Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 11/01, 2013, and ending 10/31, 2014

Name of foundation: SCHEIDT FAMILY FOUNDATION, INC.

A Employer identification number: 62-0989531

Number and street (or P O box number if mail is not delivered to street address): 54 S. WHITE STATION ROAD

Room/suite:

B Telephone number (see instructions): (901) 682-8371

City or town, state or province, country, and ZIP or foreign postal code: MEMPHIS, TN 38117

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 8,630,469.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	57.	57.		ATCH 1
	4 Dividends and interest from securities	235,111.	234,861.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	822,280.			
	b Gross sales price for all assets on line 6a 2,410,431.				
	7 Capital gain net income (from Part IV, line 2)		822,280.		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	-18,228.			
	12 **Total.** Add lines 1 through 11	1,039,220.	1,057,198.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	4,000.	4,000.		
	c Other professional fees (attach schedule) *	39,321.	39,321.		
	17 Interest ATCH 6	22.	22.		
	18 Taxes (attach schedule) (see instructions) ATCH 7	8,668.	3,211.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	760.	739.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52,771.	47,293.		
	25 Contributions, gifts, grants paid	316,580.			316,580.
	26 **Total expenses and disbursements** Add lines 24 and 25	369,351.	47,293.	0	316,580.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	669,869.			
	b **Net investment income** (if negative, enter -0-)		1,009,905.		
	c **Adjusted net income** (if negative enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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*ATCH 5

Form **990-PF** (2013)

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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	404,523.	237,380.	237,380.
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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 9	4,887,085.	5,196,481.	7,810,171.
c	Investments - corporate bonds (attach schedule) ATCH 10	287,886.	516,171.	582,918.
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	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,579,494.	5,950,032.	8,630,469.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	7,849.	2,530.	
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 11)	41,774.	41,774.	
23	**Total liabilities** (add lines 17 through 22)	49,623.	44,304.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	1,638,485.	2,460,765.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,891,386.	3,444,963.	
30	**Total net assets or fund balances** (see instructions)	5,529,871.	5,905,728.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,579,494.	5,950,032.	

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	5,529,871.
2	Enter amount from Part I, line 27a	2	669,869.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,199,740.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	294,012.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,905,728.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	822,280.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	762,925.	7,374,207.	0.103459
2011	1,297,119.	6,970,748.	0.186080
2010	194,000.	7,755,866.	0.025013
2009	255,060.	7,343,684.	0.034732
2008	170,400.	6,623,773.	0.025726

2	**Total** of line 1, column (d)	2	0.375010
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.075002
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,164,560.
5	Multiply line 4 by line 3	5	612,358.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,099.
7	Add lines 5 and 6	7	622,457.
8	Enter qualifying distributions from Part XII, line 4	8	316,580.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	20,198.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	20,198.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	20,198.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . 6a 4,750.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d	7	4,750.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	15,448.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
	*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*			
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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,			
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 2013 or the taxable year beginning in 2013 (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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS NOLEN Telephone no ▶ 901 937-3823

Located at ▶ 5100 WHEELIS DRIVE SUITE 106 MEMPHIS, TN ZIP+4 ▶ 38117

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		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		
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 NOT APPLICABLE	
2 NOT APPLICABLE	
3 NOT APPLICABLE	
4 NOT APPLICABLE	

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	7,948,752.
b	Average of monthly cash balances	1b	340,141.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,288,893.
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	8,288,893.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	124,333.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,164,560.
6	**Minimum investment return.** Enter 5% of line 5	6	408,228.

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	408,228.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,198.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	20,198.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	388,030.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	388,030.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	388,030.

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	316,580.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	316,580.
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	316,580.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				388,030.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011 955,970.				
e	From 2012 402,765.				
f	**Total** of lines 3a through e	1,358,735.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 316,580.				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				316,580.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	71,450.			71,450.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,287,285.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,287,285.			
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011 884,520.				
d	Excess from 2012 402,765.				
e	Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

RUDI E. SCHEIDT - SECRETARY/TREASURER AND DIRECTOR

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

N/A

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

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

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

ATCH 14

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

ATCH 15

c Any submission deadlines

NONE

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

ATCH 16

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total . . . . ▶ **3a**				316,580.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	57.	
4 Dividends and interest from securities			14	235,111.	250.
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					
8 Gain or (loss) from sales of assets other than inventory			18	780,273.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATCH 18				-18,228.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				997,213.	250.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 997,463.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	TAX EXEMPT INTEREST REPORTED ON LINE 4, COLUMN (E) OF
	SCHEDULE XVI-A, IS EXEMPT UNDER SECTION 103.

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 3/13/15 ▶ 3/13/15 / Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Max A. Piwonka	Max A. Piwonka	3-13-2015	X	P00710649
Firm's name ▶ MAX A. PIWONKA, CPA			Firm's EIN ▶ 62-1352737	
Firm's address ▶ 5100 WHEELIS DRIVE, SUITE 106 MEMPHIS, TN 38117			Phone no 901-491-9863	

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)	
		SHORT TERM CAPITAL GAIN PROPERTY TYPE: SECURITIES				P	11/01/2013	10/24/2014
415,629.		402,800.					12,829.	
		LONG TERM CAPITAL GAIN PROPERTY TYPE: SECURITIES				P	01/01/2012	10/31/2014
1,993,663.		1,185,351.					808,312.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES				P		
1,046.							1,046.	
		WGP (EIN 26-1075808), LT CG PROPERTY TYPE: SECURITIES				P		
93.							93.	
TOTAL GAIN(LOSS)							822,280.	

JSA
3E1730 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST CHECKING ACCOUNT	44.	44.
RAYMOND JAMES	13.	13.
TOTAL	57.	57.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEPERCQ DE NEUFLIZE TOCQUEVILLE, NOM:		
MONEY MARKET DIVIDENDS	24.	24.
DOMESTIC AND FOREIGN DIVIDENDS	199,014.	199,014.
RAYMOND JAMES:		
DOMESTIC AND FOREIGN DIVIDENDS	18,277.	18,277.
LEPERCQ DE NEUFLIZE TOCQUEVILLE, NOM:		
INTEREST FROM DOMESTIC SECURITIES	17,072.	17,072.
INTEREST FROM GOVT BONDS	250.	
PAA (EIN 76-0582150), INTEREST	13.	13.
PAA (EIN 76-0582150), DIVIDENDS	9.	9.
WGP (EIN 26-1075808), INTEREST	452.	452.
TOTAL	235,111.	234,861.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
PAA, (EIN 76-0582150) ORDINARY LOSS	-4,772.
PNG, (EIN 27-1679071) ORDINARY LOSS	-164.
WGP, (EIN 26-1075808) ORDINARY LOSS	-13,386.
PAA, (EIN 76-0582150) SECTION 1231 GAIN	95.
WGP, (EIN 26-1075808) SECTION 1231 LOSS	-1.
TOTALS	-18,228.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX RETURN PREPARATION	4,000.	4,000.		
TOTALS	4,000.	4,000.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	39,321.	39,321.
TOTALS	39,321.	39,321.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE		22.	22.
	TOTALS	22.	22.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD-DIVIDENDS	3,211.	3,211.
EXCISE TAXES PAID	4,978.	
PAA, (EIN 76-0582150) FOR. TAX	479.	
TOTALS	8,668.	3,211.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK SERVICE CHARGES/WIRE FEES	739.	739.
PAA, EXPENSE FROM K-1	17.	
WGP, EXPENSE FROM K-1	4.	
TOTALS	760.	739.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COCA COLA	9,765.	9,765.	360,168.
SUNTRUST BANKS INC.	300,790.	5,815.	469,680.
AT&T	135,662.	135,662.	174,200.
AMERICAN ELECTRIC	112,882.		
AUTOMATIC DATA PROCESSING	106,348.	93,120.	204,450.
BCE	169,658.	169,658.	177,880.
BRISTOL MEYERS	128,454.	128,454.	290,950.
CANADIAN NATL RY CO	152,835.	152,835.	211,740.
CHEVRON	149,714.	293,304.	299,875.
COSTCO		173,709.	200,055.
DOMINION RESOURCES	234,021.	234,021.	356,500.
DOW CHEMICAL	111,181.		
DUKE	110,341.		
DUPONT E I	144,961.	144,961.	276,600.
EXELON CORP		412,556.	439,080.
FORD MOTOR CORP		274,678.	281,800.
GENERAL ELECTRIC	94,662.		
GENERAL MILLS	111,414.		
GENUINE PARTS	56,982.	56,982.	194,160.
HSBC HOLDINGS	89,995.		
IBM	74,587.	74,587.	98,640.
INTEL	137,287.	137,287.	204,060.
JOHNSON & JOHNSON	25,405.	25,405.	215,560.
KIMBERLY CLARK	89,574.	89,574.	171,405.
KINDER MORGAN ENERGY PARTNERS	59,469.		
KROGER	103,503.		
M & T BANK CORP	83,942.		
MCDONALDS	108,452.	108,452.	112,476.
MERCK	98,794.	121,747.	202,790.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MICROSOFT	160,144.	134,183.	234,750.
MMM	161,692.	161,692.	307,540.
NOVARTIS	114,127.	85,595.	139,035.
PLAINS ALL AMERICAN PIPELINE	218,941.	233,973.	259,210.
PFIZER	155,134.		
ROCHE HOLDINGS	128,488.	85,659.	147,240.
SANOFI		238,348.	208,080.
SOUTHERN CALIFORNIA EDISON	353,332.	353,332.	356,825.
SYSCO CORP	102,062.	102,062.	134,890.
VERIZON		193,866.	201,000.
WALGREEN		183,864.	192,660.
WESTERN GAS PARTNERS	148,376.	61,950.	104,850.
WEYERHAEUSER CO.	219,109.	219,109.	274,537.
WHOLE FOODS		175,274.	176,985.
ZIONS	125,002.	125,002.	130,500.
TOTALS	4,887,085.	5,196,481.	7,810,171.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MFG & TRADERS 5.629%	187,814.	187,814.	259,375.
FORD MOTOR 3%	100,072.	100,072.	103,105.
WELLS FARGO 7.98%		228,285.	220,438.
TOTALS	287,886.	516,171.	582,918.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE TO TOCQUEVILLE FOR OVERPAY		41,774.	41,774.
	TOTALS	41,774.	41,774.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJ. SUNTRUST STOCK BASIS TO REFLECT COST BASIS AT CONTRIBUTION DATE		294,012.
	TOTAL	294,012.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
HELEN H. SCHEIDT 54 S. WHITE STATION ROAD MEMPHIS, TN 38117	PRESIDENT
E. ELKAN SCHEIDT 54 S. WHITE STATION ROAD MEMPHIS, TN 38117	VICE PRES
SUSAN SCHEIDT ARNEY 54 S. WHITE STATION ROAD MEMPHIS, TN 38117	VICE PRES
RUDI E. SCHEIDT, JR. 54 S. WHITE STATION ROAD MEMPHIS, TN 38117	VICE PRES
HELEN SCHEIDT GRONAUER 54 S. WHITE STATION ROAD MEMPHIS, TN 38117	VICE PRES
RUDI E. SCHEIDT 54 S. WHITE STATION ROAD MEMPHIS, TN 38117	SECR-TREAS

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

HELEN H. SCHEIDT
54 S. WHITE STATION ROAD
MEMPHIS, TN 38117
901 682-8371

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

THE FORM, INFORMATION, AND MATERIALS ARE AT THE DISCRETION
OF THE APPLICANT.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AT THE PRESENT TIME, GRANTS AND CONTRIBUTIONS ARE MADE ONLY TO PUBLIC CHARITIES, ETC. AS DESCRIBED IN IRC 509(A)(1), (2),&(3).

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEMPLE ISRAEL 1376 EAST MASSEY ROAD MEMPHIS, TN 38120	UNRELATED	CHARITABLE	35,000.
AMERICAN OPERA PROJECTS 138 SOUTH OXFORD STREET BROOKLYN, NY 11217	UNRELATED	EDUCATIONAL	1,000.
IRIS ORCHESTRA 1801 EXETER ROAD GERMANTOWN, TN 38138	UNRELATED	CHARITABLE	8,000.
NEW MEMPHIS 22 NORTH FRONT STREET MEMPHIS, TN 38103	UNRELATED	EDUCATIONAL	10,000.
UNIVERSITY OF MEMPHIS FOUNDATION 635 NORMAL STREET MEMPHIS, TN 38152	UNRELATED	EDUCATIONAL	20,000.
MEMPHIS LIBRARY FOUNDATION 3030 POPLAR AVENUE MEMPHIS, TN 38111	UNRELATED	EDUCATIONAL	21,750.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ECONOMIC CLUB OF MEMPHIS 3144 CAMPUS POSTAL STATION MEMPHIS, TN 38152	UNRELATED	CHARITABLE	2,425.
UNIVERSITY OF MEMPHIS - TIGER ATHLETIC FUND 635 NORMAL STREET MEMPHIS, TN 38152	UNRELATED	EDUCATIONAL	20,000.
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	UNRELATED	CHARITABLE	13,255.
THE SANTA FE OPERA PO BOX 2408 SANTA FE, NM 87504	UNRELATED	EDUCATIONAL	10,000.
GERMANTOWN PERFORMING ARTS CENTER 1801 EXETER ROAD GERMANTOWN, TN 38138	UNRELATED	CHARITABLE	25,000.
MOVING TRAIN 85 SARATOGA AVE SANTA CLARA, CA 95051	UNRELATED	CHARITABLE	5,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SWEENY YMCA 5959 PARK AVENUE MEMPHIS, TN 38119	UNRELATED	CHARITABLE	250.
MEMPHIS MUSIC FOUNDATION 431 S. MAIN STREET MEMPHIS, TN 38103	UNRELATED	EDUCATIONAL	500.
MEMPHIS INTER-FAITH ASSOCIATION PO BOX 3130 MEMPHIS, TN 38173	UNRELATED	EDUCATIONAL	5,000.
UNIVERSITY OF MEMPHIS - DELTA 635 NORMAL MEMPHIS, TN 38152	UNRELATED	EDUCATIONAL	1,000.
WOMEN'S FOUNDATION FOR A GREATER MEMPHIS 40 S. MAIN STREET MEMPHIS, TN 38103	UNRELATED	CHARITABLE	500.
MEMPHIS ZOO 2000 PRENTISS PLACE MEMPHIS, TN 38112	UNRELATED	CHARITABLE	5,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROOKS MUSEUM 1934 POPLARE AVENUE MEMPHIS, TN 38104	UNRELATED	EDUCATIONAL	30,000.
SOCIETY OF ENTREPRENEURS PO BOX 770839 MEMPHIS, TN 38177	UNRELATED	CHARITABLE	1,000.
HUTCHISON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38117	UNRELATED	EDUCATIONAL	1,000.
ST. GEORGE'S SCHOOL 3749 KIMBALL MEMPHIS, TN 38111	UNRELATED	EDUCATIONAL	1,000.
GERMANTOWN PRESBYTERIAN CHURCH 2363 GERMANTOWN RD GERMANTOWN, TN 38138	UNRELATED	CHARITABLE	1,000.
ASPEN MUSIC FESTIVAL 225 MUSIC SCHOOL ROAD ASPEN, CO 81611	UNRELATED	CHARITABLE	55,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRIZM ENSEMBLE PO BOX 171361 MEMPHIS, TN 38187	UNRELATED	EDUCATIONAL	1,000.
MOST 850 RIDGELAKE BLVD MEMPHIS, TN 38119	UNRELATED	EDUCATIONAL	5,000.
MEMPHIS UNIVERSITY SCHOOL 6191 PARK MEMPHIS, TN 38119	UNRELATE	EDUCATIONAL	15,000.
PLANET ARTS PO BOX 387 CATSKILL, NY 12414	UNRELATED	CHARITABLE	5,000.
DIXON GALLERY 4339 PARK AVE MEMPHIS, TN 38117	UNRELATED	CHARITABLE	5,000.
CHURCH HEALTH CENTER 1210 PEABODY AVE MEMPHIS, TN 38104	UNRELATED	CHARITABLE	1,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEMPHIS FILM AND TELEVISION COMMISSION 496 SOUTH MAIN STREET MEMPHIS, TN 38103	UNRELATED	CHARITABLE	500.
UNIVERSITY OF MEMPHIS 635 NORMAL MEMPHIS, TN 38152	UNRELATED	EDUATIONAL	400.
PEER POWER 850 RIDGE LAKE BLVD, STE 1 MEMPHIS, TN 38120	UNRELATED	CHARITABLE	10,000.
BARKAY FOUNDATION MEMPHIS, TN 38117	UNRELATED	CHARITABLE	1,000.
		TOTAL CONTRIBUTIONS PAID	316,580.

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

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PAA (EIN 76-0582150), ORDINARY LOSS			18	-4,772.	
PNG (EIN 27-1679071), ORDINARY LOSS			18	-164.	
WGP (EIN 26-1075808), ORDINARY LOSS			18	-13,386.	
PAA (EIN 76-0582150), 1231 GAIN			18	95.	
EGP (EIN 26-1075808), 1231 LOSS			18	-1.	
TOTALS				-18,228.	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
SCHEIDT FAMILY FOUNDATION, INC.	62-0989531

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	415,629.	402,800.		12,829.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	12,829.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,994,802.	1,185,351.		809,451.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	94.
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	809,545.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			12,829.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			809,545.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			822,374.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 19, column (3) **or** b $3,000	20	( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col. (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: SCHEIDT FAMILY FOUNDATION, INC.

Social security number or taxpayer identification number: 62-0989531

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SHORT TERM CAPITAL GAI	11/01/2013	10/24/2014	415,629.	402,800.			12,829.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			415,629.	402,800			12,829.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
SCHEIDT FAMILY FOUNDATION, INC.	62-0989531

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM CAPITAL GAIN	01/01/2012	10/31/2014	1,993,663.	1,185,351.			808,312.
CLASS ACTION SETTLEMENTS			1,046.				1,046.
WGP (EIN 26-1075808), LT CG			93.				93.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,994,802.	1185351.			809,451.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

JSA
3X2616 2 000

Scheidt Family Foundation
Substitute Schedule D-1

Short-Term Capital Gains and Losses					
800 CREE INC 10-6-14	Oct 6 14	Oct 24 14	23,393 96	26,920 32	(3,526 36)
1,000 KROGER 12/27/12-PER_sld#2	Dec 27 12	Nov 7 13	42,241 26	25,875 80	16,365 46
100 NY ST 75% 10/1/28	May 1 14	Jul 3 14	99,998 00	100,001 00	(3 00)
100 NY ST .75% 10/1/28_sld#1	May 1 14	May 15 14	99,998 00	100,001 00	(3 00)
150 NY STEN VAR% 10/1/28-3	Aug 28 14	Oct 23 14	149,998 00	150,002 00	(4 00)
	TOTAL SHORT TERM		415,629 22	402,800 12	12,829 10
Long-Term Capital Gains and Losses					
3,000 AMERICAN ELECTRIC 8/22/11	Aug 22 11	Feb 20 14	150,338 28	112,881 20	37,457 08
0 CDK GLOBAL, INC 3/6/06	Mar 6 06	Oct 6 14	9 82	5 24	4 58
833 CDK GLOBAL, INC 3/6/06_sld#1	Mar 6 06	Oct 6 14	24,211 44	13,222 92	10,988 52
4,000 DOW CHEMICAL 8/29/11	Aug 29 11	Nov 5 13	154,986 89	111,181 20	43,805 69
2,000 DUKE ENERGY 11/3/10	Nov 3 10	May 8 14	145,675 37	110,341 40	35,333 97
5,000 GENERAL ELECTRIC 8/17/10	Aug 17 10	Oct 13 14	120,296 17	78,109 50	42,186 67
1,000 GENERAL ELEC 11/4/10	Nov 4 10	Oct 13 14	24,059 23	16,552 00	7,507 23
2,000 GENERAL MILLS 8/17/11	Aug 17 11	Aug 20 14	106,376 11	73,962 00	32,414 11
1,000 GENERAL MILLS 9/2/11	Sep 2 11	Aug 20 14	53,188 06	37,452 00	15,736 06
1,699 HSBC HLDGS PLC 5/29/03	May 29 03	May 23 14	87,938 57	80,637 10	7,301 47
20 HSBC HLDGS PLC 5/4/05	May 4 05	May 23 14	1,472 40	1,774 93	(302 53)
11 HSBC HLDHS PLC 7/6/05	Jul 6 05	May 23 14	778 57	935 99	(157 42)
11 HSBC HLDGS PLC 10/6/05	Oct 6 05	May 23 14	772 11	942 74	(170 63)
11 HSBC HLDGS PLC 1/19/06	Jan 19 06	May 23 14	773 99	950 31	(176 32)
11 HSBC HLDGS PLC 7/6/06	Jul 6 06	May 23 14	770 78	1,019 95	(249 17)
9 944 HSBC HLDGS PLC 1/18/07	Jan 18 07	May 23 14	728 95	1,023 43	(294 48)
30 HSBC HLDGS 5/7/08	May 7 08	May 23 14	2,181 61	2,708 67	(527 06)
542 HSBC HLDGS 4/14/09	Apr 14 09	May 30 14	3 16	2 12	1 04
3,028 KINDER MORGAN LLC 8/14/07	Sep 10 04	Aug 21 14	302,866 59	59,460 76	243,405 83
0 71 KINDER MORGAN - CASH IN LIEU		13-Nov	53 25	-	53 25
0 24 KINDER MORGAN - CASH IN LIEU		14-Feb	18 07	-	18 07
0 66 KINDER MORGAN - CASH IN LIEU		14-May	47 17	-	47 17
0 80 KINDER MORGAN LLC 8/14/07_sld#1	Sep 10 04	Aug 14 14	74 67	7 97	66 70
1,500 KROGER 12/27/12-PER	Dec 27 12	May 2 14	69,858 20	38,813 70	31,044 50
1,500 KROGER 12/27/12-PER_sld#3	Dec 27 12	Jan 2 14	58,751 97	38,813 70	19,938 27
500 M & T BANK CORP 6/15/11	Jun 15 11	Feb 24 14	57,460 80	43,071 00	14,389 80
500 M & T BANK 6/21/12	Jun 21 12	Feb 24 14	57,460 79	40,871 05	16,589 74
1,000 MICROSOFT CORP 8/29/06_sld#1	Aug 29 06	Oct 24 14	45,562 49	25,961 30	19,601 19
500 NOVARTIS AG ADR 1/10/12_sld#2	Jan 10 12	Mar 12 14	41,335 48	28,531 78	12,803 70
1,500 PFIZER INC 1/20/11	Jan 20 11	May 20 14	43,789 48	27,386.10	16,403 38
2,500 PFIZER INC 1/20/11_sld#1	Jan 20 11	May 16 14	72,778 88	45,643 50	27,135 38
4,000 PFIZER INC 5/3/11	May 3 11	May 20 14	116,771 96	82,104 00	34,667 96
1,000 ROCHE HLDGS 7/10/12_sld#1	Jul 10 12	Jan 31 14	68,170 31	42,829 47	25,340 84
500 WESTERN GAS 1/23/13-PER_sld#1	Jan 23 13	May 14 14	34,603 22	23,975 22	10,628 00
1,000 WESTERN GAS 12/28/12-PER	Dec 28 12	May 14 14	69,206 43	43,215 30	25,991 13
2,000 SUNTRUST (HHS CONTR)_sld#1	Sep 15 78	Jun 20 14	80,292 27	963 14	79,329 13
Long term, per FN			1,993,663 54	1,185,350 69	808,312 85
WGP, LONG TERM GAIN					93 00
	TOTAL LONG TERM GAIN/LOSS				808,405 85
Class Action Settlements					1,045 00
TOTAL CAPITAL GAINS			**2,409,292.76**	**1,588,150.81**	**822,279.95**