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

2010Department 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 **JUL 1, 2010**, and ending **JUN 30, 2011**

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		A Employer identification number		
LUETKEMEYER JR. FAMILY FOUNDATION, INC.		52-2098039		
Number and street (or P O box number if mail is not delivered to street address) 1427 CLARKVIEW ROAD, SUITE 500		Room/suite		
City or town, state, and ZIP code BALTIMORE, MD 21209-2100				
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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 637,715.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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
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		4,560.	4,560.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 214,409.		47,735.		
7 Capital gain net income (from Part IV, line 2)			47,735.	
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11		52,295.	52,295.	0.
13 Compensation of officers, directors, trustees, etc		0.	0.	0.
14 Other employee salaries and wages RECEIVED				
15 Pension plans, employee-benefits				
16a Legal fees				
b Accounting fees NOV 08 2010 STMT 2		1,350.	0.	0.
c Other professional fees STMT 13 IR		5,427.	5,427.	0.
17 Interest				
18 Taxes OGDEN, UT				
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		6,777.	5,427.	0.
25 Contributions, gifts, grants paid		25,000.		1,350.
26 Total expenses and disbursements Add lines 24 and 25		31,777.	5,427.	0.
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative enter -0-)		20,518.	46,868.	0.

Assets	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
1	Cash - non-interest-bearing		391.	391.	391.
2	Savings and temporary cash investments		2,528.	2,928.	2,928.
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 4	378,407.	398,525.	634,396.
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)		381,326.	401,844.	637,715.
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 ►)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	0.	
		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.	
30	29	Retained earnings, accumulated income, endowment, or other funds	381,326.	401,844.	
	Total net assets or fund balances		381,326.	401,844.	
	31 Total liabilities and net assets/fund balances		381,326.	401,844.	

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	381,326.
2	Enter amount from Part I, line 27a	2	20,518.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	401,844.
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	401,844.

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 214,409.		166,674.	47,735.		
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			47,735.		
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	47,735.	
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	26,134.	502,947.	.051962
2008	34,875.	493,993.	.070598
2007	31,260.	729,620.	.042844
2006	26,300.	638,456.	.041193
2005	21,250.	581,286.	.036557
2 Total of line 1, column (d)			2 .243154
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 .048631
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 592,430.
5 Multiply line 4 by line 3			5 28,810.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 469.
7 Add lines 5 and 6			7 29,279.
8 Enter qualifying distributions from Part XII, line 4			8 26,350.

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.	(attach copy of letter if necessary-see instructions)	1	937.
Date of ruling or determination letter: _____				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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-)		2	0.
3	Add lines 1 and 2	3	937.	
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	937.	
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,134.	
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	1,134.	
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	197.	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ►	11	0.	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c	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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
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?	4a	X
4b		4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
N/A			
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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
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? <i>If "No," attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	THE FOUNDATION	Telephone no. ► 410-296-4800
	Located at ► 1427 CLARKVIEW ROAD, SUITE 500, BALTIMORE, MD	ZIP+4 ► 21209-2100
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
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	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	N/A	►
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	X No
	If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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	X 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)	N/A	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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No Yes No Yes No Yes No Yes No

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

N/A

►

5b

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

N/A

 Yes No

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

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

 Yes No

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

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

6b

X

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

 Yes No

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

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 5		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

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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.

1 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C) (3) ORGANIZATIONS.	Expenses
2	0.
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.

1 N/A	Amount
2	
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	586,161.
b Average of monthly cash balances	1b	15,291.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	601,452.
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	601,452.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,022.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	592,430.
6 Minimum investment return Enter 5% of line 5	6	29,622.

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	29,622.
2a Tax on investment income for 2010 from Part VI, line 5	2a	937.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	937.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	28,685.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	28,685.
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	28,685.

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	26,350.
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	26,350.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,350.

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				28,685.
2 Undistributed income, if any, as of the end of 2010			21,762.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 26,350.			21,762.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2010 distributable amount		0.		4,588.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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 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.		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		0.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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
<i>a Paid during the year</i>				
KIPP FOUNDATION 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	NONE	PUBLIC	UNRESTRICTED	5,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 1110 VERMONT AVENUE NW, SUITE 300 WASHINGTON, DC	NONE	PUBLIC	UNRESTRICTED	5,000.
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE BALTIMORE, MD 21211	NONE	PUBLIC	SUPER KIDS CAMP	10,000.
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE	PUBLIC	UNRESTRICTED	5,000.
Total			► 3a	25,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

4 Dividends and interest from securities

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

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

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

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					

14 4,560.

18 47,735.

0. 52,295. 0.

13 52,295.

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).
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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC	4,560.	0.	4,560.
TOTAL TO FM 990-PF, PART I, LN 4	4,560.	0.	4,560.

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	1,350.	0.	0.	1,350.
TO FORM 990-PF, PG 1, LN 16B	1,350.	0.	0.	1,350.

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	5,427.	5,427.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	5,427.	5,427.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	398,525.	634,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	398,525.	634,396.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 5

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



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Portfolio - principal

Cash and cash equivalents
Mutual funds - money market

Market value last period		Current market value	% of total	Total tax cost	Current yield	Estimated annual income
Description	Quantity	Price per unit	portfolio	Avg tax cost per unit	Unrealized gain/loss	\$146
PNC MONEY MARKET FUND FUND #417	\$11,255.17 2,926.570	\$2,926.57 \$1.0000	0.46 %	\$2,926.57 \$1.00	0.05 %	

Equities

Market value last period		Current market value	% of total	Total tax cost	Current yield	Estimated annual income
Description [Symbol]	Quantity	Price per unit	portfolio	Avg tax cost per unit	Unrealized gain/loss	\$24.46
LKQ CORP [LKQX]	\$13,959.75 525	\$13,697.25 \$26,0900	2.15 %	\$12,830.90 \$24.46	\$866.35	

Energy

Market value last period		Current market value	% of total	Total tax cost	Current yield	Estimated annual income
Description [Symbol]	Quantity	Price per unit	portfolio	Avg tax cost per unit	Unrealized gain/loss	\$470.00
SCHLUMBERGER LTD [SLB]	\$6,028.40 470	\$6,008.00 \$56,4000	6.38 %	\$12,626.77 \$26.87	\$27,981.23 26,881.94	1.16 % -3.981.94
ULTRA PETE CORP [UPL]	24,310.00 500	22,900.00 45,8000	3.60 %		53.76	
UNIT CORP [UNT]	8,638.50 150	9,139.50 60,9300	1.44 %	5,457.14 36.38	3,682.36	
Total energy		\$72,647.50	11.40 %	\$44,955.85	\$27,681.65	0.65 %
						\$470.00



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Financial

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit		Avg tax cost per unit	Unrealized gain/loss	
RENAISSANCE HOLDINGS LTD (RNR) ISIN BMG7496G1033 SEDOL 2728429	\$10,074.40	\$9,793.00	1.54 %	\$10,107.93	\$314.93	1.49 %
MARKEI CORP (HOLDING CO) (MKL)	140	\$9,9500		\$72.20		\$45.60
PRICE TROWÉ GROUP INC (ITROW)	21,924.51	21,030.93	3.30 %	16,697.30	4,333.63	
VISA INC (V) CLASS A SHARES	53	396.8100		315.04		
	21,522.00	20,515.60	3.22 %	7,782.75	12,732.85	2.06 %
	340	60,3400		22.89		421.60
	20,670.30	21,486.30	3.38 %	18,663.84	2,822.46	0.72 %
	255	84,2600		73.19		153.00
Total financial		\$72,825.83	11.43 %	\$53,251.82	\$19,574.01	0.99 %
						\$720.20

Health care

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit		Avg tax cost per unit	Unrealized gain/loss	
CELGENE CORP (CELG)	\$13,704.75	\$13,572.00	2.13 %	\$13,472.98	\$99.02	
IDEXX LABS INC (IDXX)	225	\$6,03200		\$59.88		
RESMED INC (RMD)	39,360.00	38,780.00	6.09 %	14,273.72		
TEVA PHARMACEUTICAL INDS LTD (TEVA) ADR	500	77.5600		28.55		
	25,438.00	24,450.50	3.84 %	18,761.55	5,688.95	
	790	30,9500		23.75		
	17,815.00	16,877.00	2.65 %	11,623.56	5,253.44	1.57 %
	350	48,2200		33.21		
Total health care		\$93,679.50	14.70 %	\$58,131.81	\$35,547.69	0.28 %
						\$264.95

Industrials

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit		Avg tax cost per unit	Unrealized gain/loss	
BEACON ROOFING SUPPLY INC (BECN)	\$16,322.95	\$17,000.90	2.67 %	\$13,114.72	\$3,886.18	
EXPEDITORS INTERNATIONAL (EXPDI)	745	\$22,8200		\$17.60		
WASHINGTON INC	26,410.00	25,595.00	4.02 %	7,246.90	18,348.10	0.98 %
	500	51,1900		14.49		250.00
Total industrials		\$93,679.50	14.70 %	\$58,131.81	\$35,547.69	0.28 %
						\$264.95



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Industrials

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit	Avg tax cost per unit	Unrealized gain/loss		
FASTENAL CO (FAST)	43,134.00	46,787.00	7.35 %	7,039.17	0.73 %	338.00
HEALTH CARE SERVICES GROUP INC (HCSG)	1,300	35,990.00	5.42	9,193.79	1.774.96	425.25
JACOB'S ENGINEERING GROUP INC (JEC)	11,515.50	10,968.75	1.73 %			
K12 INC (LRN)	675	16,250.00	13.62			
QUANTÁ SVCS INC (PWR)	20,358.52	19,116.50	3.00 %	17,253.49	1,863.01	
STERICYCLE INC (SRCL)	442	43,250.00	39.04			
3D SYS CORP DELTA (DSC)	12,876.00	12,261.80	1.93 %	7,789.99	4,474.81	
NEW II-VI INC (IVIV)	370	33,140.00	21.05			
QUANTÁ SVCS INC (PWR)	11,850.00	12,120.00	1.91 %	13,912.47	1,792.47	
STERICYCLE INC (SRCL)	600	20,200.00	23.19			
3D SYS CORP DELTA (DSC)	8,463.55	8,466.40	1.33 %	4,653.26	3,813.14	
NEW II-VI INC (IVIV)	95	89,120.00	48.98			
JACOB'S ENGINEERING GROUP INC (JEC)	3,498.25	3,449.25	0.55 %	3,084.52	3,664.73	
K12 INC (LRN)	175	19,710.00	17.63			
QUANTÁ SVCS INC (PWR)	19,901.00	17,920.00	2.82 %	6,379.66	11,540.34	
STERICYCLE INC (SRCL)	700	25,600.00	9.11			
Total Industrials		\$173,685.60	27.25 %	\$89,664.97	\$84,020.63	0.58 %
						\$1,013.25

Information technology

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total tax cost	Current yield	Estimated annual income
	Quantity	Current price per unit	Avg tax cost per unit	Unrealized gain/loss		
ADTRAN INC (ADTN)	\$8,100.54	\$7,316.19	1.15 %	\$7,160.28	\$155.91	\$68.04
AMERICAN PUBLIC EDUCATION (APEI)	189	\$38,7100	\$37.89			
ANSYS INC (ANSS)	9,850.50	10,014.75	1.58 %	7,671.20	2,343.55	
CISCO SYSTEMS INC (CSCO)	225	44,5100	34.09			
DEALERTRACK HOLDINGS INC (TRAK)	30,979.80	29,521.80	4.64 %	20,395.93	9,125.87	
NEW II-VI INC (IVIV)	540	54,6700	37.77			
STERICYCLE INC (SRCL)	12,600.00	11,707.50	1.84 %	16,412.66	4,705.16	160.00
QUANTÁ SVCS INC (PWR)	750	15,6100	21.88			
JACOB'S ENGINEERING GROUP INC (JEC)	13,322.75	13,196.25	2.08 %	9,578.32	16.66	
STERICYCLE INC (SRCL)	575	22,9500				
Total Information technology		\$173,685.60	27.25 %	\$89,664.97	\$84,020.63	0.58 %
						\$1,013.25



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Information technology

Description [Symbol]	Market value last period	Current market value	Current % of total	Total tax cost	Current yield	Estimated annual income
Quantity	Current price per unit	Portfolio	Avg tax cost per unit	Unrealized gain/loss		
QUALCOMM INC (QCOM)	27,537.30	26,891.30	4.19 %	9,315.09	17,376.21	1.52 %
ROPER IND'S INC NEW (ROP)	470	56,790.00		19.82		404.20
TRIMBLE NAVIGATION LTD (TRMB)	21,284.85	21,241.50	3.34 %	12,968.99	8,272.51	0.53 %
	255	83,300.00		50.86		112.20
	21,845.00	19,820.00	3.11 %	9,428.24	10,391.76	
	500	39,640.00		18.86		
Total information technology	\$139,509.29	121.89 %	\$92,930.71	\$46,578.58	0.55 %	\$764.44

Materials

Description [Symbol]	Market value last period	Current market value	Current % of total	Total tax cost	Current yield	Estimated annual income
Quantity	Current price per unit	Portfolio	Avg tax cost per unit	Unrealized gain/loss		
ECOLAB INC (ECL)	\$15,092.00	\$15,504.50	2.46 %	\$13,205.12	\$2,299.38	1.25 %
MONSANTO CO (MON)	275	\$56,380.00		\$48.02		\$192.50
POTASH CORP SASKATCHEWAN INC (POT)	10,300.80	10,518.30	1.66 %	11,398.89	-880.59	1.55 %
	145	72,500.00		78.61		162.40
	18,678.00	18,806.70	2.96 %	13,279.49	5,527.21	0.50 %
	330	56,699.00		40.24		92.40
Total materials	\$44,829.50	7.03 %	\$37,883.50	\$6,946.00	1.00 %	\$447.30

Telecommunication services

Description [Symbol]	Market value last period	Current market value	Current % of total	Total tax cost	Current yield	Estimated annual income
Quantity	Current price per unit	Portfolio	Avg tax cost per unit	Unrealized gain/loss		
AMERICAN TOWER CORP CL A (AMT)	\$13,315.20	\$12,559.20	1.98 %	\$371.98	\$12,187.22	\$1.55
	240	\$52,330.00				



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<i>Unclassified</i>	Market value last period	Current market value	% of total	Total tax cost	Current	Estimated
Description [Symbol]	Quantity	Current price per unit	Portfolio	Avg. tax cost per unit	Unrealized gain/loss	Yield
NATIONAL AM UNIV HLDGS II	\$8,772.45 1,165	\$10,952.65 \$9,4100	1.73 %	\$8,692.99 \$7.29	\$2,469.66	1.28 % \$139.80
Total stocks	\$634,396.32	99.54 %	\$398,524.53	\$235,871.79	0.60 %	\$3,819.94
Total equities	\$634,396.32	99.54 %	\$398,524.53	\$235,871.79	0.60 %	\$3,819.94
Total portfolio	\$637,322.89	100.00 %	\$401,451.10	\$235,871.79	0.60 %	\$3,821.40

