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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions.	Name of foundation LUETKEMEYER JR. FAMILY FOUNDATION, INC.		A Employer identification number 52-2098039
	Number and street (or P.O. box number if mail is not delivered to street address) 1427 CLARKVIEW ROAD, SUITE 500		B Telephone number 410-296-4800
	City or town, state, and ZIP code BALTIMORE, MD 21209-2100		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 502,970.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
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	3,676.	3,676.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	28,118.				
	b Gross sales price for all assets on line 6a	312,825.				
	7 Capital gain net income (from Part IV, line 2)		28,118.			
	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	31,794.	31,794.	0.			
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.		
14 Other employee salaries and wages						
15 Pension plans, employee benefits						
Operating and Administrative Expenses	16a Legal fees					
	b Accounting fees	STMT 2	1,400.	0.	0.	1,400.
	c Other professional fees	STMT 3	5,160.	5,160.	0.	0.
	17 Interest					
	18 Taxes	STMT 4	15.	15.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses					
	24 Total operating and administrative expenses. Add lines 13 through 23		6,575.	5,175.	0.	1,400.
	25 Contributions, gifts, grants paid		25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25		31,575.	5,175.	0.	26,400.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		219.				
b Net investment income (if negative, enter -0-)			26,619.			
c Adjusted net income (if negative, enter -0-)				0.		

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Form **990-PF** (2009)

SCANNED NOV 18 2010

Operating and Administrative Expenses

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BALTIMORE, MD

28

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	791.	391.	391.
	2 Savings and temporary cash investments	1,651.	2,528.	2,528.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	378,665.	378,407.	500,051.
	c Investments - corporate bonds			
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)	381,107.	381,326.	502,970.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	381,107.	381,326.		
30 Total net assets or fund balances	381,107.	381,326.		
31 Total liabilities and net assets/fund balances	381,107.	381,326.		

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	381,107.
2 Enter amount from Part I, line 27a	2	219.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	381,326.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	381,326.

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 PUBLICLY TRADED SECURITIES			P		
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 312,825.		284,707.	28,118.		
b					
c					
d					
e					
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			28,118.		
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	28,118.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	34,875.	493,993.	.070598
2007	31,260.	729,620.	.042844
2006	26,300.	638,456.	.041193
2005	21,250.	581,286.	.036557
2004	21,175.	489,063.	.043297
2 Total of line 1, column (d)			2 .234489
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 .046898
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 502,947.
5 Multiply line 4 by line 3			5 23,587.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 266.
7 Add lines 5 and 6			7 23,853.
8 Enter qualifying distributions from Part XII, line 4			8 26,400.

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

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-)

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 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax

1,134. Refunded

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶

MD

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

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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>410-296-4800</u> Located at ► <u>1427 CLARKVIEW ROAD, SUITE 500, BALTIMORE, MD</u> ZIP+4 ► <u>21209-2100</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input checked="" type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <u>N/A</u>	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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	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
NONE				

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
NONE		
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 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS.	0.
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 (2009)

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	498,445.
b	Average of monthly cash balances	1b	12,161.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	510,606.
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	510,606.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,659.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	502,947.
6	Minimum investment return. Enter 5% of line 5	6	25,147.

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	25,147.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	266.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	266.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,881.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,881.
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	24,881.

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	26,400.
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	26,400.
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	266.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,134.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				24,881.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			23,281.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 26,400.				
a Applied to 2008, but not more than line 2a			23,281.	
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 2009 distributable amount				3,119.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				21,762.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XVII

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

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




	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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
N/A		

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

Sign Here	 Signature of officer or trustee		11/9/10 Date	VICE PRESIDENT Title	
	Paid Preparer's Use Only	Preparer's signature 		Date 10/29/10	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code MISTER, BURTON, PALMISANO & FRENCH, LLC 307 INTERNATIONAL CIR #570 HUNT VALLEY, MD 21031		Preparer's identifying number EIN  Phone no. 410.771.9040			



WEALTH MANAGEMENT

LUETKEMEYER JR FAMILY FOUNDATION CUSTODY STATEMENT

Account number 45-46-001-7788061

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Detail

Portfolio - principal

Cash equivalents

Mutual funds - money market

Description	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current price per unit	Current		Avg tax cost per unit	Unrealized gain/loss			
PNC PRIME MONEY MARKET FUND #417	\$3,448.55		\$2,527.56		0.51 %	\$2,527.56			0.05 %	\$1.26
	2,527.560		\$1.0000			\$1.00				

Equities

Stocks Energy

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current price per unit	Current		Avg tax cost per unit	Unrealized gain/loss			
SCHLUMBERGER LTD (SLB)	\$12,633.75		\$12,451.50		2.48 %	\$5,299.56	\$7,151.94		1.52 %	\$189.00
SEDOL 2779201 ISIN AN8068571086	225		\$55.3400			\$23.55				
SMITH INTERNATIONAL INC (SII)	17,277.60		17,319.00		3.45 %	10,264.76	7,054.24		1.28 %	220.80
	460		37.6500			22.32				
ULTRA PETE CORP (UPL)	23,010.00		22,125.00		4.41 %	26,881.94	-4,756.94			
CA9039141093	500		44.2500			53.76				
SEDOL 2714440										
Total energy			\$51,895.50		10.33 %	\$42,446.26	\$9,449.24		0.79 %	\$409.80



Detail

Financial

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit		Avg tax cost per unit	per unit			
MARKEL CORP (HOLDING CO) (MKL)	\$15,549 75	45	\$15,300 00	3 05 %	\$13,573 05	\$301 62	\$1,726 95		
PRICE T ROWE GROUP INC (TROW)	16,836 80	340	15,092 60	3 01 %	7,782 75	22 89	7,309 85	2 44 %	367 20
VISA INC (V)	18,477 30	255	18,041 25	3 59 %	18,663 84	73 19	- 622 59	0 71 %	127 50
CLASS A SHARES			70 7500						
Total financial			\$48,433.85	9.64 %	\$40,019.64		\$8,414.21	1.02 %	\$494.70

Health care

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit		Avg tax cost per unit	per unit			
COVANCE INC (CVD)	\$10,552 00	200	\$10,264 00	2 05 %	\$8,255 74	\$41 28	\$2,008 26		
IDEXX LABS INC (IDXX)	37,944 00	600	36,540 00	7 28 %	18,740 27	31 23	17,799 73		
RESMED INC (RMD)	24,841 55	395	24,019 95	4 78 %	18,761 55	47 50	5,258 40		
TECHNE CORP (TECH)	12,110 00	200	11,490 00	2 29 %	2,562 50	12 81	8,927 50	1 82 %	208 00
TEVA PHARMACEUTICAL INDS LTD (TEVA)	19,187 00	350	18,196 50	3 63 %	11,623 56	33 21	6,572 94	1 11 %	201 95
Total health care			\$100,510.45	20.00 %	\$59,943.62		\$40,566.83	0.41 %	\$409.95

Industrials

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit		Avg tax cost per unit	per unit			
ACTUANT CORP CLASS A (NEW) (ATU)	\$12,132 00	600	\$11,298 00	2 25 %	\$12,384 12	\$20 64	- \$1,086 12	0 22 %	\$24 00
BEACON ROOFING SUPPLY INC (BECN)	7,665 00	365	6,577 30	1 31 %	7,012 12	19 21	- 434 82		

Detail

Industrials

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit						
CHICAGO BRIDGE & IRON-NY SHR (CBI)	10,928 50	550	10,345 50	2 06 %	6,970 15	12 67	3,375 35	0 86 %	88 00
EXPEDITORS INTERNATIONAL (EXPD)	26,768 00	700	24,157 00	4 81 %	12,059 53	17 23	12,097 47	1 16 %	280 00
WASHINGTON INC	32,786 00	650	32,623 50	6 50 %	7,039 17	10 83	25,584 33	1 60 %	520 00
FASTENAL CO (FAST)	6,435 20	450	8,527 50	1 70 %	9,193 79	20 43	- 666 29	4 65 %	396 00
HEALTH CARE SERVICES GROUP INC (HCSG)	11,647 00	475	10,668 50	2 13 %	11,733 93	24 70	- 1,065 43	1 12 %	118 75
IRON MTN INC PA (IRM)	18,457 92	442	16,106 48	3 21 %	17,253 49	39 04	- 1,147 01		
JACOBS ENGINEERING GROUP INC (JEC)	6,755 40	270	5,988 60	1 20 %	5,422 45	20 08	566 15		
K12 INC (LRN)	17,879 10	305	20,001 90	3 98 %	15,175 47	49 76	4,826 43		
STERICYCLE INC (SRCL)	11,732 00	350	10,370 50	2 07 %	6,379 66	18 23	3,990 84		
II-VI INC (IIVI)			29 6300						
Total Industrials			\$156,664.78	31.17 %	\$110,623.88		\$46,040.90	0.91 %	\$1,426.75

Information technology

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income
		Quantity	price per unit						
AMERICAN PUBLIC EDUCATION (APEI)	\$5,315 70	130	\$5,681 00	1 14 %	\$5,206 12	\$40 05	\$474 88		
ANSYS INC (ANSS)	21,209 05	485	19,676 45	3 92 %	17,991 08	37 10	1,685 37		
CISCO SYSTEMS INC (CSCO)	17,370 00	750	15,982 50	3 19 %	16,412 66	21 88	- 430 16		
DEALERTRACK HOLDINGS INC (ITRK)	6,973 05	435	7,155 75	1 43 %	7,015 14	16 13	140 61		





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Information technology

Information technology									
Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit	Current		Avg tax cost per unit				
INTEL CORP (INTC)	8,568 00	7,780 00	7,780 00	1 55 %	8,311 32	- 531 32		3 24 %	252 00
	400		19 4500		20 78				
PAYCHEX INC (PAYX)	7,135 00	6,492 50	6,492 50	1 30 %	7,696 10	- 1,203 60		4 78 %	310 00
	250		25 9700		30 78				
QUALCOMM INC (QCOM)	16,713 20	15,434 80	15,434 80	3 08 %	9,315 09	6,119 71		2 32 %	357 20
	470		32 8400		19 82				
ROPER INDS INC NEW (ROP)	19,146 60	18,466 80	18,466 80	3 68 %	16,790 65	1,676 15		0 68 %	125 40
	330		55 9600		50 88				
TRIMBLE NAVIGATION LTD (TRMB)	14,365 00	14,000 00	14,000 00	2 79 %	9,428 24	4,571 76			
	500		28 0000		18 86				
Total information technology			\$110,669.80	22.02 %	\$98,166.40	\$12,503.40		0.94 %	\$1,044.60

Materials

Materials	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Description (Symbol)	Quantity	Current		Avg tax cost per unit	Unrealized gain/loss			
			price per unit						
MONSANTO CO (MON)		\$7,376 15	\$6,701 90	1 34 %	\$11,398 89	- \$4,696 99	2 30 %	\$153 70	
		145	\$46 2200		\$78 61				
POTASH CORP SASKATCHEWAN INC (POT)		10,910 90	9,486 40	1 89 %	11,123 56	- 1,637 16	0 47 %	44 00	
ISIN CA73755L 1076 SEDOL 2696980		110	86 2400		101 12				
Total materials			\$16,188.30	3.22 %	\$22,522.45	- \$6,334.15	1.22 %	\$197.70	

Telecommunication services

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity	price per unit			Avg tax cost per unit	Unrealized gain/loss			
AMERICAN TOWER CORP CL A (AMT)	\$9,727 20	\$10,680 00	\$10,680 00	2 13 %	\$371 98	\$10,308 02			
	240	\$44 5000	\$44 5000		\$1 55				



WEALTH MANAGEMENT

LUETKEMEYER JR FAMILY FOUNDATION
CUSTODY STATEMENT

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Unclassified

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income
	Quantity		Current price per unit			Avg tax cost per unit				
NATIONAL AM UNIV HLDGS (I)	575		\$5,008.25		1.00 %	\$4,312.50		\$695.75	1.27 %	\$63.25
			\$8,710.00			\$7.50				
Total stocks			\$500,050.93		99.50 %	\$378,406.73		\$121,644.20	0.81 %	\$4,046.75
Total equities			\$500,050.93		99.50 %	\$378,406.73		\$121,644.20	0.81 %	\$4,046.75
Total portfolio			\$502,578.49		100.00 %	\$380,934.29		\$121,644.20	0.81 %	\$4,048.01



FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC	3,676.	0.	3,676.
TOTAL TO FM 990-PF, PART I, LN 4	3,676.	0.	3,676.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	1,400.	0.	0.	1,400.
TO FORM 990-PF, PG 1, LN 16B	1,400.	0.	0.	1,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	5,160.	5,160.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	5,160.	5,160.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	15.	15.	0.	0.
TO FORM 990-PF, PG 1, LN 18	15.	15.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	378,407.	500,051.
TOTAL TO FORM 990-PF, PART II, LINE 10B	378,407.	500,051.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUZANNE F LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	PRESIDENT 0.00	0.	0.	0.
JOHN A LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	VP 0.00	0.	0.	0.
JULIA PHILLIPS 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	VP 0.00	0.	0.	0.
MARY LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	TREASURER 0.00	0.	0.	0.
ANNE LUETKEMEYER 1427 CLARKVIEW DRIVE BALTIMORE, MD 21209	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.