	60,874.	62,766.
DANAHER CORPORATION	28,539.	27,555.
DAVITA INC	70,464.	59,064.
DELTA AIR LINES INC	14,553.	14,216.
ECOLAB INC	62,491.	60,954.
FACEBOOK INC	80,032.	77,774.
GILEAD SCIENCES INC	35,402.	29,074.
ILLUMINA INC	51,548.	43,021.
INTUIT INC	31,866.	31,747.
L BRANDS INC	44,106.	41,413.
MARRIOTT INTL INC	30,163.	35,304.
MASTERCARD INC CL A	72,770.	82,290.
NATIONAL OILWELL VARCO INC	21,064.	23,812.
NIKE INC B	14,516.	14,283.
PRICELINE GRP INC COM	47,397.	49,846.
REGENERON PHARM	32,460.	30,836.
RESMED INC	43,097.	40,953.
SCHLUMBERGER LTD	21,785.	23,086.
STARBUCKS CORP	87,100.	84,501.
TIFFANY & COMPANY	39,100.	49,013.
VISA INC CL A	50,362.	50,167.
WALGREENS BOOTS ALLIANCE INC	42,635.	42,456.

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AIR LEASE CORP CL A	12,501.	14,453.
ALIGN TECHNOLOGY	6,940.	7,306.
AMERICAN TOWER REIT COM	20,117.	18,283.
BIOGEN INC COM	10,189.	11,060.
CELGENE CORP	15,864.	17,826.
CENTENE CORPORATION	5,174.	4,973.
D R HORTON INC	9,497.	7,953.
DEXCOM INC	11,034.	8,776.
DICKS SPORTING GOODS INC	3,359.	3,558.
DOLLAR TREE INC	12,987.	10,496.
ENVISION HEALTHCARE CORP	8,816.	7,342.
FACEBOOK INC	13,964.	13,576.
FACTSET RESEARCH SYSTEMS INC	8,127.	8,008.
HANESBRANDS INC	11,982.	9,750.
HD SUPPLY HOLDINGS	11,084.	13,051.
ILLUMINA INC	13,581.	11,652.
JB HUNT TRANS SERV	10,744.	12,716.
LEAR CORP	9,149.	10,722.
LENNAR CORPORATION	9,214.	8,285.
MOBILEYE N.V.	9,911.	8,081.
MONSTER BEVERAGE CORP	12,138.	10,597.
MYRIAD GENETIC INC	8,591.	5,151.
NATIONAL OILWELL VARCO INC	12,823.	14,489.
PALO ALTO NETWORKS INC	6,935.	7,003.
QUINTILES IMS HOLDINGS INC	13,087.	13,841.
RALPH LAUREN CORP	9,670.	8,670.
RESMED INC	13,718.	13,155.
RESTAURANT BRANDS INTL INC	8,726.	9,627.
SIGNET JEWELERS LIMITED	5,171.	5,184.
STERICYCLE INC	9,901.	7,858.
TABEAU SOFTWARE INC CL A	7,813.	6,238.
TESLA MOTORS INC	8,979.	8,761.
TIFFANY & COMPANY	8,151.	10,221.
TRIDAdvisor INC	10,020.	7,512.
WILLIAMS SONOMA	6,707.	6,823.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 2,550,670.	 2,965,731.

FORM 990-PF

CORPORATE BONDS

STATEMENT

9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WACHOVIA CAP TRUST III	30,247.	29,439.
BLACKROCK INC	31,128.	31,055.
JEFFRIES GROUP INC	62,100.	62,019.
ANHEUSER-BUSCH INBEV FIN	60,878.	60,086.
HCA HOLDINGS INC	66,200.	65,640.
ICAHN ENTERPRISES/FIN	30,395.	30,638.
GOLDMAN SACHS GROUP INC	61,680.	60,279.
LIMITED BRANDS INC	66,257.	64,050.

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WYNN LAS VEGAS LLC	31,070.	30,750.
INTERPUBLIC GROUP COS	31,626.	30,238.
VIACOM INC	63,317.	60,048.
LEAR CORP	64,185.	62,775.
CELGENE CORP	63,448.	60,293.
DAVITA HEALTHCARE PARTN	31,501.	29,925.
EXPEDIA INC	63,602.	60,974.
HEWLETT PACKARD ENTERPRISE CO	64,285.	61,729.
WHOLE FOODS MARKET INC	65,449.	63,530.
CORP FIXED INCOME-ACCR'D INTEREST	12,071.	12,071.
TOTAL TO FORM 990-PF, PART II, LINE 10C	899,439.	875,539.