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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

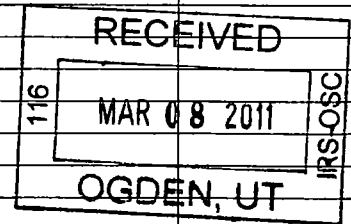
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation THE HUETHER/MCCLELLAND FOUNDATION, INC.		A Employer identification number 52-1435090
Number and street (or P O box number if mail is not delivered to street address) PO BOX 370, 1300 BRASS MILL RD		B Telephone number 410-272-0090
City or town, state, and ZIP code BELCAMP, MD 21017		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) \$ 4,816,080.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	241,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	109,624.	109,624.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	16,961.			
b Gross sales price for all assets on line 6a 175,088.				
7 Capital gain net income (from Part IV, line 2)		16,961.		
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	367,585.	126,585.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
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	0.	0.		0.
25 Contributions, gifts, grants paid	236,128.			236,128.
26 Total expenses and disbursements Add lines 24 and 25	236,128.	0.		236,128.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	131,457.			
b Net investment income (if negative, enter -0-)		126,585.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		11,941.	16,813.	16,813.
	2	Savings and temporary cash investments		4,615.	735.	735.
	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 2	4,341,329.	4,471,794.	4,798,532.
	c	Investments - corporate bonds				
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)		4,357,885.	4,489,342.	4,816,080.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
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		4,357,885.	4,489,342.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		4,357,885.	4,489,342.		
31	Total liabilities and net assets/fund balances		4,357,885.	4,489,342.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,357,885.
2	Enter amount from Part I, line 27a	2	131,457.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,489,342.
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	4,489,342.

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 AMER HIGH INC TR	P	VARIOUS	VARIOUS
b INTERMED BD FD OF AMER SBI	P	VARIOUS	VARIOUS
c NEW WORLD FD CL A	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 85,030.		59,525.	25,505.
b 58,000.		81,278.	-23,278.
c 20,000.		17,324.	2,676.
d 12,058.			12,058.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			25,505.
b			-23,278.
c			2,676.
d			12,058.
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	16,961.
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))
2009	193,887.	3,704,578.	.052337
2008	217,100.	4,316,498.	.050295
2007	248,820.	4,805,767.	.051775
2006	218,220.	4,202,800.	.051923
2005	192,070.	3,711,998.	.051743

2 Total of line 1, column (d)	2	.258073
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	.051615
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,366,397.
5 Multiply line 4 by line 3	5	225,372.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,266.
7 Add lines 5 and 6	7	226,638.
8 Enter qualifying distributions from Part XII, line 4	8	236,128.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,266.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,266.
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	1,266.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,030.
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	5,030.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,764.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 3,764. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>GEORGE MCCLELLAND</u> Telephone no. ▶ <u>(410) 272-0090</u> Located at ▶ <u>PO BOX 370, 1300 BRASS MILL RD; BELCAMP MD</u> ZIP+4 ▶ <u>21017</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 ▶ <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 2010 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 2010.) <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 2010?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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

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

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

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

5b		
6b		X
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 3		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 SCHOLARSHIP PROGRAM WITH HARFORD COUNTY, MD - SEE ATTACHED	
	35,000.
2 SCHOLARSHIP PROGRAM WITH INDEPENDENT CAN COMPANY EMPLOYEES - SEE ATTACHED	
	21,378.
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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	4,368,510.
b	Average of monthly cash balances	1b	64,380.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,432,890.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,432,890.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,493.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,366,397.
6	Minimum investment return. Enter 5% of line 5	6	218,320.

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	218,320.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,266.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,266.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	217,054.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	217,054.
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	217,054.

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	236,128.
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	236,128.
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	1,266.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	234,862.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				217,054.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	14,292.			
b From 2006	14,060.			
c From 2007	18,769.			
d From 2008	5,432.			
e From 2009	10,884.			
f Total of lines 3a through e	63,437.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 236,128.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				217,054.
e Remaining amount distributed out of corpus	19,074.			
5 Excess distributions carryover applied to 2010 (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:	82,511.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7	14,292.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	68,219.			
10 Analysis of line 9:				
a Excess from 2006	14,060.			
b Excess from 2007	18,769.			
c Excess from 2008	5,432.			
d Excess from 2009	10,884.			
e Excess from 2010	19,074.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a ...					
c Qualifying distributions from Part XII, line 4 for each year listed					
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 the 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).)

SEE STATEMENT 4

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE GRANT APPLICATION PROCEDURE

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

SEE GRANT APPLICATION PROCEDURE

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:

SEE GRANT APPLICATION PROCEDURE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<i>a Paid during the year</i>					
SEE STATEMENT 5					
Total				▶ 3a	236,128.
<i>b Approved for future payment</i>					
NONE					
Total				▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GEORGE AND CATHERINE MCCLELLAND 14000 FOX RUN CT PHOENIX, MD 21131	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	H DOUGLAS AND ANNE LEE HUETHER 1055 W JOPPA RD, #601 BALTIMORE, MD 21204	\$ 71,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	INDEPENDENT CAN CO 1300 BRASS MILL RD BELCAMP, MD 21017	\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	RICHARD AND MARY ELLEN HUETHER 5 HILLSPOINT CT LUTHERVILLE, MD 21093	\$ 70,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	WHITNEY AND BRIAN HILL 27 LAKESIDE RD BEDFORD CORNERS, NY 10549	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	JEANNE ARMIGER 4715 DOVEDALE DR WILLIAMSBURG, VA 23188	\$ 1,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE HUETHER/MCCLELLAND FOUNDATION, INC.	Employer identification number 52-1435090
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Part II Noncash Property (see instructions)

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

Name of organization

Employer identification number

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN ADVISORY	121,682.	12,058.	109,624.
TOTAL TO FM 990-PF, PART I, LN 4	121,682.	12,058.	109,624.

FORM 990-PF	CORPORATE STOCK	STATEMENT	2
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAY TIPS	188,413.	198,912.
CAPITAL INCOME BUILDER	109,900.	101,498.
CAPITAL WORLD G & I FUND	151,986.	155,849.
COHEN & STEERS INTL	56,254.	47,259.
COHEN REALTY	52,950.	52,232.
EUROPACIFIC FUND	253,729.	276,639.
FUNDAMENTAL INVESTORS	278,802.	344,598.
GATEWAY TR INDEX PLUS FD	109,025.	107,763.
GROWTH FUND OF AMERICA	442,132.	477,537.
INCOME FUND OF AMERICA	1,017,137.	918,333.
INTERM BD FD	613,774.	622,795.
NEW WORLD FD CL A	150,720.	183,130.
TRP SMALL CAP VAL	163,219.	244,033.
TRP BLUE CHIP GROWTH	194,453.	300,556.
TRP MID CAP	178,043.	246,925.
TEMPLETON GLOBAL BD FD	60,966.	62,149.
WASHINGTON MUTUAL INV FUND	450,291.	458,324.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,471,794.	4,798,532.

DYSLEXIA TUTORING 711 W 40TH ST STE 310 BALTIMORE, MD 21211	NONE UNRESTRICTED	2,000.
FIRE MUSEUM OF MARYLAND 1301 YORK RD LUTHERVILLE, MD 21093	NONE UNRESTRICTED	4,000.
FLAG HOUSE 844 E PRATT ST BALTIMORE, MD 21202	NONE UNRESTRICTED	1,000.
GBMC FOUNDATION 6569 N CHARLES ST BALTIMORE, MD 21204	NONE UNRESTRICTED	1,000.
GEORGE WASHINGTON TEACHERS' INSTITUTE PO BOX 110 MT VERNON, VA 22121	NONE UNRESTRICTED	10,000.
GILCREST HOSPICE CARE 6601 CHARLESWAY BALTIMORE, MD 21204	NONE UNRESTRICTED	10,000.
HARFORD COUNTY PUBLIC LIBRARY FOUNDATION 1221-A BRASS MILL ROAD BELCAMP, MD 21017	NONE UNRESTRICTED	1,000.
HARFORD GLEN 502 WEST WHEEL ROAD BEL AIR, MD 21014	NONE UNRESTRICTED	2,000.
HUBBARD BROOK RESEARCH FDN 16 BUCK RD HANOVER, NH 03755	NONE UNRESTRICTED	1,000.
INDEPENDENT COLLEGE FUND OF MD 3225 ELLERSLIE AVE STE C160 BALTIMORE, MD 21218	NONE UNRESTRICTED	1,000.

JUNIOR ACHIEVEMENT 10711 RED RUN BLVD STE 110 OWINGS MILLS, MD 21117	NONE UNRESTRICTED	1,000.
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DR NASHVILLE, TN 37204	NONE SCHOLARSHIP - SEE PART IX A	2,500.
MARYLAND HISTORICAL SOCIETY 201 W MONUMENT ST BALTIMORE, MD 21201	NONE UNRESTRICTED	1,000.
MARYLAND SCHOOL FOR THE BLIND 3501 TAYLOR AVE BALTIMORE, MD 21236	NONE UNRESTRICTED	1,000.
MCDONOGH SCHOOL INC PO BOX 380 OWINGS MILLS, MD 21117	NONE UNRESTRICTED	28,000.
MD COUNCIL ON ECONOMIC EDUCATION 8000 YORK RD TOWSON, MD 21252	NONE UNRESTRICTED	1,000.
NC STATE UNIVERSITY RALEIGH, NC 27695	NONE SCHOLARSHIP - SEE PART IX A	7,000.
PURDUE UNIVERSITY WEST LAFAYETTE, IN 47907	NONE UNRESTRICTED	1,000.
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE UNRESTRICTED	30,250.
ROLAND PARK PRES. CHURCH 4801 ROLAND AVE BALTIMORE, MD 21210	NONE UNRESTRICTED	5,000.

THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

THE SALVATION ARMY 814 LIGHT ST BALTIMORE, MD 21230	NONE UNRESTRICTED	1,000.
SHEPHERD'S CLINIC 2800 KIRK AVE BALTIMORE, MD 21218	NONE UNRESTRICTED	4,000.
ST. ANDREW'S CHRISTIAN COLLEGE 5802 ROLAND AVE BALTIMORE, MD 21210	NONE UNRESTRICTED	4,000.
THE CHILDREN'S GUILD 6802 MCCLEAN BLVD BALTIMORE, MD 21234	NONE UNRESTRICTED	2,000.
THE MERCY SOCIETY - STELLA MARIS 2300 DULANEY VALLEY RD TIMONIUM, MD 21093	NONE UNRESTRICTED	1,000.
TOWSON UNIVERSITY 8000 YORK RD BALTIMORE, MD 21204	NONE SCHOLARSHIP - SEE PART IX A	7,500.
TOWSON UNIVERSITY FOUNDATION 8000 YORK RD TOWSON, MD 21252	NONE HUETHER/MCCLELLAND ENDOWMENT FOR TOP 10 SCHOLARS	5,000.
UMBC 1000 HILLTOP CIR BALTIMORE, MD 21250	NONE SCHOLARSHIP - SEE PART IX A	7,000.
UNIVERSITY OF MARYLAND COLLEGE PARK, MD 20742	NONE SCHOLARSHIP - SEE PART IX A	2,500.
WEST POINT FUND WEST POINT, NY 10996	NONE UNRESTRICTED	5,000.

WIDENER UNIVERSITY ONE UNIVERSITY PLACE CHESTER, PA 19013	NONE SCHOLARSHIP - SEE PART IX A	7,000.
CORNELL UNIVERSITY ITHACA, NY 14853	NONE SCHOLARSHIP - SEE PART IX A	2,500.
DATING VIOLENCE 2000 M ST NW STE 480 WASHINGTON, DC 20036	NONE UNRESTRICTED	1,000.
DREXEL UNIVERSITY 3001 MARKET ST PHILADELPHIA, PA 19104	NONE SCHOLARSHIP - SEE PART IX A	7,000.
HARFORD COMMUNITY COLLEGE 401 THOMAS RUN RD BEL AIR, MD 21015	NONE SCHOLARSHIP - SEE PART IX A	1,378.
HEALTHCARE FOR HOMELESS 421 FALLSWAY BALTIMORE, MD 21202	NONE UNRESTRICTED	1,000.
IRVINE NATURE CENTER 11201 GARRISON FOREST RD OWINGS MILLS, MD 21117	NONE UNRESTRICTED	500.
JAMES MADISON UNIVERSITY 800 S MAIN ST HARRISONBURG, VA 22807	NONE SCHOLARSHIP - SEE PART IX A	2,500.
JEMICY SCHOOL 11 CELADON RD OWINGS MILLS, MD 21117	NONE UNRESTRICTED	1,500.
ONE LOVE FDN PO BOX 1204 BROOKLANDVILLE, MD 21022	NONE UNRESTRICTED	2,000.

THE HUETHER/MCCLELLAND FOUNDATION, INC.

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RIPPOWAM CISQUA SCHOOL 439 CANTITOE ST BEDFORD, NY 10506	NONE UNRESTRICTED	2,000.
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SALISBURY UNIVERSITY 1101 CAMDEN AVE SALISBURY, MD 21801	NONE SCHOLARSHIP - SEE PART IX A	2,500.
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VIRGINIA POLYTECHNIC INSTITUTE BLACKSBURG, VA 24061	NONE SCHOLARSHIP - SEE PART IX A	2,500.
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HARFORD COMMUNITY COLLEGE FDN 401 THOMAS RUN RD BEL AIR, MD 21015	NONE UNRESTRICTED	1,000.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A		<hr/> <hr/> 236,128.
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THE HUETHER/MCCLELLAND FOUNDATION, INC.

52-1435090

2010

FORM 990PF, PART XV - GRANT APPLICATION PROCEDURE:

THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. ITS GRANTS ARE PRIMARILY IN SUPPORT OF EDUCATION, CIVIC, CULTURAL AND HEALTH PROGRAMS FOR THE GREATER BALTIMORE AREA.

ALL REQUESTS FOR FUNDS MUST BE MADE IN WRITING, STATED AS BRIEFLY AS POSSIBLE, AND ADDRESSED TO:

THE HUETHER/MCCLELLAND FOUNDATION, INC.

H. DOUGLAS HUETHER

PO BOX 370; 1300 BRASS MILL ROAD

BELCAMP, MARYLAND 21017

REQUESTS FOR FUNDS SHOULD INCLUDE SUCH INFORMATION AS:

1. DESCRIPTION OF PROJECT FOR WHICH FUNDS ARE REQUESTED.
2. WHAT IS HOPED TO BE ACHIEVED BY THE PROJECT.
3. AMOUNT OF FUNDING REQUESTED
4. EVIDENCE OF TAX-EXEMPT STATUS OF APPLICANT.
5. NAMES OF OFFICERS AND DIRECTORS OF TAX-EXEMPT ORGANIZATION MAKING APPLICATION.
6. LATEST FINANCIAL STATEMENT AND CURRENT OPERATING BUDGET.
7. ALL EXHIBITS AND MATERIALS IN SUPPORT OF PROJECT.
8. DETAILS OF SUPPORT OF PROJECT BY MEMBERS OF APPLICANT INSTITUTION AND OF THE COMMUNITY AT LARGE.

AFTER REVIEW OF THE ORIGINAL APPLICATION BY THE BOARD OF DIRECTORS OF THE FOUNDATION, SHOULD IT PROVE TO BE WITHIN THE SCOPE OF THE FOUNDATION'S INTERESTS, APPLICANT WILL BE NOTIFIED, AND INTERVIEWS, INSPECTIONS AND DETAILED STUDY OF THE PROJECT WILL THEN FOLLOW. IT IS NOT POSSIBLE FOR THE FOUNDATION TO GRANT PERSONAL INTERVIEWS TO EVERY PROSPECTIVE GRANTEE, NOR CAN IT ENTERTAIN TELEPHONE INQUIRIES OR SOLICITATIONS FOR FUNDING OF GRANTS.

THE HUETHER/MCCLELLAND FOUNDATION, INC

52-1435090

2010

FORM 990PF, PART IX-A, 1:

THE HUETHER/MCCLELLAND FOUNDATION, INC STARTED A SCHOLARSHIP PROGRAM IN 1991 WITH THE HARFORD COUNTY, MD SCHOOL SYSTEM UNDER THE PROGRAM, THE FOUNDATION AWARDS A COLLEGE SCHOLARSHIP TO A SENIOR IN A HARFORD COUNTY HIGH SCHOOL WHO PLANS TO PURSUE ENGINEERING STUDIES IN COLLEGE THE STUDENT IS REQUIRED TO MAINTAIN PASSING GRADES IN COLLEGE AS A CONDITION FOR KEEPING THE SCHOLARSHIP IN 2010, FIVE STUDENTS EACH RECEIVED A \$7,000 UNDER THE PROGRAM THE SCHOLARSHIPS WERE PAID DIRECTLY TO CARNEGIE MELLON UNIVERSITY, UNIVERSITY OF MARYLAND BALTIMORE COUNTY, WIDENER UNIVERSITY, NC STATE UNIVERSITY, AND DREXEL UNIVERSITY

FORM 990PF, PART IX-A, 2:

THE HUETHER/MCCLELLAND FOUNDATION, INC STARTED A SCHOLARSHIP PROGRAM IN 2009 WITH THE EMPLOYEES OF INDEPENDENT CAN COMPANY. UNDER THE PROGRAM, THE FOUNDATION AWARDS A COLLEGE SCHOLARSHIP TO CHILDREN OF EMPLOYEES OF INDEPENDENT CAN COMPANY WHO MEET SPECIFIC CRITERIA THE SCHOLARSHIP IS FOR ONE SEMESTER AT \$2,500 EACH FOR A MAXIMUM OF TWO SEMESTERS OR \$5,000 TOTAL IN 2010, NINE STUDENTS EACH RECEIVED A \$2,500 SCHOLARSHIP AND ONE STUDENT RECEIVED A \$1,378 SCHOLARSHIP UNDER THE PROGRAM THE SCHOLARSHIPS WERE PAID DIRECTLY TO LIPSCOMB UNIVERSITY, UNIVERSITY OF MARYLAND, TOWSON UNIVERSITY, CORNELL UNIVERSITY, SALISBURY UNIVERSITY, VIRGINIA POLYTECHNIC INSTITUTE, JAMES MADISON UNIVERSITY, AND HARFORD COMMUNITY COLLEGE